



方圓生活服务
FINELAND LIVING SERVICES

Fineland Living Services Group Limited

方圓生活服务集團有限公司

*(formerly known as Fineland Real Estate Services Group Limited 方圓房地產服務集團有限公司)
(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 9978)

ANNUAL REPORT
.....2023.....

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. HAN Shuguang (*Chief executive officer*)
(*re-designated as chief executive officer*
on 30 April 2024)

Ms. TSE Lai Wa

Ms. RONG Haiming
(*resigned on 28 September 2023*)

Mr. YI Ruofeng
(*resigned on 30 November 2023*)

Non-executive Director

Mr. FONG Ming
(*re-designated as chairman on 30 April 2024*)

Independent non-executive Directors

Mr. LEUNG Wai Hung

Mr. DU Chenhua

Mr. TIAN Qiusheng

Mr. LIAO Junping
(*resigned on 16 November 2023*)

Company secretary

Mr. TSO Ping Cheong, Brian
FCPA, FCCA, FCG (CS,CGP), HKFCG (CS,CGP)

Audit committee

Mr. LEUNG Wai Hung (*Chairman*)

Mr. TIAN Qiusheng

Mr. DU Chenhua

Remuneration committee

Mr. TIAN Qiusheng (*Chairman*)

Mr. LEUNG Wai Hung

Mr. HAN Shuguang
(*appointed on 30 November 2023*)

Nomination committee

Mr. FONG Ming (*Chairman*)
(*appointed on 30 April 2024*)

Mr. LEUNG Wai Hung
(*appointed on 16 November 2023*)

Mr. TIAN Qiusheng

Authorised representatives

Mr. TSO Ping Cheong, Brian

Mr. HAN Shuguang
(*appointed on 30 November 2023*)

Legal advisers

As to Hong Kong Laws
Hogan Lovells

Auditor

BDO Limited
Registered Public Interest Entity Auditor

Principal bankers

Industrial Bank Company Limited,
Guangzhou Tianhe branch

Industrial and Commercial Bank of China,
Guangzhou Lihua branch

China Construction Bank,
Guangzhou Dongbao Building branch

Registered office

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters in the PRC

No. 28 Tiyu East Road
Tianhe District
Guangzhou
PRC

Principal place of business in Hong Kong

Unit B, 17/F., United Centre
95 Queensway, Admiralty
Hong Kong

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F., Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Principal share registrar and transfer office

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Company's website address

www.finelandassets.com

CHAIRMAN'S STATEMENT

Market and industry

In 2023 The real estate market in China continued to experience bottom adjustments, with further easing of central government policies in the second half of 2023. Since the meeting of Political Bureau of the Communist Party of China in July, the policy focus has gradually shifted to "combination of support and stabilization". The Chinese government has implemented measures such as lowering down payments, interest rates, and recognizing home ownership rather than loans to support the demand side. On the supply side, measures such as ensuring that financing support for real estate enterprises is no less than that for other industries and treating all enterprises equally to alleviate the financial pressure on real estate enterprises. The policy environment is approaching the most lenient stage since 2014. However, in December 2023, the China Real Estate Prosperity Index hit a historic low, reflecting weak demand and lower-than-expected market recovery pace.

The China's real estate industry experienced severe downward pressure in 2023. Real estate investment declined to approximately RMB11.1 trillion, a year-on-year decrease by 9.6%. The sales area of commercial housing reached approximately 1,117.35 million sq. m., representing a year-on-year decrease of 8.5%, with the sales area of residential buildings decreasing by 8.2%. The sales volume of commercial housing was approximately RMB11.7 trillion, representing a year-on-year decrease of 6.5%, with residential sales volume decreasing by 6.0%. By the end of 2023, the sales area of commercial housing reached approximately 672.95 million sq.m., a year-on-year increase of 19.0%, with the sales area of residential buildings increasing by 22.2%.

In March 2024, the Chinese government set the annual GDP growth target at 5% in the annual government work report. This year, Chinese policymakers may prioritize the recovery of demand as a crucial step in promoting steady economic growth, while making minor adjustments to real estate policies. Looking forward, the introduction of a series of favorable policies on the demand side will help release the demand for housing in the short term and boost market confidence.

Annual Results

In 2023, the Group's total revenue was approximately RMB426.8 million for the year ended 31 December 2023, representing a decrease of approximately 16.6%, from RMB511.9 million for the year ended 31 December 2022. This was mainly due to decline of RMB79.3 million in real estate agency services segment to RMB29.4 million for the year ended 31 December 2023, as the Group has strategically shifted resources from the real estate agency services to the development of property management services and improved management efficiency. All agency sales outlets were shut down in 2023, and the Group conducted detailed assessments and forecasts of projects made exhaustive project valuation and projection before further involvement as well as thorough assessments and forecasts of existing projects before extending the service period.

CHAIRMAN'S STATEMENT

The Group invested in both hardware and software, to establish a "5D" service quality control system, including a 24-hour service hotline, quality control system, remote monitoring system, project-level routine self-inspections, and regular cross-functional joint inspections to continuously improve service quality. This system has been implemented in all projects since 2023 and has shown positive results in enhancing customer satisfaction and cost control. The Group has established and improved service quality system to ensure stable and reliable service quality, improve customers' trust, strengthen competitiveness and contribute to the long-term development of the Group.

The Group utilizes management capabilities in daily operation to implement dynamic control, and leverage digitization to safeguard and achieve operational efficiency. During the year ended 31 December 2023, the Group accelerated the construction of a smart community platform, and collaborated with suppliers to enhance digital touchpoints at the frontline, improve project-level efficiency, drove organisational changes and further strengthened service quality.

The Group reviewed its management structure made strategic adjustment, which improved management model promote operational efficiency and respond quickly to market changes. The Group also reviewed and modified rules and standards for handling specific work, and organized the follow-up training to efficiently educate the relevant frontline employees.

Future Outlook

Looking forward to 2024, promoting the stable and healthy development of the real estate market remains a priority for local governments in addressing real estate risks. The introduction of a series of favorable policies on the demand side will help release the demand for housing demand in the short term and boost market confidence. According to Ni Hong, Minister of Housing and Urban-Rural Development, China will ramp up efforts to build a new development model for real estate industry to solve the market difficulties and bolster its sound and steady development.

For real estate agency services segment, the Group will continually focus on business development in the Greater Bay Area by building and maintaining stronger ties with clients and customers with better credit, especially those with government background and undertake more projects in cities where the Group has already successfully entered or previously achieved great results. Efforts will also be made to optimize cost control and credit risk awareness. To capture the opportunities comes along with the improved market confidence, the Group will explore diversified, personalized and profitable business models.

For property management services segment, the Group has reviewed the property management industry and believes that the nature of the industry remains unchanged and favorable laws and policies will continue to improve a supportive and orderly market environment and accelerate the development of the industry. The Group will adhere to the core value of quality services, customer orientation and pursue high-quality development and growth, avoid excessive expansion, seize profitable opportunities, especially in urban services line and value-added services. Moreover, the Group will further improve internal management through standardization, professionalization, service quality and cost control to achieve efficient operations and profitability.

CHAIRMAN'S STATEMENT

Acknowledgement

Looking forward, the Group will continue to leverage the strengths as real estate agency services provider and property management services provider, harnessing the synergies between the two to compete in the market, to serve our customers, such as property developers, property owners, facility users, and to further tap into more value-added services that complement the Group's existing services to achieve higher customer satisfaction, improve profitability, ensure a solid financial position and create favourable outcomes with all clients, customers, employees and other stakeholders.

On behalf of the Board, I would like to extend our heartfelt gratitude to my fellow Board members, the management and all the staff members for everyone's dedication over the past year. I also would like to express my sincere thanks to our shareholders, customers, and business partners for your trust and support. We will spare no effort in striving for the Group's long-term development and create greater value for shareholders.

Fong Ming

Chairman

Hong Kong, 30 April 2024

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group engages in living services, mainly focusing in Guangzhou and elsewhere in the Greater Bay Area, as well as other parts of the PRC, through two business segments, namely comprehensive real estate agency services and professional property management services. Our business strategy is to expand our services nationwide, with strategic focus on the provision of property management services and complementary value-added services.

The Group's total revenue amounted to approximately RMB426.8 million for the year ended 31 December 2023, representing a decrease of approximately 16.6%, from RMB511.9 million in the corresponding period of 2022, which was mainly due to the decline in revenue generated from real estate agency services.

Comprehensive real estate agency services segment

Real estate agency services segment consists of (i) real estate sales agency services and (ii) integrated services. Revenue recorded from comprehensive real estate agency services was approximately RMB29.4 million for the year ended 31 December 2023, representing a decrease of 73.0% from RMB108.7 million for the corresponding period in 2022.

In 2023, the sales area of commercial housing in Guangdong shrunk to approximately 96.2 million sq.m., representing a further decrease of 9.2% on the basis of a year-on-year decrease of 24.4% in 2022, which was a record-low in the last eight years. The sales volume in commercial housing was approximately RMB1.51 trillion, representing a further decrease by 4.6% on the basis of a year-on-year decrease of 28.9% in 2022. Our real estate agency projects mostly located in Guangdong province, the downward adjustment in which, amplified in our performance results in the real estate agency services segment.

The property developers in China, including Fineland Group Holdings and its subsidiaries and associates ("**Fineland Group**"), our largest revenue source, continue to face existing financial difficulties. This situation has posed constraints on the supply, coupled with sluggish demand factors. In December 2023, the China Real Estate Climate Index hits a historic low, leading to a significant decline in revenue from real estate agency services.

Professional property management services segment

Property management services segment consists of (i) property management services, (ii) value-added services to non-property owners, and (iii) community value-added services. Revenue recorded from professional property management services was approximately RMB397.4 million for the year ended 31 December 2023, representing a slight decrease of 1.4%, from RMB403.2 million for the year ended 31 December 2022, which is mainly due to the decrease of approximately RMB24.5 million from value-added services to non-property owners, which was partially offset by the increase of approximately RMB20.5 million from property management services.

Property management services

Property management services are mainly for real estate developers and property owners. Services provided include standard property management services and ancillary services such as cleaning, gardening, security, repair and maintenance and butler services. The Group provides services for residential and non-residential properties, including public facilities, office buildings, industry parks, schools, etc. Revenue recorded for property management services was approximately RMB324.1 million for the year ended 31 December 2023, representing an increase of 6.7% from approximately RMB303.7 million for the year ended 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Contracted gross floor areas (“GFA”) as of 31 December 2023 is approximately 19.3 million square meters, a slight increase of 0.5% compared with approximately 19.2 million square meters as of 31 December 2022, and GFA under management is approximately 14.2 million square meters, an increase of 2.9% compared with approximately 13.8 million square meters as of 31 December 2022.

Value-added services to non-property owners

Value-added services to non-property owners are mainly for real estate developers. Services include cleaning, security and maintenance services for pre-sale display units and sales offices, etc. Revenue recorded for value-added services to non-property owners was approximately RMB18.0 million for the year ended 31 December 2023, representing a decrease of 57.6% from RMB42.5 million for the year ended 31 December 2022. This is mainly due to the financing difficulties the real estate developers faced throughout 2023, and their capability to develop and launch new projects.

Community value-added services

Community value-added services include common area value-added services, community retail, community media, furnishing services, and other community convenience services to property owners. Revenue recorded for community value-added services was approximately RMB55.3 million for the year ended 31 December 2023, representing an increase of 1.2% from approximately RMB54.6 million for the year ended 31 December 2022.

Software services

Software services include the provision of development, supply and maintenance of information technology applications. No revenue was recorded for software services for the year ended 31 December 2023, since the business line was disposed in April 2022, as compared with RMB2.4 million for the year ended 31 December 2022.

FINANCIAL REVIEW

Revenue

Revenue for the year ended 31 December 2023 was approximately RMB426.8 million, representing a decrease of approximately RMB85.1 million as compared to RMB511.9 million for the year ended 31 December 2022. Such decrease was primarily attributable to the decrease in revenue generated from real estate agency services segment of approximately RMB79.3 million.

Cost of services

For the year ended 31 December 2023, the cost of services of the Group amounted to approximately RMB339.8 million, representing a decrease of approximately 17.1% as compared to RMB409.7 million for the year ended 31 December 2022. The decrease was mainly due to the decrease in numbers of frontline employees in both real estate agency services segment and property management services segment.

Selling and marketing expenses

For the year ended 31 December 2023, the selling and marketing expenses of the Group were approximately RMB0.9 million, representing a decrease of approximately 25.0% as compared to approximately RMB1.2 million for the year ended 31 December 2022, which was due to effective cost control measures by cutting back major promotion events.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

For the year ended 31 December 2023, the administrative expenses of the Group were approximately RMB58.5 million, representing a decrease of approximately 18.0% as compared to approximately RMB71.3 million for the year ended 31 December 2022. Such decrease was primarily due to the Company's effective cost control measures.

Net impairment losses on financial assets

For the year ended 31 December 2023, the net impairment losses on financial assets of the Group were approximately RMB101.1 million, representing an increase of approximately 987.1% as compared to approximately RMB9.3 million for the year ended 31 December 2022. The increase was primarily attributed to the significant increase in provision for impairment loss on trade receivables, amounts due from fellow subsidiaries and amounts due from related parties of approximately RMB24.2 million, RMB56.5 million and RMB19.9 million, respectively, which is mainly resulting from the slowdown in collecting receivables from major customers and increased credit risk due to financial difficulties of property developers, leading to a downturn in the real estate industry, which necessitated the reasonable provision for impairment losses by the Company.

On 23 August 2023, Guangzhou Fineland Real Estate Development Company Limited ("**Guangzhou Fineland**"), a wholly owned subsidiary of the Fineland Group Holdings, announced that it was unable to redeem its US dollar-denominated senior notes of US\$340 million (the "**Senior Notes**") and pay interest of approximately US\$69.4 million by the maturity date. Despite having attempted to enter into an exchange offer with bond holders, Guangzhou Fineland terminated the exchange offer in order to channel its financial resources into property construction work, adhering to the government policy in ensuring the timely delivery of pre-sold properties. Guangzhou Fineland subsequently announced on 13 November 2023, that due to uncertainty of major events, trading of the listed notes was suspended since 14 November 2023. The notes with principal of RMB918 million and a term of four years, was listed on 9 December 2020, carrying a fixed rate of 10% per annum. The above events have been taken into account during the assessment of credit risk over the expected life of the financial assets.

Net Profit Margin

The net profit margin decreased to -13.4% for the year ended 31 December 2023 as compared to 6.2% for the year ended 31 December 2022. This decrease was mainly due to sharp increase in the net impairment losses on financial assets.

(Loss)/profit for the Period

As a result of the factors discussed above, the Group made a net loss for the year ended 31 December 2023 of approximately RMB57.1 million, compared to a net profit of approximately RMB31.7 million for the year ended 31 December 2022. The Group made a loss before income tax for the year ended 31 December 2023 of approximately RMB67.5 million, compared to a profit before income tax of approximately RMB30.7 million for the year ended 31 December 2022. The net profit before income tax and impairment losses on financial assets of the Group would be approximately RMB33.6 million for the year ended 31 December 2023, compared to approximately RMB40.0 million for the corresponding period of 2022.

Liquidity and Financial Resources

In 2023 and 2022, the Group's main source of funds was cash generated from operating activities.

As at 31 December 2023, the Group had net current assets of approximately RMB71.3 million (as at 31 December 2022: approximately RMB158.3 million), total assets of approximately RMB478.3 million (as at 31 December 2022: approximately RMB573.8 million) and equity attributable to owners of the Company of approximately RMB112.8 million (as at 31 December 2022: approximately RMB173.2 million).

MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2023, the total bank balances and cash (restricted bank balances: approximately RMB2.6 million) of the Group amounted to approximately RMB90.8 million (as at 31 December 2022: approximately RMB118.8 million).

Trade receivables, amounts due from fellow subsidiaries and related companies

Trade receivables, amounts due from fellow subsidiaries and related companies are mainly receivables attributable to the provision of the Group's property management services, real estate agency services and earnest money paid to the property developers to entitle to an exclusive agency right to sell properties in the primary market projects during an agreed period. Trade receivables, amounts due from fellow subsidiaries and related companies decreased by approximately RMB3.0 million, RMB54.5 million and RMB22.7 million, respectively, from approximately RMB106.9 million, RMB117.0 million and RMB63.4 million, respectively, as at 31 December 2022 to approximately RMB103.9 million, RMB62.5 million and RMB40.7 million, respectively, as of 31 December 2023, which are all primarily due to the increase in the provision of impairment losses based on the principle of prudence, as a result of continued weakness and uncertainty in the real estate industry in the PRC.

Indebtedness

As at 31 December 2023, the Group has short-term borrowings of RMB19.4 million (as at 31 December 2022: RMB35.7 million), which is principally to finance daily operation and general working capital, but had no long term borrowings (as at 31 December 2022: Nil). Please refer to note 29 to the financial statements for details.

Foreign Exchange Risk

As the Group's sales are denominated in Renminbi, the Group's purchases and expenses are either denominated in Renminbi or Hong Kong dollars, and there are no significant foreign currency borrowings, the Group's currency fluctuation risk is considered insignificant. The Group currently does not have a foreign currency hedging policy. The management continuously monitors the foreign exchange risk exposure and will consider hedging significant currency risk exposure should the need arise.

Interest Rate Risk

The Group's considers that its exposure to interest rate risk is insignificant in the absence of interest-bearing financial liabilities with contractual period exceeding one year.

Gearing Ratio

The gearing ratio (calculated as total liabilities divided by total assets) was 64% as at 31 December 2023, as compared to 59% as at 31 December 2022.

Employees and the Group's remuneration policy

As at 31 December 2023, the Group had a total of 1,736 staff (2022: 2,004 staff).

For details of total employee benefits and directors' emoluments of the Group, please refer to notes 10 and 11 to the financial statements.

For the details of share option scheme, please refer to "Share Option Scheme" of the Directors' Report of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The remuneration policies of the Group are formulated based on the Group's operating results, employees' individual performance, working experience, respective responsibility, merit, qualifications and competence, as well as comparable market statistics and state policies. The emolument policies of the Group are reviewed by the management of the Group regularly.

The Company's policies concerning emoluments of Directors are generally that (i) the amount of emoluments is determined on the basis of the relevant Director's experience, responsibility, workload and the time devoted to the Company; and (ii) non-cash benefits may be provided to the Directors under their remuneration package.

Material acquisitions and disposal of subsidiaries, associates and joint ventures

On 30 July 2021, the Group, as purchaser, entered into a share purchase agreement with Shanghai Dongzimen Business Management Partnership (Limited Partnership)* (上海東紫門企業管理合夥企業 (有限合夥)), as vendor that is ultimately owned by independent third parties in relation to the acquisition of 51% of equity interests in Ji Yang Hong by cash payable by installments. The consideration is subject to adjustments depending on whether the net profit targets of Ji Yang Hong for each of the three years ending 2023 could be met. The audited net profit of Ji Yang Hong for the year ended 31 December 2023 was approximately RMB4.9 million, which exceeded the net profit target for the year ended 31 December 2023. Accordingly, the performance target for the year ended 31 December 2023 was met.

On 25 October 2021, the Group, as purchaser, entered into a share purchase agreement with Shanghai Lvbaoyuan Business Management Partnership (Limited Partnership)* (上海綠保源企業管理合夥企業 (有限合夥)) as vendor who is ultimately owned by independent third parties in relation to the acquisition of 60% of the equity interests in Guangdong Yikang Property Service Co., Ltd.* (廣東益康物業服務有限公司) ("**Yikang**") by cash payable by instalments (the "**Yikang Acquisition**"). The consideration is subject to adjustments depending on whether the net profit (after deducting non-recurring profit and loss combined tax) targets (the "**Guaranteed Profit**") of Yikang for each of the three years ending 31 December 2023 could be met respectively. Upon completion which took place in February 2022, Yikang became an indirectly non-wholly owned subsidiary of the Company and its financial results were thereafter consolidated into the Group's consolidated financial statements. Please refer to the announcements of the Company dated 25 October 2021 and 9 February 2022, and note 36(b)(i) to the financial statements for further information.

For the year ended 31 December 2023, Yikang recorded a net profit (before deducting non-recurring profit and loss combined tax) of approximately RMB5.3 million. Based on the information currently available to the Board, it is expected that the actual profit of Yikang (the "**Actual Profit**"), being the net profit after deducting non-recurring profit and loss combined tax for the year ended 31 December 2023, shall not meet the 2023 Guaranteed Profit, being RMB6,153,800. In the event that the Actual Profit does not meet the 2023 Guaranteed Profit, the Company is entitled to deduct an amount from the consideration for the 5th payment instalment for the Yikang Acquisition. Since Yikang is still in the process of finalising its Actual Profit, the Company shall make further announcement as soon as the Actual Profit is available.

Pledged Assets of the Group

The Company and Agricultural Bank of China Limited Guangzhou Beixiu branch mutually agreed to extend the bank loan of approximately RMB19,930,000 on 14 November 2023, with a term of one year, carrying a fixed rate of 4% per annum, which is secured, among others, by certain trade receivables of Fineland E-Life Service Co., Ltd.* (廣州方圓現代生活服務股份有限公司) ("**Fineland E-life**") of a maximum amount of approximately RMB28,152,000. Subsequent to the reporting period, the subsidiary of the Company pledged approximately 68.9% equity interests in Fineland E-life to Agricultural Bank of China Limited Guangzhou Beixiu branch.

MANAGEMENT DISCUSSION AND ANALYSIS

Major Investments

For the year ended 31 December 2023, no significant investment was held by the Group. As at the date of this Annual Report, the Group had no future plans for material investments or capital assets.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2023 (2022: Nil).

Capital Commitments

The Group had no significant capital commitments as at 31 December 2023 (2022: Nil).

Save as set out in this annual report, the Group did not acquire or dispose of any major subsidiaries or affiliated companies during the year ended 31 December 2023 (2022: Nil).

PRINCIPAL RISKS AND UNCERTAINTIES

Below is a summary of certain principal risks and uncertainties, which may materially and adversely affect the achievement of the Group's business progress:

The Group's business is subject to various regulations imposed by the PRC government as the real estate industry as a whole is highly regulated.

The Group's business is subject to extensive laws, governmental regulations and policies, and the Group is susceptible to policy changes in the PRC, especially in Guangdong province, where our business is highly concentrated. In addition, the Group is impacted indirectly by laws and regulations designed to influence the wider PRC property sector.

The government exerts considerable influence over the sustainable development of the real estate market through policies and other economic measures, for example, by setting interest rates, changing the reserve ratios for bank deposits to control credit supply, and implementing loan restrictions. Such policies may reduce the overall market demand for properties, and decelerate the overall growth of property development, potentially leading to a slowdown in the market, and material adverse effects on the Group's business, operating performance, and financial position.

Competition in the real estate agency business and property management business are intense.

The real estate agency and property management businesses are intensely competitive and highly fragmented in China. Some of the Group's competitors may be better positioned, with greater resources and longer-standing relationships. These service providers may be in a more favorable position than we are when it comes to attracting customers, financing, professional management personnel and labor resources. The Group competes with other companies that also provide real estate agency services and property management services and is subject to the local market competition dynamics. The intensity of the competition may result in a shortage of talented employees, increased compensation costs in order to retain them, if the Group is unable to respond to changes in market conditions faster or more effectively than its competitors or otherwise maintain or enhance its competitiveness, the Group's business, operating performance and financial position could also be adversely affected.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board currently consists of six Directors, comprising two executive Directors, one non-executive Director and three independent non-executive Directors:

Name	Age	Date of Appointment as Director	Date of joining our Group	Roles and responsibilities	Relationship with other Directors and Senior management
Executive Directors					
HAN Shuguang (韓曙光)	50	15 June 2021	June 2021	Providing strategic plans and general management of our Group	None
TSE Lai Wa (謝麗華)	68	16 February 2017	April 1997	Providing advice on overall business plans and overseeing strategic matters	None
Non-executive Director					
FONG Ming (方明)	58	16 February 2017	March 1997	Providing strategic advice to our Group	None
Independent non-executive Directors					
LEUNG Wai Hung (梁偉雄)	56	23 October 2017	23 October 2017	Supervising and providing independent judgement to our Board	None
TIAN Qiusheng (田秋生)	68	23 October 2017	23 October 2017	Supervising and providing independent judgement to our Board	None
DU Chenhua (杜稱華)	54	23 October 2017	23 October 2017	Supervising and providing independent judgement to our Board	None

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. HAN Shuguang (韓曙光) (“Mr. Han”), aged 50, was appointed as an executive Director on 15 June 2021 and was re-designated as the chief executive officer of the Company on 30 April 2024. He is primarily responsible for strategic planning and general management of the Group.

Mr. Han has served as a director of a number of the operating subsidiaries within the Group since 1998. Mr. Han has over 20 years of experience in property development with Fineland Group Holdings Company Limited and its subsidiaries (other than the Group) (“**Fineland Group**”), where he is primarily responsible for land acquisition, investments and financing matters, cost control and legal affairs. He joined Guangzhou Zhanyi Trading Co., Ltd.* (廣州市展逸貿易有限公司) (then known as Guangzhou Fineland Enterprises Company Limited* (廣州市方圓企業有限公司)) in 1994 and was appointed as the executive director of Guangzhou Fineland Real Estate Development Company Limited* (廣州市方圓房地產發展有限公司) (“**Guangzhou Fineland**”) (then known as Guangzhou Rongxing Development Company Limited* (廣州榮星房地產發展有限公司)) in October 1995. Mr. Han was appointed as the vice general manager and the authorised representative of Guangzhou Fineland in 2000.

He obtained his bachelor’s degree in history from Sun Yat-sen University in the People’s Republic of China (the “**PRC**”) in June 1994.

Ms. TSE Lai Wa (謝麗華) (“Ms. Tse”), aged 68, was appointed as an executive Director on 16 February 2017 and is one of the controlling shareholders of the Company. She joined the Group in April 1997 as a director of Guangzhou Fineland Living, a position which she has been holding since then and has been responsible for providing advice on overall business plans and overseeing strategic matters.

Prior to joining the Group, Ms. Tse worked as an administrative manager in Nanfang Hospital* (南方醫科大學南方醫院) from October 1976 to October 1992, primarily responsible for daily administrative and logistics management. From March 1996 to March 1997, Ms. Tse worked as a manager of the Fineland Group, and was mainly responsible for administrative work.

Ms. Tse completed an intensive course on executive masters in business administration from the Hong Kong Sino Australia Management College in June 2001.

Non-executive Director

Mr. FONG Ming (方明) (“Mr. Fong”), aged 58, was appointed as a non-executive Director on 16 February 2017, and was re-designated as the chairman of the Company on 30 April 2024. He is one of the founders of the Group and one of the controlling shareholders of the Company. Mr. Fong is primarily responsible for providing strategic advice to the Group.

Mr. Fong has over 20 years of experience in property development, property consultancy and business management. He was the chairman and general manager of Guangzhou Fineland Enterprises Company Limited* (廣州方圓企業有限公司) and Guangzhou Fineland Real Estate Development Company Limited* (廣州市方圓房地產發展有限公司) from 1994 to 1997, in which he was primarily responsible for overseeing the management of the companies. He was also the chairman and president of Guangdong Fineland Group Co., Ltd* (廣東方圓集團有限公司) from 1997 to 2006 in which he was primarily responsible for overseeing the operations of the company. Since 2006, he has been the chairman and the president of the Fineland Group and has been primarily responsible for making investment decisions, providing overall strategic planning and supervising property development projects of the Fineland Group.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Fong obtained his bachelor's degree in law from the Sun Yat-Sen University in the PRC in July 1987 and was qualified as a lawyer by Department of Justice in Guangdong Province in April 2007.

Independent Non-executive Directors

Mr. LEUNG Wai Hung (梁偉雄) ("Mr. Leung"), aged 56, was appointed as an independent non-executive Director on 23 October 2017 and is primarily responsible for supervising and providing independent judgment to the board of directors. Mr. Leung is also the chairman of the audit committee, a member of the remuneration committee and a member of nomination committee of the Company.

Mr. Leung has more than 20 years working experience in various listed companies in Hong Kong mainly engaged in property development including Cheung Kong (Holdings) Limited (now known as CK Hutchison Holdings Limited) (stock code: 001). Mr. Leung also has extensive experience in real estate investment trust ("REIT"). He participated in the IPO setup of the first private sector REIT, Prosperity REIT (stock code: 808) in Hong Kong in 2005 and worked for the manager of Fortune REIT (stock code: 778) as a Finance Director from 2011 to 2012. Fortune REIT was dually listed in both Hong Kong and Singapore at that time. Other than property development, he has also worked as the financial controller of Shougang Concord International Enterprises Company Limited (now known as Shoucheng Holdings Limited) (stock code: 697) ("SCIECL") from 2013 to 2018. SCIECL is a state-owned enterprise and a member of Shougang Group Co., Ltd, one of the top 10 steel producers in the world. Mr. Leung was an independent non-executive director of a listed GEM board Company in Hong Kong, Beaver Group (Holding) Company Limited (now known as State Innovation Holdings Limited (stock code: 8275) from September 2017 to February 2021. Since 9 July 2021, Mr. Leung was appointed as an independent non-executive director of China Fortune Holdings Limited (stock code: 110), a Main Board listed company in Hong Kong. Since 4 August 2022, Mr. Leung was appointed as an independent non-executive director of Sino-Ocean Service Holding Limited (stock code: 6677), a Main Board listed company in Hong Kong. Since 20 April 2024, Mr. Leung was appointed as an independent non-executive director of Gemini Investments (Holdings) Limited (stock code: 174), a Main Board listed company in Hong Kong. Mr. Leung is currently the Financial Controller and Company Secretary of BeijingWest Industries International Limited (stock code: 2339), a Main Board listed company in Hong Kong.

Mr. Leung also has extensive financial knowledge in initial public offering, merger and acquisition as well as fund raising and is familiar with the business environment of both Hong Kong and the Mainland China.

Mr. Leung holds a bachelor degree of Business Administration from the Chinese University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. TIAN Qiusheng (田秋生) ("Mr. Tian"), aged 68, was appointed as an independent non-executive Director on 23 October 2017 and is primarily responsible for supervising and providing independent judgement to the board of directors. Mr. Tian is also the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company.

Mr. Tian has more than 30 years of experiences in providing business and finance related tertiary education. From July 1982 to July 2005, Mr. Tian held different positions in the School of Economics of Lanzhou University, including being the deputy head of the department. Since July 2005, Mr. Tian has held various positions in South China University of Technology, including being the deputy head of the economics and trade department, the general manager of the finance department, and the director of the regional business research centre of the university from July 2015 to June 2017.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Tian is a guest economist of the National Bureau of Statistics for China's economic climate survey, a member of the Academic Committee under the Guangdong Finance Institute, a member of the Academic Committee under the Guangdong Regional Financial Policy Research Center, the director of the Academic Committee under the Guangdong Industry Research Institute, a member of the Teaching Steering Committee of the National Economics Management Experimental Teaching Demonstrative Center (Zhongshan University), a vice president of the Guangdong Financial Think-tank Federation, and a counselor of the Guangdong People's Government.

Mr. Tian is currently an independent non-executive Director of Guangzhou Lingnan Holding Joint-Stock Company Limited* (廣州嶺南控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 524), Livzon Pharmaceutical Group Inc.* (麗珠醫藥集團股份有限公司), a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 1513), Zhuhai Rural Commercial Bank Company Limited* (珠海農村商業銀行股份有限公司), and Hucai Printing Co.,Ltd.* (虎彩印藝股份有限公司).

Mr. Tian obtained his bachelor's degree in Economics from the Lanzhou University in June 1982 and his doctorate degree in Economics from the Northwest University in the PRC* (西北大學) in June 2001.

Mr. DU Chenhua (杜稱華) ("Mr. Du"), aged 53, was appointed as an independent non-executive Director on 23 October 2017 and is primarily responsible for supervising and providing independent judgement to the board of directors. Mr. Du is also a member of the audit committee of the Company.

Previously, from February 1997 to December 2003, Mr. Du was the manager of the legal department of Guangdong Guangkong Group Limited* (廣東廣控集團有限公司) which was then a wholly-owned subsidiary of China Guangfa Bank. From January 2004 to December 2014, Mr. Du was a senior partner of Guangdong Guardian Law Firm and was mainly responsible for providing legal services. Since February 2015, Mr. Du has been a director and a senior partner of Guangdong YingZhen Law Firm* (廣東瀛真律師事務所).

Mr. Du is currently the deputy general manager of the Guangzhou Law Society Civil Law Committee* (廣州市法學會民法專業委員會), a manager of the Guangzhou Law Society Distressed Assets Committee* (廣州市律師協會不良資產專業委員會), a representative of the Guangdong Province Lawyer's Congress* (廣東省律師代表大會), and a committee member of the Guangzhou Arbitration Commission.

Mr. Du obtained his bachelor's degree in law from Wuhan Institute of Water Transportation* (武漢水運工程學院) in June 1992, his bachelor's degree in finance from the Nanjing University International Business School in July 1996, his master's degree in law from Jinan University in June 2002, and his doctorate degree in law from Wuhan University in December 2012. Mr. Du was qualified as a lawyer by the Department of Justice in Guangdong Province in April 2015.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The following table set forth the information concerning our senior management:

Name	Age	Position	Date of appointment of current position	Date of joining our Group	Roles and responsibilities	Relationship with others Directors and senior management
XU Peng (徐鵬)	44	General manager of Guangzhou Fineland Living	September 2023	January 2016	General management of property agency services	None
SUN Ligong (孫立功)	49	Chairman of Fineland E-Life	February 2024	February 2022	General management of property management services	None
OUYANG Xiaoqing (歐陽小青)	41	General manager of Fineland E-Life	March 2024	January 2021	General management of property management services	None
LI Jialong (李家龍)	46	General manager of Finance and Operation Department	September 2021	January 2021	General finance management	None

Mr. XU Peng (徐鵬) (“Mr. Xu”), aged 44, joined our Group in January 2016 as a deputy general manager, was promoted to be general manager of Guangzhou Fineland Living, and is currently primarily responsible for general management of property agency services segment.

Prior to joining our Group, Mr. Xu was a sales director at Guangdong Nonghao Group Yantang Property Development Limited* (廣東農壑集團燕塘地產開發公司) in between July 2001 and March 2007, and was primarily responsible for sales. In between March 2007 and May 2009, Mr. Xu was a deputy sales director at Guangzhou Qintian Property Group Limited* (廣州市勤天地產集團有限公司), and was primarily responsible for sales. In between May 2009 and March 2010, Mr. Xu was a deputy general manager at Guangzhou Jiuru Real Estate Consultancy Limited* (廣州九如房地產諮詢有限公司), and was responsible for providing real estate consultancy services. In between March 2010 and March 2011, Mr. Xu was a project director at Guangzhou World Union Property Consultancy Company Limited* (廣州市世聯房地產諮詢有限公司), and was primarily responsible for sales. In between March 2011 and July 2011, Mr. Xu was a sales director at Cinese Group* (富盈地產集團), and was primarily responsible for sales. From August 2011 to December 2015, Mr. Xu worked for the Fineland Group as a senior manager of the marketing department and was mainly responsible for the sales and marketing of properties.

Mr. Xu obtained his bachelor’s degree in real estate operations and management from Huazhong University of Science and Technology in June 2001 and his master’s degree in law from Sun Yat-Sen University in June 2006.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. SUN Ligong (孫立功) (“Mr. Sun”), aged 49, joined the Group in February 2022 as general manager of Fineland E-Life, was promoted to be chairman of Fineland E-Life in February 2024, and is currently primarily responsible for general management of property management services segment.

Prior to join our Group, Mr. Sun worked as a cadre successively in the Lhase Ordance Depot and Guangzhou Military Region in between December 1992 to June 2013. In July 2013, Mr. Sun joined Fineland Group as assistant to chairman, in between September 2017 to February 2022, Mr. Sun worked as deputy director and director of the chairman’s office, general manager of the HR and administration department, vice president of Fineland Group and president of construction group successively.

Mr. Sun obtained his bachelor’s degree in financial management from Naval University of Engineering in June 2003.

Ms. OUYANG Xiaoqing (歐陽小青) (“Ms. Ouyang”), aged 41, joined the Group in January 2021 as a deputy general manager since the completion of acquisition of Fineland E-Life Service Co., Ltd.* (廣州方圓現代生活服務股份有限公司, “Fineland E-Life”), was promoted to be the general manager of Risk Control Department and assistant to the Chairman in March 2021, general manager of Fineland E-Life in February 2024, and is currently primarily responsible for the general management of Fineland E-Life.

Prior to join our Group, Ms. Ouyang was a legal affair specialist then legal affairs manager at Fineland Group in between June 2007 to December 2012. In between January 2013 to June 2015, Ms. Ouyang was head of HR and Administration department at Guangzhou Huizhao Services Limited* (廣州市輝兆商務服務有限公司). In between June 2015 to March 2021, Ms. Ouyang joined Guangzhou Fineland E-Life as legal director, then promoted to secretary to the Board, and subsequently the deputy general manager.

Ms. Ouyang obtained her bachelor’s degree in law from Zhengzhou University in July 2005 and her master’s degree in law from Jinan University in June 2007.

Mr. LI Jialong (李家龍) (“Mr. Li”), aged 46, joined the Group in January 2021 as deputy general manager of Finance Department, was promote to be the general manager of the Finance Department in September 2021, and is currently primarily responsible for finance management.

Prior to join our Group, Mr. Li was an assurance manager at Fineland Group in between May 2010 to January 2012. In between February 2012 to December 2015, Mr. Li was finance manager in Guangzhou Ledong Landscape Engineering Limited* (廣州市樂東園林景觀工程有限公司). In January 2016, Mr. Li joined Fineland E-Life as financial controller, and was promoted to deputy general manager and financial controller in November 2019.

Mr. Li obtained his bachelor’s degree in accounting from Guangdong University of Finance & Economics in July 2000.

All member of senior managers listed above do not have any current or past directorships in any other listed companies.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

COMPANY SECRETARY

Mr. TSO Ping Cheong, Brian (曹炳昌) (“Mr. Tso”), aged 44, joined our Group on 21 March 2017 as our company secretary.

Mr. Tso is currently a director of a corporate services company and has over 15 years of accounting and financial experience. Mr. Tso was admitted as a member of the Hong Kong Institute of Certified Public Accountants in September 2008, a fellow of the Hong Kong Institute of Certified Public Accountants in October 2015, a fellow of the Association of Chartered Certified Accountants in October 2011, an associate of The Hong Kong Institute of Chartered Secretaries in January 2014, a fellow of The Hong Kong Institute of Chartered Secretaries in November 2015, an associate of The Institute of Chartered Secretaries and Administrators in January 2014 and a fellow of the Institute of Chartered Secretaries and Administrators in November 2015.

Mr. Tso obtained his bachelor’s degree in accountancy in November 2003 and master’s degree in corporate governance in October 2013 from the Hong Kong Polytechnic University.

BOARD COMMITTEES

Audit Committee

Our Company has established an audit committee on 23 October 2017 with written terms of reference in compliance with the GEM Listing Rules. The term of reference were revised on 26 May 2020. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and internal control system of the Group. The audit committee has three members comprising Mr. LEUNG Wai Hung, Mr. TIAN Qiusheng and Mr. DU Chenhua, of whom Mr. LEUNG Wai Hung has been appointed as the chairman of the audit committee.

Remuneration Committee

Our Company has established a remuneration committee on 23 October 2017 with written terms of reference in compliance with the GEM Listing Rules. The term of reference were revised on 28 December 2022. The remuneration committee has three members comprising Mr. HAN Shuguang, Mr. LEUNG Wai Hung and Mr. TIAN Qiusheng, of whom Mr. TIAN Qiusheng has been appointed as the chairman of the remuneration committee. The primary duties of the remuneration committee are, amongst other things, to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendation to the Board on the Group’s policy and structure for all remuneration of the Directors and senior management.

Nomination Committee

Our Company has established a nomination committee on 23 October 2017 with written terms of reference in compliance with the GEM Listing Rules. The term of reference were revised on 26 May 2020. The nomination committee has three members comprising Mr. Fong Ming (appointed on 30 April 2024), Mr. LEUNG Wai Hung (appointed on 16 November 2023) and Mr. TIAN Qiusheng, of whom Mr. Fong has been appointed as the chairman of the nomination committee. The nomination committee is mainly responsible for reviewing the structure, size, composition and diversity of the Board and make recommendations to the Board on the appointment of our Directors and management of Board succession.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

During the year ended 31 December 2023, total remuneration (including salaries and bonus, allowances, and pension costs) paid by us to our Directors amounted to approximately RMB3.4 million (2022: RMB3.9 million).

Out of the five highest paid individuals, total remuneration (including salaries and bonus, and pension costs) paid to the three (2022: two) non-director, highest paid individuals of our Group during the year amounted to approximately RMB1.9 million (2022: RMB1.1 million).

Save as disclosed above and in note 11 to the financial statements, we did not pay our Directors or senior management any inducement fees to join us or as compensation for loss of office for each of the years ended 31 December 2023 and 2022. Furthermore, none of our Directors waived any compensation for the same period.

REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of directors' fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of our Group. Our Group also reimburses our Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to our Group or executing their functions in relation to the operations of our Group. We regularly review and determine the remuneration and compensation packages of our Directors and senior management, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of our Directors and the performance of our Group.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report

The Board is committed to promoting high standards of corporate governance through its continuous effort in improving its corporate governance practices and process. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for safeguarding the interests and the Group's assets.

A clear governance structure has been established, the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee in accordance with the relevant laws, Articles of Association of the Company (the "**Articles of Association**") and the respective terms of reference. Each entity continuously supervise and improve the corporate governance standard of the Company to form a sound corporate governance structure.

The Board has reviewed the Group's corporate governance practices and is satisfied that, for the year ended 31 December 2023, the Company had complied with all the code provisions set out in the Corporate Governance Code (the "**CG Code**") in Appendix C1 of the Listing Rules.

Model Code for Directors' Securities Transactions

The Company has adopted the code of conduct for securities transactions by directors on terms equivalent to the Model Code for securities Transactions by Directors of the Listed Issuers (the "**Model Code**") in Appendix C3 to the Listing Rules. The Company had made specific enquiries with written guidelines in relation to the Model Code to all Directors and all Directors have confirmed that they complied with the required standards set out in the Model Code for the year ended 31 December 2023.

Culture and Value

The Company is keenly aware of the importance of environmental protection, and adopted series of initiatives, such as energy conservation, emission reduction, and waste sorting, to deal with environmental issues. The Company emphasises a people-oriented approach, focusing on the needs of our employees and customers, values staff training and welfare to provides a safe and comfortable working environment. In addition, the Company also actively participates in social welfare activities to give back to the community and demonstrate its sense of social responsibility.

As an integrated service provider of modern life with oriental characteristics, the Company has integrated the philosophy of "Thoughtful Services to Start a Better Life" into every aspect of its business. In the process of property services, the Company pays attention to details and provides personalised service solutions from the perspective of customers' needs. Simultaneously, we are actively introducing new technologies and innovative methods to enhance service efficiency and quality, creating more value for our customers. We strive to become a leading integrated service provider in China, making positive contributions to the society and the environment.

The Board

During the year ended 31 December 2023, the Board comprised the following Directors:

Executive Directors

Mr. HAN Shuguang (*re-designated as chief executive officer on 30 April 2024*)

Ms. TSE Lai Wa

Ms. RONG Haiming (*resigned on 28 September 2023*)

Mr. YI Ruofeng (*resigned on 30 November 2023*)

CORPORATE GOVERNANCE REPORT

Non-executive Director

Mr. FONG Ming (*re-designated as chairman on 30 April 2024*)

Independent Non-executive Directors

Mr. LEUNG Wai Hung

Mr. TIAN Qiusheng

Mr. DU Chenhua

Dr. LIAO Junping (*resigned on 16 November 2023*)

For relationship between Board members, please refer to the section headed “Biographical Details of the Directors and Senior Management” in this report.

The overall management of the Company’s business is vested in the Board, which assumes the responsibility for leadership and control of the Company and the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs and overseeing the achievement of strategic plans to enhance shareholders’ value.

Generally, the Board is responsible for all major aspects of the affairs of the Company, including:

- formulation of overall strategies and review of its financial performance and results and the risk management and internal control systems;
- policies relating to key business and financial objectives of the Company;
- material transactions, including acquisition, investment, disposal of assets or capital expenditure;
- appointment, removal or reappointment of Board members and auditors;
- communication with key stakeholders, including shareholders and regulatory bodies; and
- recommendation to shareholders on final dividend and the declaration of any interim dividends.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor and disclose with reasonable accuracy the financial position of the Group. The Board updates shareholders on the operations and financial position of the Group through interim and annual results announcements as well as the publication of timely reports and announcements of other matters as prescribed by the relevant laws, rules and regulations.

Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors, at the expense of the Company. All Directors, including independent non-executive Directors assume the responsibilities to the shareholders for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

The non-executive Directors (including the independent non-executive Directors), advise the Company on strategic and critical matters. The Board considers that each non-executive Director brings his own senior level of experience and expertise to the constructive functioning of the Board. To this end, regular informal meetings are held between the executive Directors and non-executive Directors. The chairman holds meetings with the non-executive Directors at least annually without presence of the executive Directors to evaluate the functioning of the Board.

CORPORATE GOVERNANCE REPORT

Each independent non-executive Directors has confirmed, in accordance with the guidelines for assessing independence set out in the Listing Rules that he is independent of the Company and the Company also considers that all of them are independent.

Each of the Directors, including non-executive Director, has entered into a service contract with the Company until terminated by either party giving not less than one month written notice to the other expiring at the end of the term of their appointment or any time thereafter. The appointments are subject to the provisions of the Amended and Restated Memorandum and Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

The executive Directors of the Company have the responsibility to oversee and monitor the operation of specific business areas and to implement the strategies and policies set by the Board and the day-to-day management of the Company is delegated to the management.

There is no relationship (including financial, business, family or other material/relevant relationship) between any members of the Board.

The Board Committees

For the formation and responsibilities of the Board Committee, please refer to pages 22 to 26 of this Annual Report.

Remuneration Committee (the "RC")

The RC was set up on 23 October 2017 with written terms of reference which were revised and adopted on 28 December 2022. The Company has adopted the model set out in code provision E.12(c)(i) of the Code as its RC model under which the RC shall determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management. The primary duties of the RC are, among other things, to make recommendations to the Board on the Company's policy and structure for all remuneration (including the share schemes under Chapter 17 of the Listing Rules) of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration, to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules, including but not limited to any grants of share options or award shares to directors or senior management, and to make disclosure and give explanation on the appropriateness to such material matters (if any) being approved in the Corporate Governance Report in the annual report of the Company, to establish and review the policy and structure of the remuneration of our Directors and senior management, and make recommendations on employee benefit arrangements to the Board, review and approve the remuneration of Directors with reference to the Board's corporate goal and objectives. To minimise any conflict of interest, any member who is interested in any given proposed motion is required to abstain from voting on such motion. The RC is formed by two independent non-executive directors, one executive director, and chaired by an independent non-executive Director. The RC had 1 meeting during the year ended 31 December 2023 at which it has reviewed the terms of reference and discussed the 2023 performance bonus proposal of the Company, and discussed the remuneration packages of Directors and senior management of the Company, and the attendance of each member is set out as follows:

Name of members of Remuneration Committee	Number of meetings attended in the financial year ended 31 December 2023
Mr. TIAN Qiusheng (<i>Chairman of RC</i>)	1/1
Mr. LEUNG Wai Hung	1/1
Mr. YI Ruofeng (<i>resigned on 30 November 2023</i>)	1/1
Mr. HAN Shuguang (<i>appointed on 30 November 2023</i>)	0/0

CORPORATE GOVERNANCE REPORT

Nomination Committee (the “NC”)

The NC was set up on 23 October 2017 with written terms of reference which were revised and adopted on 26 May 2020. The primary duties of the NC are, among other things, to review the structure, size and composition (including but not limited to the gender, skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. When identifying suitable director candidates and making recommendations to the Board, the NC will consider factors such as a mix to promote diversity of background and experience on the Board, competency, business, technical, or specialised skills, and commitment and willingness to serve. The NC comprises two independent non-executive directors, one executive director, and is chaired by an executive Director who is also the chairman of the Board. The NC had 1 meeting during the year ended 31 December 2023 at which it reviewed the terms of reference, structure, size and composition (including the skills, knowledge and experience) of the Board, assessed the independence of the independent non-executive Directors and made recommendations to the Board on the re-appointment of Directors considering their experience and qualifications. The attendance of each member is set out as follows:

Name of members of Nomination Committee	Number of meetings attended in the financial year ended 31 December 2023
Mr. Han Shuguang (<i>ceased to be a member on 30 April 2024</i>)	1/1
Dr. LIAO Junping (<i>resigned on 16 November 2023</i>)	1/1
Mr. LEUNG Wai Hung (<i>appointed on 16 November 2023</i>)	0/0
Mr. TIAN Qiusheng	1/1

Audit Committee (the “AC”)

The AC was set up on 23 October 2017 with written terms of reference which were revised and adopted on 26 May 2020. The primary duties of the AC are, among other things, to make recommendations to our Board on the appointment, reappointment and removal of external auditor, review the financial statements (including those included in the annual report and interim report of the Company), oversee our financial reporting process, risk management and internal control procedures, risk management systems and audit process and perform other duties and responsibilities assigned by our Board. The AC comprises all independent non-executive directors and is chaired by an independent non-executive Director, Mr. LEUNG Wai Hung. He is a fellow member of Association of Chartered Certified Accountants and also a member of Hong Kong Institute of Certified Public Accountants, and he possesses extensive experience in finance and accounting. The AC had 2 meetings during the year ended 31 December 2023 at which it reviewed the terms of reference and discussed the Company’s audited consolidated financial results for the year ended 31 December 2023, including the accounting principles and practice adopted by the Group, the Company’s compliance with the CG Code, the effectiveness of the Group’s risk management and internal control systems as well as the Group’s internal audit function. The AC has recommended to the Board to consider the reappointment of BDO Limited as the Company’s external independent auditors at the forthcoming annual general meeting. The attendance of each member is set out as follows:

Name of members of Remuneration Committee	Number of meetings attended in the financial year ended 31 December 2023
Mr. LEUNG Wai Hung (<i>Chairman of NC</i>)	2/2
Mr. TIAN Qiusheng	2/2
Mr. DU Chenhua	2/2

CORPORATE GOVERNANCE REPORT

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board. The board diversity policy (the “**Diversity Policy**”) adopted aims to set out the approach to achieve diversity on the Board. A summary of the Diversity Policy is set out below:

Measurable Objectives and Implementation

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, profession experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Monitoring and Reporting

The NC will report annually, in this Annual Report, on the Board’s composition under diversified perspectives, and monitor the implementation of Diversity Policy.

During the year ended 31 December 2023, the NC held 1 meeting to review the Board’s composition, and was of the opinion that the Board consisted of members with different gender, age, cultural and educational background, professional experience, skills and knowledge. All executive Directors possess extensive and diversified experience in management, finance and real estate industry-related experience. The independent non-executive Directors possess professional knowledge in corporate finance and accountancy, legal, and real estate business management. Further details of the Directors are set out in the section headed “Biographical Details of the Directors and Senior Management” in this report.

Review of the Diversity Policy

The NC will review the Diversity Policy, as appropriate, to ensure the effectiveness of the Diversity Policy. The NC will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Nomination Policy

The Company has adopted a nomination policy on 15 February 2019, which established written guidelines for the NC to identify individual suitably qualified to become Board members and to make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors. The Board, through the delegation of its authority to the NC, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group’s business to enable the Board to make sound and well-considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

CORPORATE GOVERNANCE REPORT

Dividend Policy

The Company has adopted a dividend policy (the “**Dividend Policy**”) with effect from 15 February 2019. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things, the following factors:

- (a) the Company’s current and future operations, actual and expected financial performance;
- (b) any corporate development plans;
- (c) the Group’s liquidity position, working capital and capital expenditure requirements and future expected capital needs;
- (d) the level of the Group’s debt to equity ratio, return on equity and the relevant financial covenants;
- (e) any restrictions on payments of dividends that may be imposed by the Group’s lenders or other third parties;
- (f) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (g) general economic conditions, the business cycle of the Group’s business and other internal and external factors that may have an impact on the business or financial performance and position of the Company; and
- (h) any other factor that the Board deems appropriate and relevant.

The declaration and payment of dividends is also subject to any restrictions under the Companies Law of the Cayman Islands and any other applicable laws, rule and regulations and the Articles of Association.

Board Composition and Board and Committee Meetings

Practices and Conduct of Meetings

Code Provision C.5.1 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication. Since the listing of the Company on GEM on 15 November 2017 (“**Listing Date**”), the Board adopted the practice to meet four times a year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance. Other Board meetings will be held if necessary and notice will be given at a reasonable time in advance.

Composition

As at 31 December 2023, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors. The Company has met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of whom is with appropriate professional qualifications or accounting or related financial management expertise throughout the year. Biographical details of the Directors are shown on pages 13 to 15 of this report and set out on the website of the Company. The “List of Directors and their Role and Function” was published both on the websites of the Company and the Stock Exchange. The Board is currently supported by the AC, RC and NC to oversee specific areas of the Company’s affairs. Each of these committees has been established with written terms of reference, which were approved by the Board, setting out the committees’ major duties and responsibilities. These terms of reference were published both on the websites of the Company and the Stock Exchange.

CORPORATE GOVERNANCE REPORT

Meetings Held and Attendance

The composition of the Board and the Committees, and the individual attendance records of each Director at the Board and Committees' meetings during the year are set out below:

Name of Directors	Meetings attended/Meetings held				Annual general meetings	Extra-ordinary general meetings
	Board meetings	AC meetings	RC meetings	NC meetings		
Executive Directors						
Mr. HAN Shuguang	4/4				1/1	2/2
Ms. RONG Haiming ¹	4/4			1/1	1/1	1/1
Mr. YI Ruofeng ²	4/4		1/1		1/1	1/1
Ms. TSE Lai Wa	4/4				1/1	2/2
Non-executive Director						
Mr. FONG Ming	4/4				1/1	2/2
Independent Non-executive Directors						
Mr. LEUNG Wai Hung	4/4	2/2	1/1		1/1	2/2
Dr. LIAO Junping ³	4/4			1/1	0/1	1/1
Mr. TIAN Qiusheng	4/4	2/2	1/1	1/1	1/1	2/2
Mr. DU Chenhua	4/4	2/2			1/1	2/2

Note:

1. Ms. Rong resigned on 28 September 2023.
2. Mr. Yi resigned on 30 November 2023.
3. Dr. Liao resigned on 16 November 2023.

Induction and Continuous Development

Each newly appointed Director receives a comprehensive induction package (the "Package") designed to enhance his/her knowledge and understanding of the Group's culture and operations. The Package usually includes a briefing or an introduction to the Group's structure, businesses strategies, recent developments and governance practices.

Pursuant to the code provision C.1.4 of the CG Code, in order to keep Directors informed and refresh their relevant knowledge and skills (note 1), the Company has funded suitable trainings and encouraged Directors to participate in continuous professional development programs. The Directors have confirmed that they have received training:

CORPORATE GOVERNANCE REPORT

Name of Directors who have attended seminars or briefings or have read journals

Mr. Han Shuguang	✓
Ms. RONG Haiming	✓
Mr. YI Ruofeng	✓
Ms. TSE Lai Wa	✓
Mr. FONG Ming	✓
Mr. LEUNG Wai Hung	✓
Dr. LIAO Junping	✓
Mr. TIAN Qiusheng	✓
Mr. DU Chenhua	✓

Note 1: Training set out above refers to training relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities.

The Directors acknowledge the need for continuous professional development so that they can continue contributing to the Company, and the Company provides support whenever relevant and necessary.

Accountability and Audit

The Board acknowledges its responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Group's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Group on a going concern basis.

The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and half-yearly reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and to report information required to be disclosed pursuant to statutory requirements to the regulators.

The above statements, which should be read in conjunction with the independent auditor's report, are made with a view to distinguishing for shareholders how the responsibilities of the Directors differ from those of the auditor in relation to the financial statements.

Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements for the year, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are reasonable in accordance with applicable accounting standards.

The interim and annual results and reports were published within the time limits as required under the Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

CORPORATE GOVERNANCE REPORT

Auditor's Remuneration

For the year ended 31 December 2023, the remuneration paid or payable to BDO Limited and its affiliate companies in respect of audit and non-audit services provided amounted to approximately RMB1,632,000 and RMB429,000 respectively. The non-audit services rendered was mainly due to settlement transactions entered into by the Company on 21 June 2023 and 6 December 2023. For details of the settlement transactions, please refer to the paragraphs headed "notifiable transactions" and "connected transactions" in this report.

The remuneration paid or payable to another auditor for audit services in PRC was approximately RMB354,000 (2022: RMB338,000).

Corporate Governance Function

The written terms of reference of the corporate governance functions was adopted by the Company on 23 October 2017 and the Board is collectively responsible for the following corporate governance functions:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updates;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
5. to review the Company's compliance with the CG Code and disclosure in corporate governance reports; and
6. such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board are responsible.

Risk Management and Internal Control

The Company had established internal risk management process and procedures to identify, assess and manage major risks of the Group. The Board has overall responsibilities for establishing and maintaining an effective risk management and internal control systems of the Group and reviewing their effectiveness. However, such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management is responsible for implementing the procedures approved by the Board and to monitor compliance with the procedures. The Audit Committee reviews the risk areas and assesses the feasibility and effectiveness of the procedures at least once a year.

CORPORATE GOVERNANCE REPORT

The key features of the Company's risk management and internal control system include: (i) designated departments for implementation and execution; (ii) the management ensures appropriate measures have been taken in relation to the significant risks that may affect business and operation; and (iii) designated department to provide independent confirmation to the Board, Audit Committee and the management on the effectiveness of risk management and internal control.

The internal audit function monitors the Company's internal governance and provides independent confirmation on the adequacy and effectiveness of the risk management and internal control system. The internal audit team in charge reports directly to Audit Committee, submit the internal audit report to the Audit Committee, and reports the results of internal audit works to all Directors.

The Company performed an internal audit to assess the effectiveness of the Group's risk management and internal control systems which covered all material controls, including financial, operational and compliance controls as well as risk management functions and to identify and resolve potential internal control defects during the year ended 31 December 2023. An independent confirmation and an internal control report on the adequacy and effectiveness of the risk management and internal control system for the year ended 31 December 2023 was provided to and reviewed by the AC and the Board. No major issue was raised for improvement. For the year ended 31 December 2023, the Board considered that the risk management and internal control system of the Company is adequate and effective and the Company has complied with the code provisions on internal control and risk management of the CG Code.

There was a delay in the publication of financial results for the year ended 31 December 2023 which was primarily due to ineffective communication with the auditor of the Company after the year end of 2023 regarding the information and documents required for completing the impairment testing for trade receivables for the year ended 31 December 2023. To minimise the risk of ineffective communication and enhance overall audit transparency in the future, the Company has implemented measures and improvements to enhance the process of preparing the financial results. These measures include (a) facilitating regular and transparent communication and coordination with the auditor of the Company throughout the reporting process, including aligning work schedules with the audit timetable, informing the auditor of the Company about any significant changes in external environments or business operations, agreeing on the audit approach and necessary documents with the auditor of the Company, holding regular meetings with clear procedures to address any audit findings or issues that may affect the reporting timeline; and (b) enhancing its audit planning process to ensure that all necessary steps are taken well in advance of the reporting deadline, including establishing a clear timeline for the reporting process, and identifying and escalating any audit issues to the audit committee of the Company promptly for resolution.

The Company has established the inside information policy for fair and timely dissemination to public based on applicable laws and regulations. The Director authorized by the Group to take charge of the investor relations, corporate matters and financial control functions is responsible for ensuring and monitoring compliance with the applicable disclosure procedures. The relevant Director may access inside information confidential until public disclosure. The Company has other procedures in place to prevent mishandling of inside information, including prior approval of trading of the Company's securities by Directors and the management, regular notice of lock-up period, restrictions on securities trading of Directors and staff and code for project identification.

Besides, the Company regularly reminds the directors and employees about due compliance with all policies regarding the inside information. The Company keeps directors and employees apprised of the latest regulatory updates to ensure compliance with regulatory requirements.

CORPORATE GOVERNANCE REPORT

Company Secretary

The appointment and removal of the Company Secretary is subject to approval by the Board in accordance with the Articles of Association. The Company Secretary is responsible for ensuring the Board procedures and policy are followed and Board activities are effectively conducted. The Company Secretary is also responsible for maintaining minutes recorded in sufficient details of all the meetings of the Board and committees of the Company. Draft and final versions of minutes are disseminated to Directors for comment and filed for record purposes respectively within a reasonable time after each meeting. The Directors have full and timely access to the minutes of the Board and committees of the Company. The Company Secretary, Mr. TSO Ping Cheong, who is hired from an external service provider confirmed that he has complied with all the qualifications, experience, and training requirements under the Listing Rules, including taking no less than 15 hours of relevant professional training. His primary contact in the Company is Mr. Han Shuguang, an executive Director of the Company.

Shareholders' Rights

The general meetings of the Company provided an opportunity for communication between the shareholders and the Board. An annual general meeting 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 annual general meeting, shall be called an extraordinary general meeting ("**EGM**").

Right to Convene EGMs and Procedures

Pursuant to Article 64 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM. Any one or more member(s) holding at the date of the deposit of the requisition not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal place of business as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Such requisition shall be made in writing to the Board or the company secretary of the Company at the following:

Principal place of business of the Company in the PRC:
No.28 Tiyu East Road, Tianhe District, Guangzhou, PRC

Registered office of the Company:
Address: Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands

If within 21 days of such deposit, the Board fails to proceed duly to convene such EGM, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

For matters in relation to the Board, the shareholders can contact the Company by post to principal place of business of the Company in Hong Kong: Unit B, 17/F., United Centre, 95 Queensway, Admiralty, Hong Kong or by email to ir@fydc.cn.

CORPORATE GOVERNANCE REPORT

Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All such enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Right to Put forward Proposals at General Meetings

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Companies Act of the Cayman Islands, as amended, modified and supplemental from time to time. However, pursuant to the Articles of Association, shareholders who wish to move a resolution may by means of requisitions convene an EGM following the procedures set out above.

Constitutional Documents

During the year ended 31 December 2023, there were no changes in the Company's constitutional documents. The Articles of Association are available on the websites of the Stock Exchange and the Company.

Investor Relations

The Board recognises the importance of maintaining on-going communication with the shareholders. The Company promotes communications with the shareholders through several communication channels including publication of notices, circulars and announcements of key developments, and interim and annual reports as prescribed under the Listing Rules which can also be accessed via the "Investor Relations" of the Company's website.

The Company aims to improve its transparency, gain more understanding and confidence in relation to the Group's business developments and acquire more market recognition and support from the shareholders. The shareholders are encouraged to attend all general meetings of the Company. The notices of the special general meetings and annual general meeting of the Company were circulated to all the shareholders in accordance with the requirements of the Listing Rules and the Articles of Association. It is a standard practice to have the non-executive Directors available to answer questions relating to their roles, tenure, and the committees of the Board. The results of voting by poll are published on the websites of the Stock Exchange and the Company after the meetings.

Any comments and suggestions to the Board can be addressed to our Hong Kong office or the Company Secretary by mail to Unit B, 17/F., United Centre, 95 Queensway, Admiralty, Hong Kong or email at ir@fydc.cn.

During the year ended 31 December 2023, the Company has reviewed its shareholders communication policy, and believes it is appropriate and effective.

DIRECTORS' REPORT

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 December 2023.

Principal place of business

The Company is a limited company incorporated in the Cayman Islands and has its registered office and principal place of business at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Unit B, 17/F., United Centre, 95 Queensway, Admiralty, Hong Kong respectively.

Principal activities and business review

The principal activities of the Group are (i) comprehensive real estate agency services; and (ii) professional property management services. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including the Group's business review and a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 6 to 11 of this Annual Report. This discussion forms part of this directors' report.

Major customers and suppliers

During the year ended 31 December 2023, our largest customer accounted for approximately 2.1% of total revenue. The aggregate sales to our five largest customers contributed approximately 6.1% of our total sales during the year ended 31 December 2023. One of the largest customers is a connected person of the Company as it is a group entity within the Fineland Group. Together, customers that were entities within the Fineland Group in aggregate accounted for approximately 5.6% of total revenue.

The Group's major suppliers are sub-contractors providing relevant services for the Group's property management business. For the year ended 31 December 2023, the Group's largest supplier accounted for approximately 23.7% of the Group's total purchases, and the Group's five largest suppliers accounted for approximately 38.3% of the Group's total purchases.

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

Segment Information

The segment information of the Group for the year is set out in note 6 to the financial statements.

Recommended dividend

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2023 (2022: Nil).

Closure of register of members

The annual general meeting (the "AGM") is expected to be held on Thursday, 20 June 2024. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 14 June 2024.

Gearing Ratio

As at 31 December 2023, the Group has gearing ratio (total liabilities divided by total assets) of 64% compared to that of 59% as at 31 December 2022.

Charitable donations

The Group did not make any charitable donations during the year ended 31 December 2023 (2022: Nil).

Share capital

Details of the movements in share capital of the Company during the year ended 31 December 2023 are set out in note 24 to the financial statements. Details about the issue of shares are also set out in note 24 to the financial statements.

Purchase, sale or redemption of Company's listed securities

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities on the Stock Exchange or any other Stock Exchange, by private arrangement, or by way of grant offer, during the year ended 31 December 2023.

Property, plant and equipment

Details of movement in property, plant and equipment of the Group for the year ended 31 December 2023 are set out in note 15 to the financial statements.

Intangible assets

Details of the movement in intangible assets of the Group for the year ended 31 December 2023 are set out in notes 26 to 27 to the financial statements.

Distributable reserves

As at 31 December 2023, the Company had the Company had no distributable reserves. Details of the movements in the reserves of the Company for the year are set out in note 39 to the financial statements.

Pre-emptive rights

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

DIRECTORS' REPORT

Directors

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

Executive Directors

Mr. HAN Shuguang (*re-designated as chief executive officer on 30 April 2024*)

Ms. TSE Lai Wa

Ms. RONG Haiming (*resigned on 28 September 2023*)

Mr. YI Ruofeng (*resigned on 30 November 2023*)

Non-executive Director

Mr. FONG Ming (*re-designated as chairman on 30 April 2024*)

Independent Non-executive Directors

Mr. LEUNG Wai Hung

Mr. TIAN Qiusheng

Mr. DU Chenhua

Dr. LIAO Junping (*resigned on 16 November 2023*)

Directors' Service Contracts

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from the Listing Date or appointment date and shall continue thereafter until terminated by, not less than six months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has signed a letter of appointment with the Company for an initial term of one year commencing from the Listing Date, and renewed each year for one year, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than one month's notice in writing served by either party on the other.

Pursuant to Article 112 of the Articles of Associations, Mr. Han Shuguang and Mr. Tian Qiusheng will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting (the "AGM").

No director proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

DIRECTORS' REPORT

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

As at 31 December 2023, the interests or short positions of the Directors and chief executives in the Shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are as follows:

(i) Long positions in Shares of the Company

Name	Nature of interest	Total number of shares held	Percentage of shareholding
Mr. Fong	Interest in controlled corporation (<i>Note 1</i>) and a legal and beneficial owner (<i>Note 2</i>)	222,000,000	55.5%
Ms. Tse	Interest in controlled corporation (<i>Note 1</i>)	216,000,000	54%
Mr. Han	Interest in controlled corporation (<i>Note 3</i>)	4,500,000	1.125%

Notes:

- 216,000,000 shares are registered in the name of Mansion Green Holdings Limited ("**Mansion Green**"), which is held as to 70% by Mr. Fong's holding companies (including Stand Smooth Group Limited ("**Stand Smooth**"), Hero Dragon Management Limited ("**Hero Dragon**"), Fineland Group Holdings Company Limited ("**Fineland Group Holdings**", formerly known as Fineland Real Estate Holdings Company Limited) and Widethrive Investments Limited ("**Widethrive Investments**")), and as to 30% by Aspiring Vision Holdings Limited ("**Aspiring Vision**"), which is wholly-owned by Ms. Tse. Accordingly, Widethrive Investments, Fineland Group Holdings, Hero Dragon, Stand Smooth, Aspiring Vision, Mr. Fong and Ms. Tse are therefore deemed to be interested in the same number of Shares as to which Mansion Green is interested under the SFO.
- Mr. Fong purchased 6,000,000 Shares from the market in September 2021, after which Mr. Fong is interested in a total of 222,000,000 Shares, representing 55.5% of the entire issued share capital of the Company.
- Shares are held by Adwan Orient Holdings Limited ("**Adwan**"), which is wholly-owned by Mr. Han.

(ii) Associated corporation

Apart from the foregoing, as at 31 December 2023, none of the Directors nor the chief executives of the Company had any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' REPORT

Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

As at 31 December 2023, the following persons (other than Directors or chief executive of the Company) were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules:

Long positions in Shares

Name	Nature of interest	Number of Shares held	Approximate percentage of shareholding
Ms. HE Kangkang (何康康) ⁽¹⁾	Interest of spouse	222,000,000	55.5%
Mr. ZHENG Muming (鄭木明) ⁽²⁾	Interest of spouse	216,000,000	54%
Mansion Green ⁽³⁾	Legal and beneficial owner	216,000,000	54%
Widethrive Investments ⁽³⁾	Interest in a controlled corporation	216,000,000	54%
Fineland Group Holdings ⁽³⁾	Interest in a controlled corporation	216,000,000	54%
Hero Dragon ⁽³⁾	Interest in a controlled corporation	216,000,000	54%
Stand Smooth ⁽³⁾	Interest in a controlled corporation	216,000,000	54%
Aspiring Vision ⁽³⁾	Interest in a controlled corporation	216,000,000	54%

Notes:

- (1) Ms. HE Kangkang (何康康) is the spouse of Mr. Fong. Under the SFO, Ms. HE Kangkang (何康康) is deemed to be interested in the same number of Shares in which Mr. Fong is interested in.
- (2) Mr. ZHENG Muming (鄭木明) is the spouse of Ms. Tse. Under the SFO, Mr. ZHENG Muming (鄭木明) is deemed to be interested in the same number of Shares in which Ms. Tse is interested in.
- (3) Mansion Green is the registered owner of 216,000,000 Shares, representing 54% of the issued share capital of the Company. Mansion Green is owned as to 30% by Aspiring Vision, which is in turn wholly-owned by Ms. Tse, and as to 70% by Stand Smooth. Stand Smooth is wholly owned by Hero Dragon, which is wholly-owned by Fineland Group Holdings, which in turn is wholly owned by Widethrive Investments, and ultimately wholly-owned by Mr. Fong. Accordingly, Widethrive Investments, Fineland Group Holdings, Hero Dragon, Stand Smooth, Aspiring Vision, Mr. Fong and Ms. Tse are therefore deemed to be interested in the same number of Shares as to which Mansion Green is interested under the SFO.

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other persons who had any interest or short positions in the Shares or underlying Shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Share option scheme

A share option scheme ("**Share Option Scheme**") was adopted by the Company on 23 October 2017. As of the date of this report, no option had been granted, agreed, exercised, cancelled or lapsed under the Share Option Scheme.

1. Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable our Group to grant Share Options to the eligible persons as incentives or rewards for their contribution to our Group and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group or any entity in which any member of our Group holds any equity interest (the "**Invested Entity**"). As at the date of this report, there was no Invested Entity other than members of our Group, and our Group has not identified any potential Invested Entity for investment.

2. Who may join and basis for determining eligibility

The Board may, at its absolute discretion, offer eligible persons (being any director or employee (whether full time or part time), consultant or adviser of our Group who in the sole discretion of the Board has contributed to and/or will contribute to our Group) (the "**Eligible Persons**") to subscribe for such number of Shares in accordance with the terms of the Share Option Scheme.

3. Grant of options

- a) On and subject to the terms of the Share Option Scheme, our Board shall be entitled at any time on a business day within ten years commencing on the effective date of the Share Option Scheme to offer the grant of a Share Option to any Eligible Person as our Board may in its absolute discretion select in accordance with the eligibility criteria set out in the Share Option Scheme. An offer shall be accepted when we receive the duly signed offer letter together with a non-refundable payment of HK\$1.00 (or such other sum in any currency as our Board may determine).
- b) Any grant of Share Options to any Director, substantial shareholder, chief executive of our Company or their respective associates must be approved by all of our Company's independent non-executive Directors (excluding any independent non-executive Director who is a proposed grantee).

4. Exercise Price

The exercise price for any Share under the Share Option Scheme shall be a price determined by our Board and notified to each grantee and shall be not less than the highest of (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day, (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option and the nominal value of a Share on the date of grant.

5. Maximum number of Shares

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company, must not, in aggregate, exceed 10% of the total number of Shares in issue from time to time. No Share Options may be granted under the Share Option Scheme and any other share option schemes of our Company if this will result in such limit being exceeded.

The maximum number of Shares issued and to be issued upon exercise of the Options granted to any one Eligible Person (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time.

DIRECTORS' REPORT

6. Time of exercise of option

- (a) Subject to certain restrictions contained in the Share Option Scheme, a Share Option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant thereof at any time during the applicable option period, which is not more than ten years from the date of grant of option.
- (b) There is no general requirement on the minimum period for which a Share Option must be held or the performance targets which must be achieved before a Share Option can be exercised under the terms of the Share Option Scheme. However, at the time of granting any Share Option, our Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the Share Options to be held and/or the performance targets to be achieved as our Board may determine in its absolute discretion.

7. Remaining life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme on 23 October 2017.

During the year ended 31 December 2023, no option has been granted under the Share Option Scheme adopted by the Company on 23 October 2017.

The number of share options available for grant under the Share Option Scheme as at the date of this annual report was 40,000,000 share options, and upon its full exercise, representing 10% of the total number of shares in issue as at the date of this annual report.

Directors' rights to acquire shares or debentures

Save as disclosed under the sections headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, at no time during the year ended 31 December 2023 was the Company, or any of its subsidiaries or associated corporations, a party to any arrangement to enable the directors and chief executive of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

Notifiable transaction

On 21 June 2023, Guangzhou Fineland Living Services Limited* (廣州方圓生活服務有限公司) ("Guangzhou Fineland Living"), an indirectly wholly-owned subsidiary of the Company, as purchaser, and Heshan Fudu Property Development Company Limited* (鶴山市富都物業發展有限公司) ("Heshan Fudu"), as vendor, entered into a settlement agreement, pursuant to which, Guangzhou Fineland Living has conditionally agreed to procure the relevant purchaser(s) to pay the down payment of approximately RMB4.0 million and set-off the outstanding receivables of approximately RMB16.0 million which remained outstanding and payable by Heshan Fudu to Guangzhou Fineland Living and its subsidiaries by way of accepting the transfer of 23 properties from Heshan Fudu to the relevant purchaser(s). As at the date of this annual report, Heshan Fudu and the relevant purchaser(s) have entered into the respective property presale agreement(s) and completed the filing(s) with the relevant local housing authority (the "Filing(s)") in accordance with the terms of the property presale agreement and the result of the Filing(s) status have been publicly available on the website of the relevant local housing authority. The actual delivery of the 23 properties will be subject to, among others, the relevant properties being granted the construction project completion acceptance certification and the housing survey report which is expected to take place on or before 30 August 2025.

Related party transactions

Details of the related party transactions entered into by the Group are set out in note 30 to the financial statements.

Other than as disclosed in the section below headed connected transaction and continuing connected transaction, the Directors confirm that the remaining related party transactions set out in note 30 to the financial statements constituted exempt connected transactions and exempt continuing connected transactions, and that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Connected transactions

1. Connected transaction in January 2023

On 10 January 2023, Zhuhai Fangyuan Property Management Co., Ltd.* (珠海市方圓物業管理有限公司) (“**Zhuhai Fangyuan**”), being an indirectly non-wholly owned subsidiary of the Company, and Zhuhai Fangyuan Mingzhen Real Estate Co., Ltd.* (珠海市方圓明臻房地產有限公司) (“**Zhuhai Mingzhen**”), entered into a settlement agreement (the “**ZM Settlement Agreement**”), pursuant to which, Zhuhai Fangyuan agreed to set-off trade receivables of approximately RMB1,643,000 owed to it by Zhuhai Mingzhen, by way of accepting the transfer of a residential property from Zhuhai Mingzhen to Zhuhai Fangyuan (the “**ZM Settlement Transaction**”). The ZM Settlement Transaction has been completed in July 2023.

Mr. Fong, being a controlling shareholder of the Company and a non-executive Director, is the sole ultimate beneficial owner of the Zhuhai Mingzhen. Therefore, Zhuhai Mingzhen is a connected person of the Company.

As the highest applicable percentage ratio in respect of the ZM Settlement Transaction at the date of the ZM Settlement Agreement is less than 5% and the amount of the set-off trade receivables is less than HK\$3,000,000, the ZM Settlement Transaction is fully exempt from reporting, announcement, circular and independent shareholders' approval requirements under 14A of the Listing Rules.

2. Connected transactions in December 2023

On 6 December 2023, Guangzhou Fineland Living, as purchaser, and Guangzhou Fineland Real Estate Development Limited* (廣州市方圓房地產發展有限公司, “**Vendor A**”), as vendor, entered into a settlement agreement I (as amended and supplemented on 22 December 2023), pursuant to which, Guangzhou Fineland Living has conditionally agreed to set-off outstanding receivables of approximately RMB13.1 million owed to it and its subsidiaries by subsidiaries of Vendor A, by way of accepting the transfer of seven commercial properties situated in Yunshan Poetry Garden I and six car parking spaces situated in Fangyuan Xinhui Moon Island Mansion from the subsidiaries of Vendor A to the relevant purchaser(s). As at the date of this annual report, we have obtained the title certificates of the six car parking spaces situated in Fangyuan Xinhui Moon Island Mansion.

On 6 December 2023, Guangzhou Fineland Living, Vendor A and Guangzhou Zengcheng Fangyuan Mingsheng Real Estate Limited* (廣州市增城區方圓明盛房地產有限公司, “**Vendor B**”) entered into a settlement agreement II (as amended and supplemented on 22 December 2023), pursuant to which, Guangzhou Fineland Living has conditionally agreed to set-off the outstanding receivables of approximately RMB2.7 million owed to it and its subsidiaries by a subsidiary of Vendor A (for approximately RMB2.1 million) and Vendor B (for approximately RMB0.6 million), by way of accepting the transfer of four commercial properties situated in Fangyuan Zengcheng Yunxi (Guangzhou) from Vendor B to the relevant purchaser(s). As at the date of this annual report, we have obtained the title certificates of the three commercial properties situated in Fangyuan Zengcheng Yunxi (Guangzhou).

DIRECTORS' REPORT

Mr. Fong, being a controlling shareholder of the Company and a non-executive Director, is the sole ultimate beneficial owner of Vendor A. Therefore, Vendor A is a connected person of the Company.

As the highest applicable percentage ratio in respect of the above settlement transactions, when aggregated with the ZM Settlement Transaction, exceeds 25% but is less than 100%, the above settlement transactions shall constitute a major and connected transaction of the Company under the Listing Rules and are therefore subject to reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14 and 14A of the Listing Rules.

Continuing connected transactions

Non-exempted Continuing Connected Transactions up to 31 December 2023

1. The renewed master agency service agreement

On 11 October 2017, the Company (for itself and on behalf of its subsidiaries, as service providers) and Fineland Group Holdings (for itself and on behalf of its subsidiaries, as service recipients) entered into a master agency service, pursuant to which our Group agreed to provide real estate agency services in the primary property market to members of the Fineland Group for a term commencing from the date thereof to 31 December 2019. A supplemental agreement was entered by the same parties on 26 September 2018 to extend the term for another three years which ended on 31 December 2020. A renewed master agency service agreement (the "**2021 Master Agency Service Agreement**") dated 3 September 2020 was entered into by the same parties to renew the Supplemental Agreement for a term commencing from 1 January 2021 to 31 December 2023, and further renewed for a term commencing from 1 January 2024 to 31 December 2026 (the "**2024 Master Agency Service Agreement**"). Fineland Group Holdings is an indirect controlling shareholder and a connected person of the Company.

As disclosed in the circular of the Company date 23 November 2023, the Directors estimated that the maximum annual fees charged by the Group in relation to the services to be provided under the 2024 Master Agency Service Agreement for each of the three years ending 31 December 2026 will not exceed RMB81.0 million, RMB90.0 million and RMB99.0 million (the "**Agency Service Annual Caps**"), respectively.

As the highest applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the Agency Service Annual Caps is more than 5% and each of the Agency Service Annual Caps is more than HK\$10 million, the transactions contemplated under the 2024 Master Agency Service Agreement are subject to annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The transactions and Agency Service Annual Caps were approved by the independent shareholders at the Company's extraordinary general meeting held on 20 December 2023.

2. The master property management services agreements

The Company completed the acquisition of approximately 66.31% of equity interests in Fineland E-Life on 28 January 2021. Following the completion and on the same day, the Company entered into two master property management services agreements to continue rendering property management services to the members and associates of the Fineland Group.

DIRECTORS' REPORT

The first master property management services agreement (the **"FGH Master Property Management Services Agreement"**) dated 28 January 2021 was entered between the Company (for itself and on behalf of its subsidiaries, as service providers) and Fineland Group Holdings (for itself and on behalf of its subsidiaries and associates, as the receiving parties), pursuant to which the Group agreed to provide property management services to members of the Fineland Group for a term commencing from the date thereof to 31 December 2023. The second master property management services agreement (the **"FE Master Property Management Services Agreement"**) dated 28 January 2021 was entered between the Company (for itself and on behalf of its subsidiaries, as service providers) and Guangdong Fineland Education Investment Limited* (廣東方圓教育投資有限公司) (for itself and on behalf of its subsidiaries and associates, as the receiving parties), pursuant to which the Group agreed to provide property management services to members of Fineland Education (the **"Fineland Education Group"**) for a term commencing from the date thereof to 31 December 2023.

A renewed master property management services agreement (the **"2024 Master Property Management Services Agreement"**) dated 25 October 2023 was entered between the Company and Mr. Fong (for Mr. Fong (on behalf of Mr. Fong's Associated Companies (including the Fineland Group and the Fineland Education Group))), pursuant to which the Group agreed to provide property management services to Mr. Fong's Associated Companies for a term from 1 January 2024 to 31 December 2026.

As disclosed in the circular of the Company dated 23 November 2023, the estimated maximum annual fees charged by the Group in relation to the services to be provided under the 2024 Master Property Management Services Agreement for each of the three years ending 31 December 2026 will not exceed RMB32.0 million, RMB34.0 million and RMB36.0 million (the **"Property Management Service Annual Caps"**), respectively.

As the highest applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the Property Management Service Annual Caps is more than 5% and each of the Property Management Service Annual Caps is more than HK\$10 million, the transactions contemplated under Master Property Management Service Agreements are subject to annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The transactions contemplated under the 2024 Master Property Services Agreements and the Property Management Service Annual Caps were approved by the independent shareholders at the Company's extraordinary general meeting held on 20 December 2023.

3. *The master lease agreement*

As disclosed above, following the completion of the acquisition of approximately 66.31% of equity interests in Fineland E-Life on 28 January 2021, the master lease agreement (the **"2021 Master Lease Agreement"**) dated 28 January 2021 was entered between the Company (for itself and on behalf of its subsidiaries) and Fineland Group Holdings (for itself and on behalf of its subsidiaries), pursuant to which any subsidiaries of the Company as tenant may continue, amend, renew the existing lease agreements or enter into new leases with members of the Fineland Group for a term of three years commencing retrospectively from 1 January 2021 and ending on 31 December 2023. A renewed master lease agreement (the **"2024 Master Lease Agreement"**) dated 25 October 2023 was entered between the same parties, pursuant to which any subsidiaries of the Company as tenant may continue, amend, renew the existing lease agreements or enter into new leases with members of the Fineland Group for a term from 1 January 2024 to 31 December 2026.

As disclosed in the announcement of the Company dated 25 October 2023, the annual caps under the 2024 Master Lease Agreement for each of the three years ending 31 December 2026 will not exceed RMB4.25 million, RMB4.5 million and RMB4.75 million respectively.

DIRECTORS' REPORT

As the highest applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the annual caps for the transactions contemplated under the Master Lease Agreement is more than 5% but less than 25%, and do not exceeds HK\$10 million, the 2024 Master Lease Agreement (including the Lease Annual Caps) and the transactions contemplated thereunder are subject to the announcement, reporting and annual review requirements, but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Service provider	Service recipient	Nature of transactions	Annual cap for the year ended 31 December 2023	Total transaction amount for the year ended 31 December 2023
Our Group	Fineland Group Holdings and other connected parties	2021 Master Agency Service Agreement	RMB280,000,000	RMB10,435,000 <i>(as agency service fee)</i> RMB30,919,000 <i>(as Outstanding Earnest Money Balance)</i>
Our Group	Fineland Group Holdings and other connected parties	FGH Master Property Management Services Agreement	RMB60,000,000	RMB26,056,000
Our Group	Fineland Education and other connected parties	FE Master Property Management Services Agreement	RMB760,000	RMB580,000
Our Group	Fineland Group Holdings and other connected parties	2021 Master Lease Agreement	RMB6,430,000	RMB6,376,000

Note:

The total transaction amount under the 2021 Master Agency Service Agreement for the year ended 31 December 2023 includes (i) the agency service fee of RMB10,435,000; and (ii) the outstanding earnest money balance of RMB30,919,000 as at 31 December 2023 accrued as a result of the earnest money payment arrangement which is part and parcel of the 2021 Master Agency Service Agreement (the "**Outstanding Earnest Money Balance**").

During the year ended 31 December 2023, the above continuing connected transactions were carried out within their respective annual caps. The independent non-executive Directors have reviewed and confirmed that during the year ended 31 December 2023, the above continuing connected transactions were conducted and entered into:

- (i) in the ordinary and usual course of business of the Group;

DIRECTORS' REPORT

- (ii) on normal commercial terms or better; and
- (iii) according to the agreements governing it on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

Outstanding Earnest Money Balance

The Outstanding Earnest Money Balance was accrued as a result of the earnest money payment arrangement which is part and parcel of the Group's real estate agency service business. It is an industry practice developed under the rapidly changing, challenging and competitive PRC real estate market, whereby the Group would pay to property developers an upfront earnest money, being usually 50% to 100% of the agreed value of the properties the Group is appointed to sell. In return, the Group is entitled to an exclusive agency right to sell the properties during an exclusive period and to receive the relevant portion of the consideration for the sold properties to off-set against the earnest money paid in respect of the relevant agreed value of such sold properties. In addition, the Group shall be entitled to an agency commission equivalent to the amount exceeding the agreed value of the sold properties. At the end of the exclusive period, the Group shall be entitled to a full refund of any outstanding earnest money. However, there will be no earnest money payment arrangement for the Group's services to be provided pursuant to the 2024 Master Agency Service Agreement.

The Outstanding Earnest Money Balance which was initially expected to be repaid by 31 December 2023, remains unsettled. On 13 March 2024, a civil legal proceeding (the "**Litigation**") has been initiated by Guangzhou Fangyuan Real Estate Agency Co., Ltd.* (廣州方圓房服房地產代理有限公司) ("**Fangyuan Agency**"), a wholly-owned subsidiary of the Company, against Guangzhou Fangyuan Huijin Real Estate Development Limited* (廣州方圓匯金房地產發展有限公司) ("**Fangyuan Huijin**"), a company ultimately non-wholly owned by Mr. Fong, with the People's Court of Guangzhou Tianhe District in respect of the Outstanding Earnest Money Balance of approximately RMB14,180,000 owed by Fangyuan Huijin to Fangyuan Agency. Fangyuan Agency requested Fangyuan Huijin to repay the outstanding balance along with accrued interest.

Given that the Litigation is still in its early stages, the potential impact on the Group cannot be definitively assessed at this time. The Company will provide updates to shareholders regarding any developments related to the Litigation, and further announcements will be issued by the Company as necessary or as required by applicable rules and regulations.

As at the date of this annual report, the Company was still communicating and negotiating with the relevant members of Fineland Group to recover the remaining balance of the Outstanding Earnest Money Balance.

Confirmation from Auditor of the Company

The Board of Directors has received an unqualified letter issued by the auditor of the Company in accordance with Hong Kong Standard on Assurance Engagement 3000 (Revised) and Practice Note 740 (Revised) issued by the Hong Kong Institute of Certified Public Accountants confirming that:

- a. nothing has come to their attention that causes them to believe that the above non-exempt continuing connected transactions have not been approved by the Board;
- b. for transactions involving the provision of services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- c. nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

DIRECTORS' REPORT

- d. nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap set by the Company.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float required by the Listing Rules for the year ended 31 December 2023 and up to the date of this report.

Directors' interest in competing business

Save and except as disclosed in the prospectus of the Company date 31 October 2017, the Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the year ended 31 December 2023.

Deed of non-competition

The controlling shareholders of the Company, namely Mr. Fong, Ms. Tse, Mansion Green, Hero Dragon, Fineland Group Holdings, Widethrive Investment, Stand Smooth and Aspiring Vision (each the "**Obligor**" and collectively the "**Obligors**") the deed of non-competition dated 23 October 2017 (the "**Deed of Non-competition**"). Pursuant to the Deed of Non-competition, each of the Obligors has irrevocably and unconditionally undertaken to our Company (for ourselves and as trustee for our subsidiaries) that, save and except as disclosed in the prospectus of the Company dated 31 October 2017, during the period that the Deed of Non-competition remains effective, he/she/it shall not, and shall procure that his/her/its close associates (other than any member of our Group) not to carry on or be engaged, concerned or interested, or otherwise be involved, directly or indirectly, in any business in competition with or likely to be in competition with the existing business activity of any member of our Group and any business of our Group may engage in from time to time within the PRC, Hong Kong and such other parts of the world where any member of our Group may operate from time to time, save for the holding of not more than 5% shareholding interests (individually or with his/her/its close associates) in any company listed on a recognised stock exchange and at any time the relevant listed company shall have at least one shareholder (individually or with his/her/its close associates, if applicable) whose shareholding interests in the relevant listed company is higher than that of the relevant Obligor (individually or with his/her/its close associates).

Each of the Obligors further undertakes that if he/she/it or his/her/its close associates other than any member of our Group is offered or becomes aware of any business opportunity which may compete with the business of our Group, he/she/it shall procure that his/her/its close associates to promptly notify our Group in writing and our Group shall have a right of first refusal to take up such opportunity. Our Group shall, within 30 days after receipt of the written notice (or such longer period if our Group is required to complete any approval procedures as set out under the Listing Rules from time to time), notify the Obligor(s) whether our Group will exercise the right of first refusal.

The Independent Non-executive Directors of the Company had reviewed the status of the compliance as well as confirmation by the controlling shareholders of the Company and, on the basis of such confirmation, are of the view that such controlling shareholders have complied with their non-competition undertakings under the Deed of Non-Competition and the non-competition undertakings have been enforced by the Company in accordance with its terms.

DIRECTORS' REPORT

Competition and conflict of interests

During the year ended 31 December 2023, save as disclosed in the prospectus of the Company dated 31 October 2017, none of the Directors or controlling shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

Indemnity of Directors

During the year ended 31 December 2023 and up to the date of this report, there were permitted indemnity provisions (within the meaning in Section 469 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) provided for in the Articles of Association of the Company.

The Company has maintained Directors' and officers' liability insurance starting from 1 December 2017, which provides appropriate cover for certain legal actions brought against its Directors and officers arising out of corporate activities.

Directors and controlling shareholders' material interests in transactions, arrangements or contracts of significance

Except for the connected transactions and continuing connected transactions disclosed above and in the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director, a controlling shareholder or an entity connected with him had a material interest, subsisted at the end of the year or at any time during 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.

Environmental policies and performance

In light of the Group's principal activities, the Directors consider that the Group's business do not have any direct adverse impact on the environment. Nevertheless, the Group is committed to building a environmentally- friendly corporation that pays close attention to the conserving resources for its operation and raise environmental awareness within the Group. During the year ended 31 December 2023, the key environmental impacts from the Group's operations relate to office energy and paper consumption. The Group strives to minimize any possible impacts or harms to the environment by, among others, establishing environmental policies and various procedures to be adopted in its usual and ordinary course of business reducing unnecessary usage of paper, conserving electricity and encouraging recycle of office supplies and other materials. Details on key environmental impacts will be disclosed in the Environmental, Social and Governance Report to be issued by the Company separately under the Environmental, Social and Governance Reporting Guide under Appendix C2 of the Listing Rules.

Compliance with laws and regulations

As at the date of this annual report, the Company has complied with all the relevant laws and regulations that have a significant impact on the operations of the Group.

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination of operating licences. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with relevant authorities effectively through effective communications.

DIRECTORS' REPORT

The Group also complies with the requirements under the Companies Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Securities and Futures Ordinance (the “**SFO**”) for the disclosure of information and corporate governance.

Key Relationships with employees, customers and suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. Apart from basic remuneration, share options may be granted under the share option scheme to eligible employees by reference of the Group's performance as well as individual's contribution. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the year under review.

As at 31 December 2023, number of the employees was 1,736 (as at 31 December 2022, 2,004), the decrease was mainly due to decrease in real estate agency services segment and front line staff of property management projects.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regularly analyses and makes changes based on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

Five years summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 144 of the annual report.

Corporate governance

Details of the corporate governance practices adopted by the Company are set out on pages 20 to 31 of this annual report.

Confirmation of independence

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to the Listing Rules and, based on contents of such confirmation, considers all the independent non-executive Directors to be independent and that they have met the specific independence guidelines as set out in the Listing Rules.

Review by Audit Committee

The audited financial statements of the Group for the year ended 31 December 2023 have been reviewed by the audit committee. The audit committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2023 comply with applicable accounting standards, the Listing Rules and that adequate disclosures have been made.

DIRECTORS' REPORT

Tax Relief and Exemption

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

Auditor

BDO Limited retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

There was no change in auditors in any of the preceding 3 years.

Events after the end of the year under review

On 24 January 2024, Mr. Fong, a controlling shareholder and the non-executive director of the Company and Mansion Green entered into a share transfer agreement (the "**Share Transfer Agreement**") with an independent third party, Huiyu Investment Holdings Limited ("**Huiyu Investment**"), a company wholly-owned by Mr. Huang Peng ("**Mr. Huang**"). Pursuant to the Share Transfer Agreement, Mr. Fong and Mansion Green conditionally agreed to sell, and Huiyu Investment conditionally agreed to purchase, 60,000,000 shares of the Company, representing 15.00% of the total issued share capital of the Company as at the date of the Share Transfer Agreement, at a cash consideration of HK\$4,998,000 (being HK\$0.0833 per Share) (the "**Disposal**"). The Share Transfer Agreement is conditional upon, among others, completion of the Share Swap (as defined below).

To facilitate the Disposal, Aspiring Vision, Stand Smooth and Mansion Green entered into a share swap agreement on 24 January 2024, pursuant to which Aspiring Vision conditionally agreed to transfer its 30% shareholding interests in Mansion Green to Stand Smooth in exchange for Mansion Green transferring to Aspiring Vision 64,800,000 Shares, representing 16.20% of the total issued share capital of the Company (the "**Share Swap**").

On 24 January 2024, Mr. Fong, Ms. Tse Lai Wa and Mr. Huang entered into a deed of concert parties (the "**Deed**") to formalise their relationship as parties acting in concert in respect of the Company, and Mr. Fong Ming will continue to be the leader of the concert group with Mr. Peng added as a new member. The Deed takes effect upon completion of the Share Swap and the Disposal. Further details are set out in the announcement of the Company dated 24 January 2024.

The completion of the Share Swap and the Disposal (the "**Completion**") has been taken place on 20 March 2024. Upon Completion, the Company is directly held as to 24.30% by Mansion Green, as to 16.20% by Aspiring Vision, as to 15.00% by Huiyu Investment and as to 0.99% by Mr. Huang and/or Mr. Huang's spouse.

Details on other events since the end of the reporting period are set out in note 43(a) and (b) to the consolidated financial statements.

By order of the board

Fong Ming

Chairman

Hong Kong, 30 April 2024

INDEPENDENT AUDITOR'S REPORT



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FINELAND LIVING SERVICES GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Fineland Living Services Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 143, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

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

INDEPENDENT AUDITOR'S REPORT

Estimated provision of expected credit losses ("ECL") of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature

We identified the estimated provision of ECL of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests as a key audit matter due to the significant management judgement and estimates involved in assessing the recoverability of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests as set out in Note 5(i).

Loss allowances for trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests are based on management's estimate of the lifetime ECLs to be incurred, which is estimated by taking into account the credit loss experience, aging of overdue accounts receivable, customers' repayment history and customers' credit rating, financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

Independent professional valuer is engaged to assist the assessment of ECL allowance for trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests.

As disclosed in Notes 17 and 19, the carrying amounts of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests are RMB103,948,000, RMB62,477,000, RMB40,678,000 and RMB1,544,000 respectively as at 31 December 2023, after net off the provision of ECL of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests of RMB38,651,000, RMB58,215,000, RMB20,509,000 and RMB116,000 respectively as at 31 December 2023.

Our response:

Our procedures in relation to the estimated provision of ECL of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests included:

- Obtaining an understanding of the management process and the key controls in ECL assessment and assumptions made in determining the default rates for ECL assessment of the debtors using provision matrix and evaluating the reasonableness of principal quantitative, qualitative and forward-looking information adopted by the management;
- Testing the information used by the management to develop the provision matrix, on a sample basis, to the source documents;
- Evaluating the appropriateness of the expected loss rates applied by reference to the historical default rates;
- Evaluating the competency, capabilities and objectivity of the independent professional valuer of the Group;
- Involving our internal valuation experts to evaluate the management's judgement in assessing the key assumptions and methodology in deriving the ECL estimation;
- Checking the mathematical accuracy of the ECL calculations;
- Evaluating the reasonableness of forward-looking information used by the management by reference to available market information; and
- Evaluating the outcome of prior period assessment of ECL of trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests to assess the effectiveness of management's estimation process.

INDEPENDENT AUDITOR'S REPORT

Impairment assessment of goodwill

We identified impairment assessment of goodwill as a key audit matter due to significance of the balance to the consolidated financial statements as a whole, combined with the significant degree of estimations made by the management of the Group associated with the recoverable amounts of the cash-generating units to which goodwill have been allocated.

As disclosed in Note 5(ii), the management assessed the impairment of goodwill by estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated which is the higher of the value in use ("VIU") and fair value less costs of disposal. The VIU calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or group of cash-generating units) and a suitable discount rate. Key estimates involved in the preparation of cash flow projections for the period covered by the approved financial budgets include the growth rates in revenue, estimated gross profit, estimated profit before tax and pre-tax discount rates. As disclosed in Note 26, the carrying amounts of goodwill were RMB47,646,000 as at 31 December 2023 and no impairment loss was recognised during the year ended 31 December 2023.

Our response:

Our procedures in relation to the impairment assessment of goodwill included:

- Discussing with the management to understand the management process and the key controls in impairment assessment of goodwill and the key estimations made by the management in the impairment assessment of goodwill including the growth rates in revenue, estimated gross profit, estimated profit before tax and pre-tax discount rates;
- Evaluating the competency, capabilities and objectivity of the independent professional valuer engaged by management;
- Involving internal valuation specialists to evaluate the methodologies and discount rates used by the Group for determining the recoverable amounts;
- Evaluating the reasonableness of the growth rates in revenue, estimated gross profit and estimated profit before tax, with reference to the current financial position and historical financial performance;
- Evaluating the reasonableness of the financial budgets approved by the management by comparing the actual results of those cash-generating units to the previously forecasted results used in the impairment assessment of goodwill;
- Evaluating the reasonableness of the sensitivity analysis performed by management on the key assumptions to understand the impact of reasonable changes in assumptions on the recoverable amount; and
- Checking the mathematical accuracy of the VIU calculations.

INDEPENDENT AUDITOR'S REPORT

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 HKSAAs 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.

INDEPENDENT AUDITOR'S REPORT

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

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, related safeguards.

From the matters communicated with the directors, 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.

BDO Limited

Certified Public Accountants

Chiu Wing Cheung Ringo

Practising Certificate no.: P04434

Hong Kong, 30 April 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 RMB'000	2022 RMB'000
Revenue	7	426,784	511,945
Cost of services		(339,750)	(409,680)
Gross profit		87,034	102,265
Other income and gains, net	8	7,422	11,421
Selling and marketing expenses		(933)	(1,184)
Administrative expenses		(58,474)	(71,340)
Impairment losses on financial assets, net	9	(101,062)	(9,302)
Finance costs		(1,473)	(1,188)
(Loss)/profit before income tax	9	(67,486)	30,672
Income tax	12(a)	10,374	1,040
(Loss)/profit for the year		(57,112)	31,712
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		(471)	(3,895)
Total comprehensive income for the year		(57,583)	27,817
(Loss)/profit attributable to:			
Owners of the Company		(60,609)	18,163
Non-controlling interests		3,497	13,549
		(57,112)	31,712
Total comprehensive income attributable to:			
Owners of the Company		(61,080)	14,268
Non-controlling interests		3,497	13,549
		(57,583)	27,817
		RMB cents	RMB cents
(Loss)/earnings per share			
— Basic and diluted	14	(15.15)	4.54

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	2023 RMB'000	2022 RMB'000
Non-current assets			
Property, plant and equipment	15	13,083	9,546
Right-of-use assets	16(a)	1,138	197
Financial assets at fair value through profit or loss	20	3,950	3,715
Goodwill	26	47,646	47,646
Other intangible assets	27	23,336	28,878
Deposit for acquisition of properties	28	3,888	–
Deferred tax assets	12(c)	17,802	6,613
Total non-current assets		110,843	96,595
Current assets			
Trade receivables	17	103,948	106,928
Deposits, prepayments and other receivables	18	63,641	60,322
Amounts due from fellow subsidiaries	19	62,477	117,016
Amounts due from related companies	19	40,678	63,396
Amounts due from non-controlling interests	19	1,544	10,228
Financial assets at fair value through profit or loss	20	4,382	516
Restricted bank balances	21	2,644	1,153
Bank balances and cash	21	88,134	117,684
Total current assets		367,448	477,243
Current liabilities			
Trade payables	22(a)	71,356	73,647
Contract liabilities	23	50,862	47,312
Accruals and other payables	22(c)	139,508	140,159
Lease liabilities	16(b)	321	60
Amounts due to fellow subsidiaries	19	1,940	5,320
Amounts due to related companies	19	–	19
Amounts due to non-controlling interests	19	259	2,713
Bank borrowings	29	19,366	35,730
Tax payable		12,511	14,007
Total current liabilities		296,123	318,967
Net current assets		71,325	158,276
Total assets less current liabilities		182,168	254,871

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	2023 RMB'000	2022 RMB'000
Non-current liabilities			
Contingent consideration payable	22(b)	–	7,337
Lease liabilities	16(b)	880	150
Deferred tax liabilities	12(c)	8,362	9,877
Total non-current liabilities		9,242	17,364
Net assets			
Capital and reserves			
Share capital	24	3,403	3,403
Reserves	25	109,362	169,839
Equity attributable to owners of the Company		112,765	173,242
Non-controlling interests	37	60,161	64,265
Total equity		172,926	237,507

Approved and authorised for issue by the board of directors on 30 April 2024.

Han Shuguang
Executive Director

Tse Lai Wa
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Share capital	Share premium	Capital reserve	Statutory reserve	Exchange reserve	Retained profits	Equity attributable to owners of the Company	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2022	3,403	51,677	5,987	12,953	(36)	84,859	158,843	46,207	205,050
Profit for the year	-	-	-	-	-	18,163	18,163	13,549	31,712
Other comprehensive income									
Exchange differences on translation of the foreign operations	-	-	-	-	(3,895)	-	(3,895)	-	(3,895)
Total comprehensive income for the year	-	-	-	-	(3,895)	18,163	14,268	13,549	27,817
Acquisition of subsidiaries (Note 36(b))	-	-	-	-	-	-	-	7,831	7,831
Acquisition of additional interests in a subsidiary (Note 37)	-	-	131	-	-	-	131	(2,322)	(2,191)
Profit appropriations to statutory reserve	-	-	-	993	-	(993)	-	-	-
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	(1,000)	(1,000)
As at 31 December 2022 and 1 January 2023	3,403	51,677	6,118	13,946	(3,931)	102,029	173,242	64,265	237,507
Loss for the year	-	-	-	-	-	(60,609)	(60,609)	3,497	(57,112)
Other comprehensive income									
Exchange differences on translation of the foreign operations	-	-	-	-	(471)	-	(471)	-	(471)
Total comprehensive income for the year	-	-	-	-	(471)	(60,609)	(61,080)	3,497	(57,583)
Capital contribution from the non-controlling interests	-	-	-	-	-	-	-	890	890
Acquisition of additional interests in a subsidiary (Note 37)	-	-	603	-	-	-	603	(1,648)	(1,045)
Profit appropriations to statutory reserve	-	-	-	761	-	(761)	-	-	-
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	(6,843)	(6,843)
As at 31 December 2023	3,403	51,677	6,721	14,707	(4,402)	40,659	112,765	60,161	172,926

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 RMB'000	2022 RMB'000
Cash flows from operating activities			
(Loss)/profit before income tax		(67,486)	30,672
Adjustments for:			
Interest income		(272)	(276)
Fair value gain on contingent consideration payable		(5,006)	(4,037)
Depreciation of property, plant and equipment		3,358	3,357
Depreciation of right-of-use assets		217	599
Amortisation of other intangible assets		5,542	5,782
Finance costs		1,473	1,188
Impairment losses on financial assets, net		101,062	9,302
Recovery of trade and other receivables after acquisition		–	(882)
(Gain)/loss on disposal of property, plant and equipment		(34)	515
Loss arising from disposal of a subsidiary	40	–	1,326
Exchange differences		(613)	(3,753)
Gain on lease reassessment		(13)	–
Gain on lease modifications		–	(93)
Gain on loan modification		(668)	–
Fair value loss/(gain) on financial assets at fair value through profit or loss		1,018	(361)
Operating profit before working capital changes		38,578	43,339
Increase in trade receivables		(21,176)	(13,273)
Increase in deposits, prepayments and other receivables		(4,148)	(25,139)
Increase in amounts due from fellow subsidiaries		(3,693)	(10,853)
Decrease/(increase) in amounts due from related companies		2,848	(13,870)
Decrease/(increase) in amounts due from non-controlling interests		9,068	(10,717)
(Decrease)/increase in trade payables		(2,291)	17,768
Increase in contract liabilities		3,550	1,385
(Decrease)/increase in accruals and other payables		(7,792)	22,533
(Decrease)/increase in amounts due to fellow subsidiaries		(3,825)	7,943
Decrease in amounts due to related companies		(19)	(310)
(Decrease)/increase in amounts due to non-controlling interests		(2,454)	1,066
Cash generated from operations		8,646	19,872
Income tax paid		(3,826)	(2,812)
Net cash generated from operating activities		4,820	17,060

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 RMB'000	2022 RMB'000
Cash flows from investing activities			
Interest income received		272	276
Payment of contingent consideration payable		–	(6,186)
Purchases of property, plant and equipment		(4,732)	(1,279)
Deposit paid for acquisition of properties	28	(3,988)	–
Proceeds from disposal of property, plant and equipment		56	10
Purchases of financial assets at fair value through profit or loss		(1,264)	(3,370)
Acquisition of subsidiaries, net of cash and cash equivalents acquired	36(b)	–	(8,680)
Disposal of a subsidiary, net of cash and cash equivalents disposed of	40	–	(4)
Placement of restricted bank balances		(1,491)	(1,153)
Net cash used in investing activities		(11,147)	(20,386)
Cash flows from financing activities			
	34(b)		
Capital contribution from the non-controlling interests		890	–
Interest paid		(1,329)	(1,107)
Dividends paid to non-controlling interests		(5,844)	(1,000)
Payment of principal portion of lease payments		(197)	(541)
Payment of interest portion of lease payments		(40)	(81)
Proceeds from bank borrowings		4,270	75,730
Repayment of bank borrowings		(20,070)	(40,000)
Acquisition of additional interests in a subsidiary	37	(1,045)	(2,191)
Net cash (used in)/generated from financing activities		(23,365)	30,810
Net (decrease)/increase in cash and cash equivalents		(29,692)	27,484
Effect of foreign exchange rate changes		142	(142)
Cash and cash equivalents at beginning of year		117,684	90,342
Cash and cash equivalents at end of year		88,134	117,684
Analysis of balances of cash and cash equivalents			
Bank balances and cash		88,134	117,684

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. GENERAL INFORMATION

Fineland Living Services Group Limited (the “Company”) was incorporated as an exempted company in the Cayman Islands with limited liability. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1–1108, Cayman Islands. Its principal place of business is located at Unit B, 17/F., United Centre, 95 Queensway, Admiralty, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the provision of real estate agency services, provision of professional property management services and value-added services for residential and commercial properties in the People’s Republic of China (the “PRC”).

The immediate holding company and ultimate holding company of the Company are Mansion Green Holdings Limited and Widethrive Investments Limited, respectively, companies incorporated in the British Virgin Islands (the “BVI”) with limited liability. As at 31 December 2023, the directors of the Company consider that the Company was ultimately controlled by Mr. Fong Ming and Ms. Tse Lai Wa. Subsequent to the end of the reporting period, there was a share transfer agreement entered into by Mr. Fong Ming, details of which are set out in Note 43(c) to the consolidated financial statements.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new and revised HKFRSs — effective on 1 January 2023

The Group has applied the following new or amended HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to and effective for the Group’s consolidated financial statements for the current accounting period:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
HKFRS 17	Insurance Contracts

Amendments to HKAS 1 and HKFRS Practice Statement 2 — Disclosure of Accounting Policies

The amendments to Disclosure of Accounting Policies were issued following feedback that more guidance was needed to help companies decide what accounting policy information should be disclosed. The amendments to HKAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendments to HKFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 4 to the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(a) Adoption of new and revised HKFRSs — effective on 1 January 2023 (Continued)

Amendments to HKAS 8 — Definition of Accounting Estimates

The amendments introduce a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty.

The application of the amendments has had no material impact on the Group’s consolidated financial statements.

Amendments to HKAS 12 — Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exemptions so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The application of the amendments has had no material impact on the Group’s consolidated financial statements.

HKFRS 17 — Insurance Contracts

The Group has applied the new standard and the relevant amendments for the first time in the current year.

HKFRS 17 defines an insurance contract as a contract under which the Group accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder.

In October 2020, the HKICPA issued Amendments to HKFRS 17 to address concerns and implementation challenges that were identified after HKFRS 17 was published. The amendments defer the date of initial application of HKFRS 17 (incorporating the amendments) to annual reporting periods beginning on or after 1 January 2023. At the same time, the HKICPA issued Amendments to HKFRS 4 *Extension of the Temporary Exemption from HKFRS 9* that extends the fixed expiry date of the temporary exemption from applying HKFRS 9 in HKFRS 4 to annual reporting periods beginning on or after 1 January 2023.

In February 2022, the HKICPA issued Amendment to HKFRS 17 *Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information* to address implementation challenges that were identified after HKFRS 17 was published. The amendment addresses challenges in the presentation of comparative information.

Certain contracts entered into by the Group, including contingent consideration receivable and payable in business combinations issued by the Group which details as set out in Notes 20 and 22(b), meet the definition of insurance contracts under HKFRS 17. However, these contracts are specifically scoped out from HKFRS 17 and the Group continues to account for these contracts under relevant accounting standards. Therefore, the application of HKFRS 17 in the current year had no material impact on the consolidated financial statements.

Except as described above, the application of these new or amended HKFRSs has no material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) Revised HKFRSs that have been issued but are not yet effective

The following revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group in the preparation of these consolidated financial statements. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1 and HK Interpretation 5 (Revised)	Classification of Liabilities as Current or Non-current and HK Interpretation 5 (Revised), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2024.

² Effective for annual periods beginning on or after 1 January 2025.

³ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

Amendments to HKAS 1 — Classification of Liabilities as Current or Non-current and HK Interpretation 5 (Revised), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments require that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of “settlement” to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Interpretation 5 (Revised) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Interpretation 5 (Revised) updated the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

Amendments to HKAS 1 — Non-current Liabilities with Covenants

The amendments deal with the classification of long-term loan arrangements with covenants by specifying that covenants to be complied with after the reporting date do not affect the classification of loan arrangements as current or non-current at the reporting date. Instead, companies are required to disclose information about these covenants in the notes to the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) Revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 21 — Lack of Exchangeability

The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.

Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The directors of the Company do not anticipate that the application of the above amendments to HKFRSs in the future will have an impact on the consolidated financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss and contingent consideration payable which have been measured at fair value.

(c) Functional and presentation currency

The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Company’s subsidiaries established in the PRC. The functional currency of the Company is Hong Kong dollars (“HK\$”). All values are rounded to the nearest thousand (“RMB’000”) except when otherwise indicated.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the reporting period are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained with the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(a) Business combination and basis of consolidation *(Continued)*

Business combination *(Continued)*

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control of the subsidiary are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for on the same basis as would be required if the relevant assets or liabilities were disposed of.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights to, variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position (Note 39), interests in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Historical cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is charged to profit or loss in the period in which it is incurred. In situations where it is probable that future economic benefits of the expenditure will flow to the entity, and the cost of which can be measured reliably, the expenditure is capitalised as an additional cost of the asset or a separate asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Property, plant and equipment *(Continued)*

Depreciation is charged so as to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Buildings	20 years or the remaining lease period of the land use rights, whichever is the shorter
Furniture, fixtures and equipment	20%
Motor vehicles	25%
Computer equipment and software	10% to 33 $\frac{1}{3}$ %
Leasehold improvements	Annual rates as determined by shorter of expected useful lives of 5 years and the unexpired period of the leases

Depreciation on construction in progress does not commence until they are complete and available for use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Leases

As a lessee

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on a straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. The right-of-use asset is depreciated over the shorter of the asset's estimated useful life and the lease term on a straight-line basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(d) Leases *(Continued)*

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for COVID-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) Intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

The useful lives and amortisation method are reviewed, and adjusted if appropriate, at the end of the reporting period. Amortisation is provided on a straight-line basis over their useful lives as follows:

Customer relationship	4 to 8 years
Backlog	1 year

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(f) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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. The Group classifies its debt instruments as at amortised cost:

Amortised 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 amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Financial instruments *(Continued)*

(i) Financial assets *(Continued)*

Equity investment

The Group classifies its equity investment which is not held for trading as at FVTPL whereby changes in fair value and dividend income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases:

- (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and
- (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature using HKFRS 9 "Financial Instruments" simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Financial instruments *(Continued)*

(ii) **Impairment loss on financial assets** *(Continued)*

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(iii) **Financial liabilities**

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Financial instruments *(Continued)*

(iii) Financial liabilities *(Continued)*

Financial liabilities at FVTPL *(Continued)*

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, accruals and other payables, bank borrowings and amounts due to fellow subsidiaries, related companies and non-controlling interests are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Financial instruments *(Continued)*

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(g) Impairment of non-financial assets (excluding goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, interests in subsidiaries and other intangible assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible into a known amount of cash and which are subject to an insignificant risk of changes in value.

(i) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(j) Taxation

Income tax represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years respectively and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax liabilities are recognised for taxable temporary differences arising on interests in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(k) Translation of foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of the reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange reserve.

(l) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the period when the employees rendered the related service.

(ii) Retirement benefits scheme

The Group’s contributions to the defined contribution retirement scheme are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(m) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(n) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax.

Depending on the terms of the contract and the laws that apply to the contract, control of the services may be transferred over time or at a point in time. Control of the services is transferred over time if:

- the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and Group has an enforceable right to payment for performance completed to date.

If control of the services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the services.

Revenue from real estate agency services is recognised at a point in time when the service is rendered and the property buyer has executed the sale and purchase agreement and made the required payments according to the terms and conditions stated in different agency contracts, since only by that time the Group has an enforceable right to payment from the property developers for the services performed. The Group's commission rate receivable is variable based on a pre-agreed sales target. Before the Group met the agreed sales target, the Group will recognise revenue based on a lower commission rate. Until when the sales target is met, the Group will recognise the incremental revenue, representing the variable considerations, at the higher commission rate on the performance obligations satisfied in previous periods. Performance bonus for reaching sales target pre-agreed with certain property developers is only recognised to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognised will not occur.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(n) Revenue recognition *(Continued)*

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primarily responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue in the amount to which the Group has a right to bill and that corresponds directly with the services rendered, and all related property management costs as its cost of services. Revenue from property management services is recognised over time in the accounting period in which services are rendered.

Revenue from value-added services to non-property owners is recognised over time. The Group issues the monthly bill to the customers based on actual level of services provided at a pre-determined price when such services are rendered in that month.

Revenue from community value-added services is recognised when the related services are rendered. Payment of the transaction is due immediately when the community value-added services are rendered to the customers.

Revenue from software service income is recognised over time. Payment of the transaction is due immediately when the software services are rendered to the customers.

Interest income is recognised on a time-proportion basis using the effective interest method.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified goods or service before that goods or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified goods or service by another party. In this case, the Group does not control the specified goods or service provided by another party before that goods or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICIES *(Continued)*

(o) Goodwill

Goodwill represents the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree over the fair value of the identifiable assets and liabilities measured as at the acquisition date.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the combination. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see Note 4(g)), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro-rata basis on the carrying amount of each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less costs of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgement, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

The judgements in applying the Group's accounting policies, and estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(i) Impairment of trade receivables, amounts due from fellow subsidiaries, related parties and non-controlling interests which are trade in nature

The Group makes allowance for impairment on trade receivables, amounts due from fellow subsidiaries, related parties and non-controlling interests based on assessments of risk of default and ECL rates, details of which are set out in Note 32(a). The Group uses judgement in making these assessments and selecting the inputs in the estimation, based on the credit loss experience, aging of overdue accounts receivable, customers' repayment history and customers' credit rating, financial position and an assessment of both the current and forecast general economic conditions.

(ii) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Key estimates involved in the preparation of cash flow projections for the period covered by the approved financial budgets include the growth rates in revenue, estimated gross profit, estimated profit before tax and pre-tax discount rates. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of pre-tax discount rates, a material impairment loss or further impairment loss may arise.

As at 31 December 2023, the carrying amount of goodwill is RMB47,646,000 (2022: RMB47,646,000). Details of the recoverable amount calculation are disclosed in Note 26.

(iii) Revenue recognition of real estate agency services income

Management estimates the total consideration of real estate agency services income, including an estimate of variable consideration, received in exchange for the services rendered, accounting policy of which are set out in Note 4(n). The variable consideration is the amount for which it is highly probable that a significant reversal in the cumulative amount of revenue recognised will not occur in future period when the uncertainty associated with the variable consideration is subsequently resolved.

(iv) Deferred tax liabilities

Deferred tax liabilities have been accrued at a tax rate of 10% on the undistributed earnings of subsidiaries of the Company in the PRC after taking into consideration of the historical dividend records of the relevant subsidiaries of the Company, details of which are set out in Note 12(c).

The dividend policy of the relevant subsidiaries is subject to the financial and market conditions, the availability of funding and reserves available for distribution of the relevant subsidiaries. If the dividend policy of the relevant subsidiaries of the Company is changed, the deferred tax in relation to withholding tax of undistributed earnings would be changed accordingly.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(v) Estimated useful lives of intangible assets with finite useful lives

Management determines the estimated useful lives of the Group's intangible assets with finite useful lives for the calculation of amortisation of intangible assets. This estimate is determined after considering the expected period in which economic benefits can be generated from the intangible assets. Management reviews the estimated useful lives on an annual basis and future amortisation charges are adjusted where management believes the useful lives differ from previous estimates.

(vi) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of the reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets, observable market prices, transaction prices of similar assets in less active markets with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices, or other valuation techniques, as appropriate, less incremental costs for disposing of the asset. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

(vii) Fair value measurement of financial instruments

When the fair values of financial assets at fair value through profit or loss and contingent consideration receivable and payable recorded in the consolidated statement of financial position cannot be derived from active markets, their fair values are determined using valuation techniques including the use of comparable recent arm's length transactions and other valuation techniques commonly used by other market participants. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements and estimates include considerations of inputs such as volatility, risk-free rate, earning multiples and discount rate. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

6. SEGMENT REPORTING

The Group has determined its operating segments and prepared segmental information based on regular internal financial information that is used as a measure of operating results reported to the chief operating decision makers ("CODM"), i.e. the executive directors of the Company, who are responsible for making strategic decisions. The CODM review the Group's internal reporting in order to assess the performance and allocate the resources and have determined the operating segments based on these reports. The Group's reportable and operating segments are as follows:

- (i) provision of comprehensive real estate agency services; and
- (ii) provision of professional property management services.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

6. SEGMENT REPORTING *(Continued)*

Reportable segments

The CODM monitor the results of its service lines separately for the purpose of making decision about resources allocation and performance assessment. Segment performance is evaluated based on the results from the reportable segments as explained in the table below.

	Year ended 31 December 2023		
	Real estate agency services RMB'000	Property management services RMB'000	Total RMB'000
Segment revenue			
External sales	29,364	397,420	426,784
Intersegment sales	–	–	–
	29,364	397,420	426,784
Reconciliation:			
Elimination of intersegment sales	–	–	–
Total revenue	29,364	397,420	426,784
Segment (loss)/profit	(48,237)	32,383	(15,854)
Reconciliation:			
Fair value gain on contingent consideration payable			5,006
Unallocated corporate expenses			(56,638)
Loss before income tax			(67,486)

Unallocated corporate expenses mainly comprises legal and professional fees and certain salaries and allowances.

	Year ended 31 December 2023		
	Real estate agency services RMB'000	Property management services RMB'000	Total RMB'000
Other segment information			
Capital expenditure	2	6,917	6,919
Impairment losses on financial assets, net	48,410	52,652	101,062
Depreciation of property, plant and equipment	190	3,168	3,358
Depreciation of right-of-use assets	56	161	217
Amortisation of other intangible assets	–	5,542	5,542
Finance costs	4	1,469	1,473
Fair value loss on financial assets at fair value through profit or loss	–	1,018	1,018

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

6. SEGMENT REPORTING (Continued)

Reportable segments (Continued)

	Year ended 31 December 2022		
	Real estate agency services RMB'000	Property management services RMB'000	Total RMB'000
Segment revenue			
External sales	108,713	403,232	511,945
Intersegment sales	130	12	142
	108,843	403,244	512,087
Reconciliation:			
Elimination of intersegment sales	(130)	(12)	(142)
Total revenue	108,713	403,232	511,945
Segment profit	15,960	70,787	86,747
Reconciliation:			
Fair value gain on contingent consideration payable			4,037
Unallocated corporate expenses			(60,112)
Profit before income tax			30,672

	Year ended 31 December 2022		
	Real estate agency services RMB'000	Property management services RMB'000	Total RMB'000
Other segment information			
Capital expenditure	–	1,279	1,279
(Reversal of impairment losses)/impairment losses on financial assets, net	(183)	9,485	9,302
Depreciation of property, plant and equipment	270	3,087	3,357
Depreciation of right-of-use assets	522	77	599
Amortisation of other intangible assets	–	5,782	5,782
Finance costs	70	1,118	1,188
Fair value gain on financial assets at fair value through profit or loss	–	(361)	(361)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

6. SEGMENT REPORTING *(Continued)*

Segment assets and liabilities

As the Group's segment assets and liabilities are not regularly reviewed by the CODM, the measure of total assets and liabilities for each operating segment is therefore not presented.

Geographical information

As the CODM consider the Group's revenue and results are all derived from provision of services in the PRC and no significant consolidated assets of the Group are located outside the PRC except bank balances in Hong Kong, geographical segment information is not considered necessary.

Information about major customers

Revenue from customers with whom transactions have exceeded 10% of the Group's revenue, is as follows:

	2023 RMB'000	2022 RMB'000
Fineland Group Holdings Company Limited ("Fineland Group Holdings") and its subsidiaries* (collectively the "Fineland Group")	N/A [#]	62,710

Revenue above are attributable to real estate agency services and property management services segments.

* Fellow subsidiaries of the Company.

[#] The revenue in the year ended 31 December 2023 did not contribute over 10% of the Group's revenue for the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

7. REVENUE

Disaggregation of revenue by each significant category and timing of revenue recognition are as follows:

Reportable segment/ Type of goods or services	Revenue from customers and recognised	2023 RMB'000	2022 RMB'000
Real estate agency services			
Real estate agency services income	at a point in time	29,364	108,713
Property management services			
Property management services income	over time	324,118	303,663
Value-added services to non-property owners	over time	18,045	42,540
Community value-added services			
— Other value-added services	over time	54,356	51,517
— Sales of goods	at a point in time	901	3,067
Software service income	over time	—	2,445
		397,420	403,232
		426,784	511,945

Unsatisfied performance obligations

For property management services income, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a monthly basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these type of contracts. The majority of the property management service contracts do not have a fixed term. The term of the contracts is generally set to expire when the counterparties notify the Group that the services are no longer required.

For value-added services to non-property owners, community value-added services and software services are rendered over a short period of time and there is no unsatisfied performance obligation at the end of respective periods.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

8. OTHER INCOME AND GAINS, NET

	2023 RMB'000	2022 RMB'000
Gain on lease reassessment (Note 16)	13	–
Gain on lease modifications (Note 16)	–	93
Gain on loan modification (Note 29)	668	–
Government grants (Note)	1,608	2,415
Interest income	272	276
Fair value gain on contingent consideration (Notes 36(b), 20 and 22(b))	5,006	4,037
Recovery of trade and other receivables after acquisition	–	882
Exchange gains, net	462	3,830
Loss arising from disposal of a subsidiary (Note 40)	–	(1,326)
Fair value (loss)/gain on financial assets at fair value through profit or loss (Note 20)	(1,018)	361
Others	411	853
	7,422	11,421

Note: The government grants mainly represent refunds of value-added tax and other taxes benefits from the PRC tax authorities. There were no unfulfilled conditions relating to the grants.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

9. (LOSS)/PROFIT BEFORE INCOME TAX

This is arrived at after charging/(crediting):

	2023 RMB'000	2022 RMB'000
Auditor's remuneration		
— audit services	1,986	1,720
— non-audit services	429	—
Amortisation of other intangible assets (included in administrative expenses)	5,542	5,782
Depreciation of property, plant and equipment	3,358	3,357
Depreciation of right-of-use assets	217	599
Exchange gains, net	(462)	(3,830)
(Gain)/loss on disposal of property, plant and equipment	(34)	515
Finance costs:		
Interest expenses on lease liabilities	40	81
Interest expenses on bank borrowings	1,433	1,107
Employee benefit expenses (Note 10)	172,241	222,529
Short-term lease expenses	7,982	6,462
Impairment losses/(reversal of impairment losses) on financial assets, net, recognised on:		
— trade receivables	24,156	5,009
— amounts due from fellow subsidiaries	56,492	1,723
— amounts due from related companies	19,869	640
— amount due from non-controlling interests	(384)	500
— deposits for acquisition of properties	100	—
— other receivables	829	1,430
	101,062	9,302

Details of impairment assessment are set out in Note 32(a).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

10. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses (including directors' emoluments (Note 11)) comprise:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and other benefits	159,051	195,038
Contributions to retirement benefits scheme	13,190	27,491
	172,241	222,529

11. DIRECTORS' EMOLUMENTS (INCLUDING CHIEF EXECUTIVES) AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments (including Chief Executives)

The emoluments of each of the directors (including Chief Executives) for the year are set out below:

	Directors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Discretionary bonuses RMB'000	Contributions to retirement benefits scheme RMB'000	Total RMB'000
Year ended 31 December 2023					
Executive directors					
Mr. Han Shuguang	–	1,117	170	91	1,378
Ms. Rong Haiming*	–	184	–	60	244
Mr. Yi Ruofeng [#]	–	735	–	45	780
Ms. Tse Lai Wa	–	115	–	–	115
Non-executive director					
Mr. Fong Ming	115	–	–	–	115
Independent non-executive directors					
Mr. Leung Wai Hung	193	–	–	–	193
Dr. Liao Junping [^]	169	–	–	–	169
Mr. Tian Qiusheng	188	–	–	–	188
Mr. Du Chenhua	188	–	–	–	188
	853	2,151	170	196	3,370

* Ms. Rong resigned as a director of the Company on 28 September 2023.

[#] Mr. Yi resigned as a director of the Company on 30 November 2023.

[^] Dr. Liao resigned as a director of the Company on 16 November 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

11. DIRECTORS' EMOLUMENTS (INCLUDING CHIEF EXECUTIVES) AND FIVE HIGHEST PAID INDIVIDUALS (Continued)**(a) Directors' emoluments (including Chief Executives)** (Continued)

	Directors' fees RMB'000	Salaries, allowances and other benefits RMB'000	Discretionary bonuses RMB'000	Contributions to retirement benefits scheme RMB'000	Total RMB'000
Year ended 31 December 2022					
Executive directors					
Mr. Han Shuguang	–	1,275	93	94	1,462
Ms. Rong Haiming*	–	608	–	87	695
Mr. Yi Ruofeng#	–	619	25	87	731
Ms. Tse Lai Wa	–	120	–	–	120
Non-executive director					
Mr. Fong Ming	120	–	–	–	120
Independent non-executive directors					
Mr. Leung Wai Hung	187	–	–	–	187
Dr. Liao Junping^	185	–	–	–	185
Mr. Tian Qiusheng	185	–	–	–	185
Mr. Du Chenhua	185	–	–	–	185
	862	2,622	118	268	3,870

During the year, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group (2022: RMBNil). During the year, RMB375,000 (2022: RMBNil) is paid to Mr. Yi Ruofeng as compensation for non-renewal of employment agreement according to laws and regulations in the PRC. In addition, none of the directors waived or agreed to waive any remuneration during the year (2022: RMBNil).

The discretionary bonuses are determined by reference to the financial performance of the Group and the performance of the individual director for the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

11. DIRECTORS' EMOLUMENTS (INCLUDING CHIEF EXECUTIVES) AND FIVE HIGHEST PAID INDIVIDUALS *(Continued)*

(b) Five highest paid individuals

The five individuals with the highest emoluments in the Group included two directors (2022: three directors) of the Company during the year, whose emoluments are included in the analysis presented in Note 11(a). The emoluments of the remaining three (2022: two) non-directors, highest paid individuals for the year, are as follows:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and other benefits	1,467	1,047
Discretionary bonuses	339	–
Contributions to retirement benefits scheme	57	82
	1,863	1,129

During the year, no remuneration was paid by the Group to the highest paid individuals above as an inducement to join or upon joining the Group or as compensation for loss of office (2022: RMBNil).

The number of non-director, highest paid individuals whose emoluments fell within the following band:

	2023 Number of individuals	2022 Number of individuals
HK\$Nil to HK\$1,000,000 (equivalent to approximately RMBNil to RMB907,000)	3	2

The emoluments paid or payable to members of senior management were within the following band:

	2023 Number of individuals	2022 Number of individual
HK\$Nil to HK\$1,000,000 (equivalent to approximately RMBNil to RMB907,000)	3	1

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

12. INCOME TAX

(a) The amounts of income tax in the consolidated statement of comprehensive income represent:

	2023 RMB'000	2022 RMB'000
Current tax — PRC Enterprise Income Tax (“EIT”)		
— provision for the year	2,978	3,567
— (Over)/under provision in respect of prior years	(648)	916
	2,330	4,483
Deferred tax (<i>Note 12(c)</i>)	(12,704)	(5,523)
	(10,374)	(1,040)

Notes:

- (i) No Hong Kong profits tax has been provided as the Group has no estimated assessable profits arising in Hong Kong for the current and prior years.
- (ii) Under the PRC EIT Law, the Group’s PRC entities are subject to income tax at a rate of 25%, except for certain subsidiaries which qualified as small enterprises and micro businesses and enjoy preferential income tax rate of 5% (2022: 2.5% and 5%) respectively for the year ended 31 December 2023.
- (b) Income tax for the year can be reconciled to (loss)/profit before income tax per the consolidated statement of comprehensive income as follows:

	2023 RMB'000	2022 RMB'000
(Loss)/profit before income tax	(67,486)	30,672
Taxation calculated at PRC EIT rate of 25% (2022: 25%)	(16,872)	7,668
Tax effect of different tax rates of subsidiaries with low profits	(9,489)	(11,105)
Effect of different tax rates of subsidiaries operating in other jurisdictions	129	223
Tax effect of revenue not taxable for tax purposes	(3,394)	(2,457)
Tax effect of expenses not deductible for tax purposes	15,572	716
Tax effect of tax losses not recognised	4,458	3,226
Deferred tax on undistributed earnings of PRC subsidiaries	(130)	(227)
(Over)/under provision of tax expense in prior year	(648)	916
Income tax for the year	(10,374)	(1,040)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

12. INCOME TAX (Continued)

(c) Deferred tax

The movements in deferred tax liabilities and assets during the current and prior years are as follows:

	Tax losses RMB'000	Impairment of financial assets RMB'000	Fair value adjustments on acquisition of subsidiaries RMB'000	Undistributed earnings of a subsidiary in the PRC RMB'000	Total RMB'000
As at 1 January 2022	(676)	(2,040)	7,202	2,885	7,371
Acquisition of subsidiaries (Note 36(b))	-	(11)	1,500	-	1,489
Disposal of a subsidiary (Note 40)	-	-	(73)	-	(73)
Credited to profit or loss (Note 12(a))	(2,146)	(1,740)	(1,410)	(227)	(5,523)
As at 31 December 2022 and 1 January 2023	(2,822)	(3,791)	7,219	2,658	3,264
Credited to profit or loss (Note 12(a))	(390)	(10,799)	(1,385)	(130)	(12,704)
As at 31 December 2023	(3,212)	(14,590)	5,834	2,528	(9,440)

The following is the analysis of the deferred tax balances for financial reporting purposes:

	2023 RMB'000	2022 RMB'000
Deferred tax assets	17,802	6,613
Deferred tax liabilities	(8,362)	(9,877)
	9,440	(3,264)

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10% for the unremitted earnings of the PRC subsidiaries. The Group is therefore liable for withholding taxes on dividends distributed by the subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

12. INCOME TAX (Continued)

(c) Deferred tax (Continued)

As at 31 December 2023, no deferred tax liability was provided for the withholding tax that would be payable on certain unremitted earnings amounting to RMB239,288,000 (2022: RMB182,581,000). Such amount of unremitted earnings was expected to be retained by the PRC subsidiaries and not be remitted to a foreign investor in the foreseeable future based on management's estimation of funding requirements.

As at 31 December 2023, the Group had unused tax losses of approximately RMB37,635,000 (2022: RMB18,096,000) available for offset against future profits of certain subsidiaries.

The unused tax losses will be available within five to ten years (2022: five to ten years) for offsetting against future taxable profits of the companies in which the losses arose.

As at 31 December 2023, the Group did not have other material unrecognised deferred tax (2022: RMBNil).

13. DIVIDENDS

No dividend was paid or declared by the Company during the year (2022: Nil), nor has any dividend been proposed since the end of the current reporting period.

14. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the following data:

	2023	2022
(Loss)/profit for the year attributable to the owners of the Company (RMB'000)	(60,609)	18,163
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	400,000,000	400,000,000

Diluted (loss)/earnings per share are the same as basic (loss)/earnings per share as there were no dilutive potential ordinary shares outstanding for the years ended 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvements RMB'000	Furniture, fixtures and equipment RMB'000	Motor vehicles RMB'000	Computer equipment and software RMB'000	Construction in progress RMB'000	Total RMB'000
Cost							
As at 1 January 2022	2,891	4,279	960	712	10,565	–	19,407
Additions	–	387	50	85	757	–	1,279
Acquisition of subsidiaries (Note 36(b))	–	525	331	–	304	14	1,174
Transfer	–	14	–	–	–	(14)	–
Disposal of a subsidiary (Note 40)	–	–	(16)	–	(3,844)	–	(3,860)
Disposals	–	(984)	(37)	(547)	(424)	–	(1,992)
As at 31 December 2022 and 1 January 2023	2,891	4,221	1,288	250	7,358	–	16,008
Additions	1,564	1,146	462	1,243	2,504	–	6,919
Disposals	–	–	–	(15)	(129)	–	(144)
As at 31 December 2023	4,455	5,367	1,750	1,478	9,733	–	22,783
Accumulated depreciation							
As at 1 January 2022	(88)	(937)	(594)	(423)	(4,010)	–	(6,052)
Depreciation for the year	(144)	(972)	(225)	(60)	(1,956)	–	(3,357)
Disposal of a subsidiary (Note 40)	–	–	7	–	1,473	–	1,480
Eliminated on disposals	–	673	44	448	302	–	1,467
As at 31 December 2022 and 1 January 2023	(232)	(1,236)	(768)	(35)	(4,191)	–	(6,462)
Depreciation for the year	(193)	(1,307)	(243)	(94)	(1,521)	–	(3,358)
Eliminated on disposals	–	–	–	1	119	–	120
As at 31 December 2023	(425)	(2,543)	(1,011)	(128)	(5,593)	–	(9,700)
Net carrying amount							
As at 31 December 2023	4,030	2,824	739	1,350	4,140	–	13,083
As at 31 December 2022	2,659	2,985	520	215	3,167	–	9,546

16. LEASES

The Group entered into a number of lease agreements for the use of office and shop premises and car park spaces in the PRC with lease terms of from 2 to 7 years (2022: 3 years). Certain lease agreements contain options to extend or terminate the lease. Under certain lease agreements with the extension option, the rental amount and lease terms for extension period are subject to negotiation with respective landlords on an individual basis at the time of renewal.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

16. LEASES (Continued)

During the year ended 31 December 2023, the Group has closed a shop premise before the end of the lease. As a result of lease reassessment, right-of-use asset with cost of RMB348,000 and accumulated depreciation of RMB207,000 and the corresponding lease liabilities of RMB154,000 are derecognised upon early termination, which resulted in a gain on lease reassessment of RMB13,000 recognised as other income in profit or loss during the year (Note 8).

Due to the persistence of COVID-19 pandemic during the year ended 31 December 2022, the Group exercised termination options of certain leases. As a result of lease modifications, right-of-use assets with aggregate costs of RMB4,003,000 and accumulated depreciation of RMB859,000 and the corresponding lease liabilities of RMB3,237,000 were derecognised and accordingly, a gain on lease modifications of RMB93,000 was recognised as other income in profit or loss during the year (Note 8).

(a) Right-of-use assets

	Office and shop premises RMB'000
Cost	
As at 1 January 2022	4,351
Lease modifications	(4,003)
As at 31 December 2022 and 1 January 2023	348
Additions	1,299
Lease reassessment	(348)
As at 31 December 2023	1,299
Accumulated depreciation	
As at 1 January 2022	(411)
Depreciation for the year	(599)
Eliminated on lease modifications	859
As at 31 December 2022 and 1 January 2023	(151)
Depreciation for the year	(217)
Eliminated on lease reassessment	207
As at 31 December 2023	(161)
Net carrying amount	
As at 31 December 2023	1,138
As at 31 December 2022	197

Total cash outflow for leases included in the consolidated statement of cash flows:

	2023 RMB'000	2022 RMB'000
Within operating activities	7,982	6,462
Within financing activities	237	622
	8,219	7,084

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16. LEASES *(Continued)***(b) Lease liabilities**

	2023	2022
	RMB'000	RMB'000
Current liabilities	321	60
Non-current liabilities	880	150
	1,201	210

	Present value	Interest	Minimum lease payments
As at 31 December 2023	RMB'000	RMB'000	RMB'000
Not later than one year	321	16	337
Later than one year and not later than two years	236	14	250
Later than two years and not later than five years	612	80	692
After five years	32	12	44
	1,201	122	1,323

	Present value	Interest	Minimum lease payments
As at 31 December 2022	RMB'000	RMB'000	RMB'000
Not later than one year	60	1	61
Later than one year and not later than two years	120	6	126
Later than two years and not later than five years	30	2	32
	210	9	219

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17. TRADE RECEIVABLES

	2023	2022
	RMB'000	RMB'000
Trade receivables	142,599	121,423
Less: Impairment losses	(38,651)	(14,495)
	103,948	106,928

Trade receivables are mainly receivables of property management services income and real estate agency services income and no credit terms are granted generally. For property management services income, the customers are required to settle the invoices which are due on presentation. For real estate agency services income, the customers are required to settle the amounts due upon completion of services provided or pursuant to the terms and conditions of the relevant agreements. The ageing analysis of trade receivables (net of impairment losses) based on invoice date (which is also the due date) as at the end of the reporting period is as follows:

	2023	2022
	RMB'000	RMB'000
Within 1 year	64,456	87,029
1 to 2 years	32,977	17,326
Over 2 years	6,515	2,573
	103,948	106,928

The directors of the Company consider that the carrying amounts of trade receivables approximate their fair values.

No interest is charged on trade receivables.

In determining the recoverability of the trade receivables, the Group monitors any change in the credit quality of the trade receivables.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECLs provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Movements in the provision for impairment of trade receivables are shown in Note 32(a). For the year ended 31 December 2023, additional provision of RMB24,156,000 (2022: RMB5,009,000) and written off of RMBNil (2022: RMB13,000) were made against the gross amounts of trade receivables.

Trade receivables of one of the Company's subsidiaries with a maximum amount of approximately RMB28,152,000 (2022: RMBNil) were pledged as collateral to secure a bank loan of RMB19,930,000 (Note 29).

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18. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2023 RMB'000	2022 RMB'000
Rental and utility deposits	1,010	1,561
Prepayments (Note (a))	16,035	10,928
Other receivables and deposits (Note (b))	38,706	41,386
Payment on behalf of property owners	10,276	8,004
	66,027	61,879
Less: Impairment losses	(2,386)	(1,557)
	63,641	60,322

Movements in the loss allowance account in respect of other receivables and deposits during the year are as follows:

	2023 RMB'000	2022 RMB'000
As at 1 January	1,557	127
Impairment losses recognised during the year	829	1,430
As at 31 December	2,386	1,557

Notes:

- (a) The balance represents prepaid utilities, cleaning fee, fuel for motor vehicles and commissions to real estate agents. The remaining prepayments will be subsequently recognised as administrative expenses when the Group consumes the benefits of such expenses. For the prepaid commissions, it will be subsequently recognised as commission expenses and charged to profit or loss when the Group recognises the related real estate agency services income.
- (b) As at 31 December 2023, other receivables and deposits included refundable deposits paid to sub-contracted real estate agents of approximately RMB974,000 (2022: RMB1,855,000) in accordance with the underlying agreements to enable them to carry out the real estate agency services to the Group in the primary market projects situated in the PRC. The deposits will be released to the Group upon completion of the respective agreements with terms that are generally less than one year. The remaining balances mainly included deposits for car park, medical insurance, bidding for property management services and housing public maintenance fund.

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19. AMOUNTS DUE FROM/TO FELLOW SUBSIDIARIES, RELATED COMPANIES AND NON-CONTROLLING INTERESTS

The amounts due from/to fellow subsidiaries, related companies and non-controlling interests as at 31 December 2022 and 2023 are trade in nature, unsecured, and interest-free and they are obliged to settle the amounts due upon completion of services provided or pursuant to the terms and conditions of the relevant agreements. The related companies are investee companies of the Fineland Group and there are common directors between Fineland Group Holdings and the investee companies.

Included in the amounts due from fellow subsidiaries and non-controlling interests at the reporting date are earnest money of RMB13,508,000, after impairment losses of RMB17,411,000 (2022: RMB34,452,000) and RMBNil (2022: RMB8,550,000) respectively paid by the Group to the property developers enabling the Group to entitle to an exclusive agency right to sell properties relating to certain primary market projects in the PRC during an agreed period ("Exclusivity Period"). The earnest money will be released to the Group at the end of the Exclusivity Period as stipulated in the respective agreements.

The impairment policies on amounts due from fellow subsidiaries, related companies and non-controlling interests during the years ended 31 December 2022 and 2023 are set out in Note 32(a).

The ageing analysis of amounts due from fellow subsidiaries, related companies and non-controlling interests, based on invoice date (which is also the due date), is as follows:

	2023 RMB'000	2022 RMB'000
Amounts due from fellow subsidiaries	120,692	118,739
Less: Impairment losses	(58,215)	(1,723)
	62,477	117,016
Within 1 year	8,323	97,037
1 to 2 years	40,676	19,979
Over 2 years	13,478	–
	62,477	117,016

Movements in the loss allowance account in respect of amounts due from fellow subsidiaries during the year are as follows:

	2023 RMB'000	2022 RMB'000
As at 1 January	1,723	–
Impairment losses recognised during the year	56,492	1,723
As at 31 December	58,215	1,723

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19. AMOUNTS DUE FROM/TO FELLOW SUBSIDIARIES, RELATED COMPANIES AND NON-CONTROLLING INTERESTS *(Continued)*

	2023 RMB'000	2022 RMB'000
Amounts due from related companies	61,187	64,036
Less: Impairment losses	(20,509)	(640)
	40,678	63,396
Within 1 year	2,961	63,396
Over 1 year	37,717	–
	40,678	63,396

Movements in the loss allowance account in respect of amounts due from related companies during the year are as follows:

	2023 RMB'000	2022 RMB'000
As at 1 January	640	–
Impairment losses recognised during the year	19,869	640
As at 31 December	20,509	640

	2023 RMB'000	2022 RMB'000
Amounts due from non-controlling interests	1,660	10,728
Less: Impairment losses	(116)	(500)
	1,544	10,228
Within 1 year	950	10,228
Over 1 year	594	–
	1,544	10,228

Movements in the loss allowance account in respect of amounts due from non-controlling interests during the year are as follows:

	2023 RMB'000	2022 RMB'000
As at 1 January	500	–
Impairment losses recognised during the year	–	500
Impairment losses reversed during the year	(384)	–
As at 31 December	116	500

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19. AMOUNTS DUE FROM/TO FELLOW SUBSIDIARIES, RELATED COMPANIES AND NON-CONTROLLING INTERESTS *(Continued)*

The ageing analysis of amounts due to fellow subsidiaries, related companies and non-controlling interests based on invoice date (which is also the due date) as at the end of the reporting period is as follows:

	2023 RMB'000	2022 RMB'000
Amounts due to fellow subsidiaries		
Within 1 year	1,491	5,320
Over 1 year	449	–
	1,940	5,320

	2023 RMB'000	2022 RMB'000
Amounts due to related companies		
Within 1 year	–	19

	2023 RMB'000	2022 RMB'000
Amounts due to non-controlling interests		
Within 1 year	259	2,713

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 RMB'000	2022 RMB'000
Unlisted partnership investments, at fair value <i>(Note (a))</i>	3,950	3,715
Unlisted investments, at fair value <i>(Note (b))</i>	527	516
Contingent consideration receivable <i>(Note 22(b))</i>	3,855	–
	8,332	4,231
Categorised as:		
Non-current portion	3,950	3,715
Current portion	4,382	516
	8,332	4,231

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS *(Continued)*

Notes:

- (a) On 31 July 2023, the Group acquired 15% of the equity interests in Guangzhou Haofang Xihui Investment Partnership (L.P.) ("Guangzhou Haofang Xihui") from an independent third party for a cash consideration of RMB1,264,000. The objective of Guangzhou Haofang Xihui is to achieve capital appreciation through equity investments. Under the partnership agreement, the Group is one of the limited partners who do not have the power to participate in the financial and operating policy decisions of Guangzhou Haofang Xihui while the general partner, who is an independent third party, has the rights and power to administer the daily affairs of Guangzhou Haofang Xihui. The Group's maximum exposure to loss from its interest in the partnership is limited to the carrying amount of RMB1,078,000 (2022: RMBNil).

On 8 July 2022, the Group acquired 40% of the equity interests in Guangzhou Yijia Investment Partnership (L.P.) (formerly known as Shenzhen Lejia Yida Investment Partnership (L.P.) ("Guangzhou Yijia") from an independent third party for a cash consideration of RMB3,370,000. The objective of Guangzhou Yijia is to achieve capital appreciation through equity investments. Under the partnership agreement, the Group is one of the limited partners who do not have the power to participate in the financial and operating policy decisions of Guangzhou Yijia while the general partner, who is an independent third party, has the rights and power to administer the daily affairs of Guangzhou Yijia. The Group's maximum exposure to loss from its interest in the partnership is limited to the carrying amount of RMB2,872,000 (2022: RMB3,715,000).

As at 31 December 2023, the fair value of the partnership investments was RMB3,950,000 (2022: RMB3,715,000). The fair value loss of RMB1,029,000 (2022: gain of RMB346,000) on the partnership investments is recognised in "other income and gains, net" in the consolidated statement of comprehensive income (Note 8).

- (b) The unlisted investments were wealth management products issued by a bank in the PRC. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

The wealth management products are classified as current as the management expects to realise these financial assets within twelve months after the reporting period.

21. RESTRICTED BANK BALANCES, BANK BALANCES AND CASH

	2023 RMB'000	2022 RMB'000
Total bank balances and cash	90,778	118,837
Less: Restricted bank balances	(2,644)	(1,153)
Cash and cash equivalents	88,134	117,684

As at 31 December 2022 and 2023, restricted bank balances and bank balances carry interest at prevailing deposit rates.

As at 31 December 2023, included in the Group's restricted bank balances and bank balances is an amount of approximately RMB88,235,000 (2022: RMB116,445,000), which are deposits with banks in the PRC and denominated in RMB, and RMB is not a freely convertible currency.

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22. TRADE PAYABLES, CONTINGENT CONSIDERATION PAYABLE AND ACCRUALS AND OTHER PAYABLES**(a) Trade payables**

The amounts mainly represented the commissions payable to co-operative real estate agents and payable to the property management service providers. The ageing analysis of trade payables based on invoice date (which is also the due date) as at the end of the reporting period is as follows:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Within 1 year	58,256	72,878
Over 1 year	13,100	769
	71,356	73,647

The directors of the Company consider that the carrying amounts of trade payables approximate their fair values as at the end of the reporting period. Trade payables are interest-free and the normal trade credit terms granted to the Group range from 30 days to 180 days from the date of invoice.

(b) Contingent consideration payable

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Contingent consideration payable	–	7,337
Categorised as:		
Non-current portion	–	7,337

Contingent consideration payable/receivable represents the fair value of contingent consideration which may be paid or received in cash by the Group for the acquisition of Changsha Ji Yang Hong Property Management Co., Ltd. ("Ji Yang Hong") and Guangdong Yikang Property Service Co., Ltd. ("Yikang"). Details are disclosed below and in Note 36(b)(i).

On 30 July 2021, the Group entered into a share purchase agreement with independent third parties in relation to the acquisition of 51% of the equity interests in Ji Yang Hong at a cash consideration of RMB12,373,000 and contingent consideration up to RMB11,650,000 in aggregate. The contingent consideration will be paid by instalments in cash. The Group has right to adjust the consideration if conditions precedent, mainly net profit target for the years ended 31 December 2021, 2022 and 2023, are not fulfilled. As set out in the share purchase agreement, the performance target of net profit is at least RMB3,728,800, RMB3,952,500 and RMB4,189,600 for the years ended 31 December 2021, 2022 and 2023 respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

22. TRADE PAYABLES, CONTINGENT CONSIDERATION PAYABLE AND ACCRUALS AND OTHER PAYABLES *(Continued)*

(b) Contingent consideration payable *(Continued)*

As at 31 December 2022, contingent consideration of RMB6,186,000 has been paid as the condition precedent of operating profit target for 2021 was fulfilled. As the actual net profit for the year ended 31 December 2022 met the 2022 guaranteed profit, the consideration (second instalment) was added by RMB141,000 and recognised as fair value loss on contingent consideration payable for the year ended 31 December 2022 as set out in Note 8.

As at 31 December 2022, consideration of RMB1,615,000 and RMB5,722,000 for Yikang and Ji Yang Hong respectively will be payable in 2024.

As at 31 December 2023, the expected net profit of Yikang for the year ended 31 December 2023 did not meet the 2023 guaranteed profit and accordingly, the consideration was deducted by RMB5,470,000 which has been recognised as fair value gain on contingent consideration payable as set out in Note 8. The balance of the consideration of RMB3,855,000 is expected to be received in 2024 (Note 20).

As at 31 December 2023, the actual net profit of Ji Yang Hong for the year ended 31 December 2023 met the 2023 guaranteed profit and accordingly, the consideration (third instalment) was added by RMB464,000 which has been recognised as fair value loss for the year ended 31 December 2023 as set out in Note 8. The balance of the consideration of RMB6,186,000 is expected to be paid in 2024 (Note 22(c)).

(c) Accruals and other payables

	2023 RMB'000	2022 RMB'000
Accrued staff benefits	53,478	55,917
Deposits received <i>(Note)</i>	49,873	56,412
Temporary receipts from properties owners	3,003	3,465
Accrued utilities	6,052	6,144
Other tax payables	6,783	4,446
Consideration payable	6,186	–
Dividend payable to non-controlling interests of subsidiaries	999	–
Others	13,134	13,775
	139,508	140,159

Note:

Deposits received were mainly received from property owners as performance securities in relation to property management services agreements.

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23. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

	2023 RMB'000	2022 RMB'000
Contract liabilities from third parties	50,862	47,312

(i) Significant changes in contract liabilities

As at 31 December 2023, the contract liabilities mainly arose from the advance payments made by customers while the underlying services were yet to be provided.

(ii) Revenue recognised in relation to contract liabilities

The following table shows the amount of the revenue recognised in the reporting period that relates to carried-forward contract liabilities:

	2023 RMB'000	2022 RMB'000
Revenue recognised that was included in the contract liability balance at the beginning of the year		
Real estate agency services	92	1,191
Property management services	47,220	36,864
	47,312	38,055

(iii) Assets recognised from incremental cost to obtain a contract

During the years ended 31 December 2023 and 2022, there was no significant incremental cost to obtain a contract.

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24. SHARE CAPITAL

	Number	Amount HK\$'000
Ordinary shares at par value of HK\$0.01 each		
Authorised		
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	10,000,000,000	100,000

	Number	Amount HK\$'000	Amount RMB'000
Ordinary shares at par value of HK\$0.01 each			
Issued and fully paid			
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	400,000,000	4,000	3,403

25. RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. The nature and purpose of the reserves are as follows:

Share premium

Share premium is the excess of the proceeds received over the par value of the shares of the Company issued at a premium, less share issuing expenses.

Capital reserve

Capital reserve represents the difference between the fair value of the consideration paid and the carrying value of the subsidiaries acquired and was recorded in the equity.

Statutory reserve

In accordance with the relevant laws and regulations in the PRC and articles of association of the PRC subsidiaries, it is required to appropriate 10% of the annual net profits of the PRC subsidiaries, after offsetting any prior years' losses as determined under the relevant PRC accounting standards, to their respective statutory reserves before distributing any net profit. When the balances of the statutory reserves reach 50% of their respective registered capital, any further appropriation is at the discretion of equity owners.

Exchange reserve

This reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. This reserve is dealt with in accordance with the accounting policy in Note 4(k).

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26. GOODWILL

	2023 RMB'000	2022 RMB'000
Cost		
As at 1 January	47,646	31,333
Acquired through business combinations (<i>Note 36(b)</i>)	–	20,371
Disposal of a subsidiary (<i>Note 40</i>)	–	(4,058)
As at 31 December	47,646	47,646
Accumulated impairment losses		
As at 1 January and 31 December	–	–
Net carrying amount		
As at 31 December	47,646	47,646

As set out in Note 36(b)(i), the Group had acquired 60% of the equity interests in Guangdong Yikang Property Service Co., Ltd (“Yikang”) at a cash consideration of RMB17,199,000 and contingent consideration up to RMB5,793,000 in aggregate. At the date of the acquisition, other intangible asset arising from customer relationship of RMB6,000,000 (Note 27) and goodwill of RMB17,646,000 had been recognised during the year ended 31 December 2022.

As set out in Note 36(b)(ii), the Group had acquired 51% of the equity interests in Guangdong Juncheng Fangyuan Property Service Co., Ltd. (formerly known as Guangdong Juncheng Fangyuan Property Service Co., Ltd.) (“Juncheng”) at a cash consideration of RMB5,100,000. At the date of the acquisition, goodwill of RMB702,000 had been recognised during the year ended 31 December 2022.

As set out in Note 36(b)(iii), the Group had acquired 100% of the equity interests in Guiping Yuegui Huacheng Property Service Co., Ltd. (“Yuegui”) at a cash consideration of RMB400,000. At the date of the acquisition, goodwill of RMB2,023,000 had been recognised during the year ended 31 December 2022.

During the year ended 31 December 2021, the Group had acquired approximately 66.31% of the equity interests in Guangzhou Fineland E-Life Service Co., Ltd. (“Fineland E-Life”) at a cash consideration of RMB68,000,000. At the date of the acquisition, other intangible asset arising from customer relationship of RMB32,000,000 and goodwill of RMB5,528,000 had been recognised during the year ended 31 December 2021.

During the year ended 31 December 2021, the Group had acquired 100% of the equity interests in Guangzhou Fangheng Technology Co., Ltd. (“Fangheng Technology”) at a cash consideration of RMB4,500,000. At the date of the acquisition, other intangible asset arising from backlog of RMB1,459,000 and goodwill of RMB4,058,000 had been recognised during the year ended 31 December 2021.

During the year ended 31 December 2021, the Group had acquired 51% of the equity interests in Liuyang Jichuang Community Service Co., Ltd. (“Jichuang Community”) at a cash consideration of RMB255,000. At the date of the acquisition, goodwill of RMB183,000 had been recognised during the year ended 31 December 2021.

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26. GOODWILL (Continued)

During the year ended 31 December 2021, the Group had acquired 51% of the equity interests in Changsha Ji Yang Hong Property Management Co., Ltd. ("Ji Yang Hong") at a cash consideration of RMB12,373,000 and contingent consideration up to RMB11,650,000. At the date of the acquisition, goodwill of RMB21,564,000 had been recognised during the year ended 31 December 2021.

For the purpose of impairment testing, goodwill is allocated to the CGUs identified which are included in the property management services segment as follows:

	2023 RMB'000	2022 RMB'000
Fineland E-Life	5,528	5,528
Jichuang Community	183	183
Ji Yang Hong	21,564	21,564
Yikang	17,646	17,646
Juncheng	702	702
Yuegui	2,023	2,023
As at 31 December	47,646	47,646

The recoverable amount of the CGU to which the goodwill relates has been determined based on a value in use calculation with reference to a valuation performed by Cushman & Wakefield, an independent expert valuation firm. In addition to goodwill above, property, plant and equipment, right-of-use assets, and other intangible assets (including allocation of corporate assets) that generate cash flows together with the related goodwill are also included in the respective CGU for the purpose of impairment assessment. The calculation is based on financial budgets covering a five-year period approved by management and an extrapolation of expected cash flows with 2% (2022: 2–10%) growth rates. Key assumptions are based on past performance, management estimation on market development and general inflation based on the growth rates which did not exceed the long-term average growth rates for the business in which the CGU operates. The discount rate used for value in use calculations are pre-tax and reflect specific risks relating to the relevant CGU.

The key assumptions used for value in use calculations are as follows:

2023	Fineland E-Life	Jichuang Community	Ji Yang Hong	Yikang	Juncheng	Yuegui
Annual revenue growth/(recession) rate	(3%)–2%	2%	2%–8%	2%	(17%)–2%	2%
Discount rate	18%	14%	17%	17%	15%	14%

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26. GOODWILL (Continued)

2022	Fineland E-Life	Jichuang Community	Ji Yang Hong	Yikang	Juncheng	Yuegui
Annual revenue growth/(recession) rate	2%	2%	2%	2-10%	2%	2%
Discount rate	14%	12%	14%	14%	12%	11%

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amounts of each of the CGU to exceed their respective recoverable amounts.

As at 31 December 2023, the directors of the Company determined that no impairment provision on goodwill is required (2022: Nil).

27. OTHER INTANGIBLE ASSETS

	Customer relationship RMB'000	Backlog RMB'000	Total RMB'000
Cost			
As at 1 January 2022	32,000	1,459	33,459
Acquisition of subsidiaries (Note 36(b))	6,000	–	6,000
Disposal of a subsidiary (Note 40)	–	(1,459)	(1,459)
As at 31 December 2022, 1 January 2023 and 31 December 2023	38,000	–	38,000
Amortisation			
As at 1 January 2022	3,705	608	4,313
Amortisation for the year	5,417	365	5,782
Disposal of a subsidiary (Note 40)	–	(973)	(973)
As at 31 December 2022 and 1 January 2023	9,122	–	9,122
Amortisation for the year	5,542	–	5,542
As at 31 December 2023	14,664	–	14,664
Net carrying amount			
As at 31 December 2023	23,336	–	23,336
As at 31 December 2022	28,878	–	28,878

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28. DEPOSIT FOR ACQUISITION OF PROPERTIES

On 21 June 2023, Guangzhou Fineland Living Services Limited ("Fineland Living Services") (as the purchaser), an indirectly wholly-owned subsidiary of the Company, and an independent third party which is also a customer of the Group (as the vendor) entered into a settlement agreement, pursuant to which, Fineland Living Services has conditionally agreed to procure Fineland Living Services or its nominated subsidiary(ies) to pay a cash deposit of RMB3,988,000 (2022: RMBNil) and set-off the outstanding trade receivables of RMB15,951,000 owed to the Group by the vendor, by way of accepting the transfer of the properties with total market value of RMB20,000,000 from the vendor to the Group.

During the year ended 31 December 2023, the Group provided ECL allowance of RMB100,000 (2022: RMBNil) on the deposit.

As at 31 December 2023 and the date of issuance of these consolidated financial statements, the conditions precedent set out in the agreement have not been fulfilled.

The refundable deposit is classified as non-current as the management expects the conditions precedent will not be fulfilled within twelve months after the reporting period.

29. BANK BORROWINGS

	2023 RMB'000	2022 RMB'000
Bank borrowings, secured	19,366	35,730

As at 31 December 2023, the bank borrowings are as follows:

	2023 RMB'000	2022 RMB'000
Within one year or on demand	19,366	35,730

On 14 November 2023, the Group mutually agreed with the bank to extend the bank loan of approximately RMB19,930,000 until 14 November 2024. The extension of the bank loan was a result of renegotiation of the terms and did not constitute the breach of the banking facility. The directors of the Company consider that such extension does not represent a substantial modification of the banking facility and the extension did not result in the extinguishment of the financial liabilities. Accordingly, the Group has recognised a gain arising from loan modification of RMB668,000 in profit or loss for the year (Note 8).

Bank borrowings are denominated in RMB19,366,000 and carried interest at fixed rate of 4% per annum (2022: 4% per annum).

The bank loan is secured by certain trade receivables of one of the Company's subsidiaries with a maximum amount of approximately RMB28,152,000 (Note 17), a personal guarantee from the ultimate controlling shareholder, Mr. Fong Ming, corporate guarantees from the fellow subsidiaries and a legal charge over a fellow subsidiary's land and buildings (2022: a personal guarantee from the ultimate controlling shareholder, Mr. Fong Ming, corporate guarantees from the fellow subsidiaries and a legal charge over a fellow subsidiary's land and buildings). Subsequent to the end of the reporting period, the Group pledged approximately 68.9% equity interests in one of the Company's subsidiaries to secure the bank loan granted to the Group. At the date of issuance of the consolidated financial statements, there are no breach of loan covenants and default in loan repayments.

As at 31 December 2023, the Group had unutilised borrowing facilities amounting to RMBNil (2022: RMB4,270,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

30. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group entered into the following transactions with related parties:

	2023 RMB'000	2022 RMB'000
Real estate agency services income from fellow subsidiaries (Note 30(k))	6,847	25,909
Real estate agency services income from investee companies of fellow subsidiaries	1,027	24,740
Real estate agency services income from associates of fellow subsidiaries (Note 30(k))	3,588	6,026
Property management services income from fellow subsidiaries (Note 30(k))	8,199	11,080
Property management services income from related companies (Note 30(k))	554	554
Property management services income from associates of fellow subsidiaries (Note 30(k))	4,357	8,049
Property management service income from investee companies of fellow subsidiaries	1,356	300
Value-added services to non-property owners income from fellow subsidiaries (Note 30(k))	6,515	20,397
Value-added services to non-property owners income from associates of fellow subsidiaries (Note 30(k))	5,633	6,618
Value-added services to non-property owners income from investee companies of fellow subsidiaries	5,092	6,821
Other value-added services income from fellow subsidiaries (Note 30(k))	2,181	3,026
Other value-added services income from related companies (Note 30(k))	–	6
Other value-added services income from an associate of a fellow subsidiary (Note 30(k))	26	–
Sales of goods from fellow subsidiaries (Note 30(k))	–	427
Sales of goods from associates of fellow subsidiaries	19	127
Sales of goods from investee companies of fellow subsidiaries	–	96
Software service income from fellow subsidiaries	–	1,961
Software service income from related companies	–	19
Software service income from associates of fellow subsidiaries	–	261
Software service income from investee companies of fellow subsidiaries	–	61
Short-term leases expenses to fellow subsidiaries (Note 30(k))	6,376	4,170
Lease payments to a related party (Note)	–	219
Consultancy fee to a fellow subsidiary	990	300
Utilities to a fellow subsidiary	–	690

The above transactions were conducted on mutually agreed terms.

Note: The related party is a daughter of Ms. Tse Lai Wa, a director and a party to the ultimate controlling shareholder of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

30. RELATED PARTY TRANSACTIONS *(Continued)*

- (b) On 11 October 2017, the Group and Fineland Group Holdings, an intermediate holding company of the Company, entered into trademark license agreements (the "Trademark License Agreements"), pursuant to which Fineland Group Holdings agreed to grant to the Group an exclusive license to use certain trademarks registered by Fineland Group Holdings ("Licensed Trademarks") in Hong Kong and the PRC at nil consideration. The term of the Trademark License Agreements commences on the date thereof until the expiration date of the Licensed Trademarks.
- (c) On 11 October 2017, the Group and Fineland Group Holdings entered into a master agency service agreement, pursuant to which the Group agreed to provide real estate agency services in the primary property market to members of the Fineland Group for a term commencing from the date thereof to 31 December 2019. On 26 September 2018, the Group and Fineland Group Holdings entered into a supplemental master agency service agreement that extended the contract terms to 31 December 2020. On 3 September 2020, the Group and Fineland Group Holdings entered into a renewal master agency agreement for a further term of three years commencing on 1 January 2021 to 31 December 2023. On 25 October 2023, the Group and Fineland Group Holdings entered into a renewal master agency agreement for a further term of three years commencing on 1 January 2024 to 31 December 2026.
- (d) On 1 January 2020, the Group and Fineland Group Holdings entered into trademark license agreements (the "Trademark License Agreements"), pursuant to which certain companies of the Group are licensed to use certain trademarks owned by Fineland Group Holdings on a non-exclusive and royalty-free basis for the period from 1 January 2020 until the expiry of the trademarks.
- (e) On 28 January 2021, the Group and Fineland Group Holdings entered into a master property management services agreement, pursuant to which the Group agreed to provide property management services to Fineland Group for a term commencing from the date thereof to 31 December 2023.
- (f) On 28 January 2021, the Group and Guangdong Fineland Education Investment Limited ("Fineland Education") entered into a master property management services agreement, pursuant to which the Group agreed to provide property management services to Fineland Education and its subsidiaries ("Fineland Education Group") for a term commencing from the date thereof to 31 December 2023.
- (g) On 28 January 2021, the Group and Fineland Group Holdings entered into a master lease agreement, pursuant to which any Group company as tenant may continue, amend, renew the existing lease agreements or enter into new leases with Fineland Group for a term of three years commencing retrospectively from 1 January 2021 and ending on 31 December 2023. On 25 October 2023, the Group and Fineland Group Holdings entered into a renewal master lease agreement for a further term of three years commencing on 1 January 2024 to 31 December 2026.
- (h) On 10 June 2021, the Group and Mr. Fong Ming, a non-executive director and the ultimate controlling shareholder of the Company, (for and on behalf of his associates (excluding the Group)) entered into a master IT services agreement, pursuant to which the Group agreed to provide IT services to the associates of Mr. Fong Ming (excluding the Group) for a term commencing from 15 July 2021 to 31 December 2023. The master IT services agreement has ceased to take effect since the disposal of Fangheng Technology as detailed in Note 30(l).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

30. RELATED PARTY TRANSACTIONS *(Continued)*

- (i) On 25 October 2023, the Group and Mr. Fong Ming, a non-executive director and the ultimate controlling shareholder of the Company, (for and on behalf of his associates which included Fineland Group and Fineland Education Group (excluding the Group)) entered into a master property management services agreement for a terms of three years commencing on 1 January 2024 to 31 December 2026.

- (j) Compensation of key management personnel

Emoluments of key management personnel, who are executive directors of the Company, during the reporting period are set out in Note 11.

- (k) Applicability of the Listing Rules relating to connected transactions

The figures disclosed above in relation to real estate agency services income, property management services income, value-added services to non-property owners income, other value-added services income, sales of goods and short-term leases expenses included approximately RMB10,435,000, RMB10,806,000, RMB13,613,000, RMB2,207,000, RMB10,000 and RMB6,376,000 respectively which also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are set out in the section headed "Related Party Transactions" in the Directors' Report.

- (l) Disposal of a subsidiary

On 13 April 2022, the Group entered into a share purchase agreement with its fellow subsidiary, Guangzhou Yingda Investment Consulting Co., Ltd., for the disposal of 100% of the equity interests in Fangheng Technology at a cash consideration of RMB2,400,000 (Note 40).

- (m) Settlement of outstanding receivables

During the year ended 31 December 2023, the Group entered into a settlement agreement with a customer, which is also a fellow subsidiary of the Group, pursuant to which trade receivables of RMB1,643,000 owing from the customer to the Group are to be settled by the assignment of a property with fair value of RMB1,643,000 from the customer to the Group. The legal title of the property has been transferred to the Group during the year. Accordingly, amounts due from fellow subsidiaries with carrying amount of RMB1,643,000 were derecognised and the property was recognised as the buildings with purchase cost of RMB1,564,000 during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

31. CAPITAL MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of the gearing ratio. This ratio is calculated as total liabilities divided by total assets.

The gearing ratio as at the end of the reporting period was as follows:

	2023 RMB'000	2022 RMB'000
Total liabilities	305,365	336,331
Total assets	478,291	573,838
Gearing ratio	64%	59%

32. FINANCIAL RISK MANAGEMENT

(a) Credit risk

The Group's credit risk is primarily attributable to its trade receivables, deposits and other receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature and bank balances. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

(i) Bank balances

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and reputable banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

(ii) Trade receivables and amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for trade receivables, amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature. The Group measures the expected credit losses on a combination of individual and collective basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Credit risk *(Continued)*

(ii) Trade receivables and amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature *(Continued)*

Accordingly, the ECLs on amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature, were RMB58,215,000 (2022: RMB1,723,000), RMB20,509,000 (2022: RMB640,000) and RMB116,000 (2022: RMB500,000) respectively as at 31 December 2023 on an individual basis.

Trade receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision of impairment allowance. As at 31 December 2023, the balance of loss allowance in respect of these individually assessed receivables was RMB389,000 (2022: RMB389,000).

ECLs are estimated by grouping the remaining trade receivables based on shared credit risk characteristics. The ECLs also incorporate forward-looking information. The information about the Group's exposure to credit risk and ECLs for the remaining receivables as at 31 December 2022 and 2023 is set out in the table below.

(iii) Deposits and other receivables

The Group makes periodic collective assessment as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. During the year, the Group provided ECLs on other receivables of RMB829,000 (2022: RMB1,430,000).

The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECLs. The Group considers available reasonable and supportive forward-looking information and especially the following indicators are incorporated:

- 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 debtor's ability to meet its obligations;
- actual or expected significant changes in the operating results of individual property owner or the debtor;
- significant increases in credit risk on other financial instruments of the individual property owner or the debtor; and
- significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors and changes in the operating results of the debtor.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

As at 31 December 2023, loss allowance provision for trade receivables was determined as follows:

Real estate agency services

	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000	Net carrying amount RMB'000
Assessed collectively				
<i>Past due</i>				
Within 1 year	2.88%	1,251	(36)	1,215
1 to 2 years	10.17%	13,661	(1,389)	12,272
2 to 3 years	100%	1,061	(1,061)	–
Over 3 years	100%	61	(61)	–
Assessed individually				
Full expected loss	100%	389	(389)	–
Sub-total		16,423	(2,936)	13,487

Property management services

	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000	Net carrying amount RMB'000
Assessed collectively				
<i>Past due</i>				
Within 1 year	12.65%	72,399	(9,158)	63,241
1 to 2 years	32.53%	30,687	(9,982)	20,705
2 to 3 years	52.20%	13,631	(7,116)	6,515
Over 3 years	100%	9,459	(9,459)	–
Sub-total		126,176	(35,715)	90,461
Total		142,599	(38,651)	103,948

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

The impairment policies on amounts due from fellow subsidiaries, related companies and non-controlling interests during the year ended 31 December 2023 are based on the Group's internal credit risk grading assessment comprising the following categories:

Internal credit rating	Description	Amounts due from fellow subsidiaries, related companies and non-controlling interests
Stage 1	The counterparty has good ability of repayment, but may infrequently settle after due date	Lifetime ECL
Stage 2	The counterparty has enough ability of repayment, but may settle in full after due date	Lifetime ECL — not credit-impaired
Stage 3	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired

The table below details the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	Internal credit rating	12-month ECL or lifetime ECL	Gross carrying amount 2023 RMB'000
Trade receivables	17	N/A	Lifetime ECL – not credit-impaired Lifetime ECL – credit-impaired	142,210 389
Deposits and other receivables	18	Stage 1	12-month ECL	49,992
Amounts due from fellow subsidiaries	19	Stage 2 Stage 3	Lifetime ECL – not credit-impaired Lifetime ECL – credit-impaired	9,827 110,865
Amounts due from related companies	19	Stage 2	Lifetime ECL – not credit-impaired	61,187
Amounts due from non-controlling interests	19	Stage 1	Lifetime ECL	1,660
Restricted bank balances	21	Stage 1	12-month ECL	2,644
Bank balances and cash	21	Stage 1	12-month ECL	88,134

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

As at 31 December 2022, loss allowance provision for trade receivables was determined as follows:

	Expected loss rate %	Gross carrying amount RMB'000	Loss allowance RMB'000	Net carrying amount RMB'000
Assessed collectively				
<i>Past due</i>				
Within 1 year	3.99%	90,649	(3,620)	87,029
1 to 2 years	10.82%	19,428	(2,102)	17,326
2 to 3 years	30.98%	3,728	(1,155)	2,573
over 3 years	100%	7,229	(7,229)	–
Assessed individually				
Full expected loss	100%	389	(389)	–
Total		121,423	(14,495)	106,928

Movements in the loss allowance account in respect of trade receivables during the year are as follows:

	2023 RMB'000	2022 RMB'000
As at 1 January	14,495	9,499
Impairment losses recognised during the year	24,156	5,009
Impairment losses reversed during the year	–	(13)
As at 31 December	38,651	14,495

The increase in impairment loss allowance of approximately RMB24,156,000 (2022: RMB4,996,000) is primarily due to increase in gross carrying amount of credit impaired (assessed collectively) trade receivables.

Normally, the Group does not obtain collateral from customers.

As at 31 December 2022 and 2023, the Group has concentration of credit risk on amounts due from fellow subsidiaries, related companies and non-controlling interests which are trade in nature as the debtors were group entities under the Finland Group.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any other guarantee which would expose the Group to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 17.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT (Continued)**(b) Liquidity risk**

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group maintains a reasonable level of cash and cash equivalents. The Group finances its working capital requirements mainly through funds generated from operations.

The following tables show the remaining contractual maturities of the Group's financial liabilities at the end of the reporting period, based on undiscounted cash flows (including interest payments computed using contractual rates or if floating, based on rates ruling at the end of the reporting period) and at the earliest date the Group can be required to pay.

	Carrying amount RMB'000	Total contractual undiscounted cash flows RMB'000	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	Over 2 years RMB'000
As at 31 December 2023					
Trade payables	71,356	71,356	71,356	–	–
Accruals and other payables	139,508	139,508	139,508	–	–
Lease liabilities	1,201	1,323	337	250	736
Amounts due to fellow subsidiaries	1,940	1,940	1,940	–	–
Amounts due to non-controlling interests	259	259	259	–	–
Bank borrowings	19,366	19,930	19,930	–	–
	233,630	234,316	233,330	250	736

	Carrying amount RMB'000	Total contractual undiscounted cash flows RMB'000	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000
As at 31 December 2022					
Trade payables	73,647	73,647	73,647	–	–
Contingent consideration payable	7,337	8,328	–	8,328	–
Accruals and other payables	135,713	135,713	135,713	–	–
Lease liabilities	210	219	61	126	32
Amounts due to fellow subsidiaries	5,320	5,320	5,320	–	–
Amounts due to related companies	19	19	19	–	–
Amounts due to non-controlling interests	2,713	2,713	2,713	–	–
Bank borrowings	35,730	36,963	36,963	–	–
	260,689	262,922	254,436	8,454	32

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Currency risk

Currency risk to the Group is minimal as most of the Group's transactions are carried out in the respective functional currencies of the group entities.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from short term bank borrowings at fixed rate which expose the Group to fair value interest rate risk. The Group considers that its exposure to interest rate risk is insignificant in the absence of interest-bearing financial liabilities with contractual period exceeding one year.

(e) Fair value estimation

All financial instruments are carried at amounts not materially different from their fair values due to their short term nature.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2023				
Financial assets at FVTPL				
— Wealth management products	—	—	527	527
— Unlisted partnership investment	—	—	3,950	3,950
— Contingent consideration receivable	—	—	3,855	3,855
	—	—	8,332	8,332
Financial liabilities at FVTPL				
— Consideration payable	—	—	(6,186)	(6,186)

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2022				
Financial assets at FVTPL				
— Wealth management products	—	—	516	516
— Unlisted partnership investment	—	—	3,715	3,715
	—	—	4,231	4,231
Financial liabilities at FVTPL				
— Contingent consideration payable	—	—	(7,337)	(7,337)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Fair value estimation *(Continued)*

The fair values of wealth management products are categorised within Level 3 of the fair value hierarchy which is measured based on significant unobservable inputs and has been estimated by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair value of partnership investment is categorised within Level 3 of the fair value hierarchy and is determined by using the discounted cashflow technique which is based on the following significant unobservable inputs:

	As at 31 December 2023	As at 31 December 2022
Discount for lack of marketability	15.7%	15.7%
Weighted average cost of capital	14.0%	13.6%
Long-term revenue growth rate	2.0%	2.0%

The fair values of contingent consideration receivable and payable are categorised within Level 3 of the fair value hierarchy and is determined using probabilities at which each net profit target would be achieved.

Financial instruments	Valuation technique	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
As at 31 December 2023				
Contingent consideration receivable — Yikang	Discounted cashflow	Expected revenue	RMB39,459,000	Increase in expected revenue and net profit would result in decrease in fair value
		Expected net profit	RMB5,006,000–5,796,000	

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Fair value estimation *(Continued)*

Financial instruments	Valuation technique	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
As at 31 December 2022				
Contingent consideration payable — Ji Yang Hong	Discounted cashflow	Expected revenue	RMB37,492,000	Increase in expected revenue and net profit would result in increase in fair value
		Expected net profit	RMB8,592,000	
Contingent consideration payable — Yikang	Discounted cashflow	Expected revenue	RMB37,784,000	Increase in expected revenue and net profit would result in increase in fair value
		Expected net profit	RMB6,829,000	

There were no transfers between levels of the fair value hierarchy during the year.

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

Financial assets at FVTPL	2023 RMB'000	2022 RMB'000
As at 1 January	4,231	500
Additions	1,264	3,370
Total gains or losses:		
— in profit or loss (included in other income and gains, net)	(1,018)	361
— Fair value gain on contingent consideration	3,855	—
As at 31 December	8,332	4,231

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

32. FINANCIAL RISK MANAGEMENT *(Continued)***(e) Fair value estimation** *(Continued)*

Contingent consideration receivable/(payable)	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
As at 1 January	(7,337)	(11,767)
Acquisition of the subsidiaries <i>(Note 36(b))</i>	–	(5,793)
Settlement	–	6,186
Total gains or losses:		
— in profit or loss (included in other income and gains, net)	5,006	4,037
As at 31 December	(2,331)	(7,337)
Representing:		
Contingent consideration receivable included in financial assets at fair value through profit or loss <i>(Note 20)</i>	3,855	–
Consideration payable included in accruals and other payables <i>(Note 22(c))</i>	(6,186)	–
Contingent consideration payable <i>(Note 22(b))</i>	–	(7,337)
	(2,331)	(7,337)
Total net gains recognised in profit or loss relating to financial instruments held by the Group at the reporting date	3,988	4,398

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

33. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised as at 31 December 2023 is categorised as follows:

	2023 RMB'000	2022 RMB'000
Financial assets:		
Financial assets at FVTPL	8,332	4,231
Financial assets measured at amortised cost		
Trade receivables	103,948	106,928
Deposits and other receivables	47,606	49,394
Amounts due from fellow subsidiaries	62,477	117,016
Amounts due from related companies	40,678	63,396
Amounts due from non-controlling interests	1,544	10,228
Restricted bank balances	2,644	1,153
Bank balances and cash	88,134	117,684
	347,031	465,799
Financial liabilities:		
Financial liabilities at FVTPL	6,186	7,337
Financial liabilities measured at amortised cost	226,243	260,479
Other financial liabilities — lease liabilities	1,201	210

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2023, the Group entered into a settlement agreement with a customer, which is also a fellow subsidiary of the Group, pursuant to which trade receivables of RMB1,643,000 owing from the customer to the Group are to be settled by the assignment of a property with fair value of RMB1,643,000 from the customer to the Group. The legal title of the property has been transferred to the Group during the year. Accordingly, amounts due from fellow subsidiaries with carrying amount of RMB1,643,000 were derecognised and the property was recognised as the buildings with purchase cost of RMB1,564,000 during the year.

During the year ended 31 December 2023, the Group had additions to right-of-use assets and lease liabilities of RMB1,299,000 and RMB1,342,000 respectively in respect of lease arrangements for office and shop premises.

There are no major non-cash transactions for the year ended 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)**(b) Reconciliation of liabilities arising from financing activities**

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities RMB'000	Bank borrowings RMB'000	Total RMB'000
At 1 January 2023	210	35,730	35,940
Changes from cash flows:			
Payment of principal portion of lease payments	(197)	–	(197)
Payment of interest portion of lease payments	(40)	–	(40)
Proceeds from bank borrowings	–	4,270	4,270
Repayment of bank borrowings	–	(20,070)	(20,070)
Interest paid	–	(1,329)	(1,329)
Total changes from financing cash flows	(237)	(17,129)	(17,366)
Other changes:			
Reassessment of leases (Note 16)	(154)	–	(154)
Gain on loan modification (Note 29)	–	(668)	(668)
New lease liabilities	1,342	–	1,342
Interest expenses of lease liabilities	40	–	40
Interest expenses	–	1,433	1,433
Total other changes	1,228	765	1,993
At 31 December 2023	1,201	19,366	20,567
	Lease liabilities RMB'000	Bank borrowings RMB'000	Total RMB'000
At 1 January 2022	3,988	–	3,988
Changes from cash flows:			
Payment of principal portion of lease payments	(541)	–	(541)
Payment of interest portion of lease payments	(81)	–	(81)
Proceeds from bank borrowings	–	75,730	75,730
Repayment of bank borrowings	–	(40,000)	(40,000)
Interest paid	–	(1,107)	(1,107)
Total changes from financing cash flows	(622)	34,623	34,001
Other changes:			
Modification of leases (Note 16)	(3,237)	–	(3,237)
Interest expenses of lease liabilities	81	–	81
Interest expenses	–	1,107	1,107
Total other changes	(3,156)	1,107	(2,049)
At 31 December 2022	210	35,730	35,940

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FOR THE YEAR ENDED 31 DECEMBER 2023

35. DEFINED CONTRIBUTION RETIREMENT SCHEME

The employees of the Group in the PRC are members of state-managed retirement benefit schemes operated by the local governments in the PRC. The Group is required to contribute a specified percentage of the qualifying payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions. There were no forfeited contributions under the retirement benefit schemes.

36. ACQUISITION OF SUBSIDIARIES

(a) Acquisition of business for the year ended 31 December 2023

There was no acquisition of subsidiaries during the year ended 31 December 2023.

(b) Acquisition of business for the year ended 31 December 2022

- (i) On 25 October 2021, the Group entered into a share purchase agreement with Shanghai Lvbaoyuan Business Management Partnership (Limited Partnership), a limited partnership established under the laws of PRC, ultimately owned by independent third parties, to acquire 60% of the equity interests in Guangdong Yikang Property Service Co., Ltd. (the "Yikang Acquisition") at a cash consideration of RMB17,199,000 and contingent consideration up to RMB5,793,000 in aggregate. The contingent consideration will be paid or received by instalments in cash. The Group has the right to adjust the consideration if the related targets on Yikang, mainly net profit targets for the years ended 31 December 2021, 2022 and 2023, are not fulfilled. As at 31 December 2022, there was no payment of contingent consideration. As set out in the relevant agreement, the performance target of operating profits is at least RMB5,086,000, RMB5,594,000 and RMB6,154,000 in 2021, 2022 and 2023 respectively. As the actual net profit for the year ended 31 December 2021 did not meet the 2021 guaranteed profit, approximately RMB10.7 million was deducted from the consideration. As the deduction amount exceeded the third instalment, pursuant to the share purchase agreement, the vendor agreed to pay the purchaser the difference between the deduction amount and the third instalment, which is approximately RMB5.5 million. As the actual net profit for the year ended 31 December 2022 did not meet the 2022 guaranteed profit, the consideration was deducted by RMB4,178,000 and recognised as fair value gain on contingent consideration payable set out in Note 8.

Yikang is a property management services provider based in Dongguan, Guangdong Province of the PRC. The Yikang Acquisition can further expand the Group's property management portfolio in the Greater Bay Area market in the PRC. The Group obtained control over Yikang on the date of completion of the Yikang Acquisition which took place on 9 February 2022.

The fair value of the contingent consideration payable as at 9 February 2022 was determined based on a valuation performed by an independent valuer applying probability weighted scenario analysis at a discount rate of 3%. According to the valuation results, the fair value of such contingent arrangement of RMB5,793,000 as at the end of the reporting period is expected to be paid in 2024 and was presented separately on the consolidated statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of business for the year ended 31 December 2022 *(Continued)*

- (ii) On 28 October 2021, the Group entered into a share purchase agreement with independent third parties in relation to the acquisition of 51% of the equity interests in Guangdong Juncheng Fangyuan Property Service Co., Ltd. (formerly known as Guangdong Juncheng Property Service Co., Ltd.) (the “Juncheng Acquisition”) at a cash consideration of RMB5,100,000. Juncheng is principally engaged in the provision of property management services. The Juncheng Acquisition can allow the Group to provide high quality property management services to customers. The Group obtained control over Juncheng on the date of completion of the Juncheng Acquisition which took place on 31 January 2022.
- (iii) On 31 August 2022, the Group had acquired 100% of the equity interests in Guiping Yuegui Huacheng Property Service Co., Ltd. from independent third parties at a cash consideration of RMB400,000 (the “YG Acquisition”). Yuegui is principally engaged in the provision of property management services. The YG Acquisition added new project in Guangxi province into the Group’s property management services. The Group obtained control over Yuegui on the date of completion of the YG Acquisition. The YG Acquisition was completed on 31 August 2022.
- (iv) These acquisitions were accounted for as acquisition of business using the acquisition method.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	Yikang RMB’000	Juncheng RMB’000	Yuegui RMB’000	Total RMB’000
Purchase consideration				
Cash paid	17,199	5,100	400	22,699
Contingent consideration	5,793	–	–	5,793
	22,992	5,100	400	28,492

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

36. ACQUISITION OF SUBSIDIARIES (Continued)

(b) Acquisition of business for the year ended 31 December 2022 (Continued)

(iv) (Continued)

	Yikang RMB'000	Juncheng RMB'000	Yuegui RMB'000	Total RMB'000
Recognised amounts of identifiable assets acquired and liabilities assumed				
Property, plant and equipment (Note 15)	814	304	42	1,160
Construction in progress (Note 15)	14	–	–	14
Deferred tax assets (Note 12(c))	–	11	–	11
Other intangible asset (Note 27)	6,000	–	–	6,000
Trade receivables	1,134	2,978	–	4,112
Amount due from a fellow subsidiary	9,000	–	–	9,000
Prepayments, deposits and other receivables	3,227	8,620	610	12,457
Cash at banks and in hand	3,072	992	355	4,419
Trade payables	(25)	(223)	–	(248)
Amounts due to fellow subsidiaries	–	(1,076)	–	(1,076)
Amount due to a non-controlling interest	(1,647)	–	–	(1,647)
Accruals and other payables	(5,238)	(1,052)	(2,415)	(8,705)
Contract liabilities	(5,941)	(1,889)	(215)	(8,045)
Deferred tax liabilities (Note 12(c))	(1,500)	–	–	(1,500)
Total identifiable net assets/ (liabilities)	8,910	8,665	(1,623)	15,952
Less: Non-controlling interests	(3,564)	(4,267)	–	(7,831)
Net assets acquired	5,346	4,398	(1,623)	8,121
Goodwill (Note 26)	17,646	702	2,023	20,371
Total consideration	22,992	5,100	400	28,492
Net cash outflows arising from the acquisitions				
Total cash consideration paid	17,199	5,100	400	22,699
Less: Cash consideration paid in prior year	(8,600)	(1,000)	–	(9,600)
Cash consideration paid in the current year	8,599	4,100	400	13,099
Cash at banks and in hand acquired	(3,072)	(992)	(355)	(4,419)
Net cash outflows on acquisitions	(5,527)	(3,108)	(45)	(8,680)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

36. ACQUISITION OF SUBSIDIARIES (Continued)

(b) Acquisition of business for the year ended 31 December 2022 (Continued)

Acquisition-related costs of RMB93,000 were charged to administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2022.

The trade receivables, other receivables and amount due from a fellow subsidiary acquired with a fair value of RMB25,045,000 as at the date of acquisitions had gross contractual amounts of RMB25,097,000. The best estimate at acquisition date of contractual cash flows not expected to be collected amounted to RMB52,000.

The fair value of other intangible asset acquired in business combination was estimated by an independent valuer using income approach. This approach estimates the future economic benefits and costs attributed to the customer relationship of the acquiree. The key assumptions in determining the fair value of customer relationship included revenue growth rate, profit margin and discount rate.

The non-controlling interests arising from the acquisition of respective subsidiaries were measured by reference to the proportionate share of the acquirees' net assets at the acquisition dates.

Goodwill arose on the acquisition of subsidiaries because of the expected future development of acquirees' business, improvement on market coverage, enriching the service portfolio, integrating value-added services, and improvement on management efficiency, etc.. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Impact of acquisition on the results of the Group

Since the acquisition dates, Yikang, Juncheng and Yuegui in aggregate had contributed RMB45,089,000 and RMB2,270,000 to the Group's revenue and profit for the year ended 31 December 2022 respectively. If the acquisition had occurred on 1 January 2022, the Group's revenue and profit would have been RMB516,431,000 and RMB32,031,000 respectively. This pro forma information was for illustrative purposes only and was not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be a projection of future performance.

37. NON-CONTROLLING INTERESTS

Particulars of material non-controlling interests ("NCI") are as follows:

Name of subsidiary	Ownership interests held by non-controlling interests	
	2023	2022
Fineland E-Life	31.07%	31.73%
Ji Yang Hong	49%	49%
Yikang	40%	40%

In 2023, Guangzhou Fangrun Living Service Co., Ltd. further acquired approximately 0.66% (2022: 1.96%) of the equity interests in Fineland E-life, and the equity interests held by NCI decreased from 31.73% to 31.07% (2022: 33.69% to 31.73%).

The NCI of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

37. NON-CONTROLLING INTERESTS *(Continued)*

Summarised financial information in relation to the material NCI, before intra-group eliminations, is presented below:

(a) Finland E-Life

	2023 RMB'000	2022 RMB'000
For the year ended 31 December		
Revenue	318,584	321,006
(Loss)/profit for the year	(5,530)	15,778
Total comprehensive income	(5,530)	15,778
(Loss)/profit allocated to NCI	(726)	7,893
Dividends paid to NCI	4,311	1,000
For the year ended 31 December		
Cash flows from operating activities	13,258	(41,175)
Cash flows from investing activities	(8,016)	849
Cash flows from financing activities	(20,041)	33,539
Net cash outflows	(14,799)	(6,787)
As at 31 December		
Current assets	281,848	313,475
Non-current assets	45,903	34,609
Current liabilities	201,210	211,883
Non-current liabilities	5,753	6,063
Net assets	120,788	130,138
Accumulated NCI	41,416	46,796

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

37. NON-CONTROLLING INTERESTS (Continued)

(b) Ji Yang Hong

	2023 RMB'000	2022 RMB'000
For the year ended 31 December		
Revenue	29,356	36,602
Profit for the year	3,519	6,740
Total comprehensive income	3,519	6,740
Profit allocated to NCI	1,724	3,303
Dividends paid to NCI	–	–
For the year ended 31 December		
Cash flows from operating activities	4,540	(1,071)
Cash flows from investing activities	73	82
Cash flows from financing activities	–	–
Net cash inflows/(outflows)	4,613	(989)
As at 31 December		
Current assets	33,559	24,149
Non-current assets	2,314	2,548
Current liabilities	19,651	13,994
Non-current liabilities	–	–
Net assets	16,222	12,703
Accumulated NCI	7,949	6,225

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

37. NON-CONTROLLING INTERESTS (Continued)

(c) Yikang

	2023 RMB'000	2022 RMB'000
For the year ended 31 December		
Revenue	41,355	32,089
Profit for the year	2,824	2,185
Total comprehensive income	2,824	2,185
Profit allocated to NCI	1,130	874
Dividends paid to NCI	–	–
For the year ended 31 December		
Cash flows from operating activities	4,601	4,196
Cash flows from investing activities	(522)	(28)
Cash flows from financing activities	(80)	–
Net cash inflows	3,999	4,168
As at 31 December		
Current assets	33,520	38,606
Non-current assets	9,018	8,465
Current liabilities	27,659	34,820
Non-current liabilities	960	1,156
Net assets	13,919	11,095
Accumulated NCI	5,568	4,438

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

37. NON-CONTROLLING INTERESTS *(Continued)*

Acquisition of additional interests in a subsidiary

During the year ended 31 December 2023, the Group acquired additional 0.66% of the equity interests in Fineland E-Life at a cash consideration of RMB750,000 and acquired additional 49% of the equity interests in Guangzhou Cheng Hui Property Consultancy Limited ("Cheng Hui") at a cash consideration of RMB295,000. Following the acquisitions, the Group had approximately 68.93% and 100% ownership interests in Fineland E-Life and Cheng Hui respectively. The transactions have been accounted for as an equity transaction with the non-controlling interests as follows:

	E-Life RMB'000	Cheng Hui RMB'000	2023 Total RMB'000
Consideration paid for additional ownership interests	750	295	1,045
Carrying amount of non-controlling interests acquired	(833)	(815)	(1,648)
Increase in equity attributable to owners of the Company (included in capital reserve)	(83)	(520)	(630)

During the period from January 2022 to July 2022, the Group acquired additional 1.96% of the equity interests in Fineland E-Life at a cash consideration of RMB2,191,000. Following the acquisition, the Group had approximately 68.27% ownership interests. The transaction was accounted for as an equity transaction with the non-controlling interests as follows:

	2022 RMB'000
Consideration paid for 1.96% ownership interests	2,191
Carrying amount of non-controlling interests acquired	(2,322)
Increase in equity attributable to owners of the Company (included in capital reserve)	131

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FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2023 are as follows:

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Directly held:							
Fineland Property Services Holdings Limited	The BVI 16 February 2017 Limited liability company	The PRC	50,000 shares of US\$50,000	200 shares of US\$200	100%	100%	Investment holding
Indirectly held:							
Fineland Real Estate Services Limited	Hong Kong 16 June 2016 Limited liability company	The PRC	10 shares of HK\$10	10 shares of HK\$10	100%	100%	Investment holding
Guangzhou Fineland Living Services Limited* 廣州方園生活服務有限公司	The PRC 17 March 1997 Limited liability company	The PRC	HK\$60,000,000	HK\$60,000,000	100%	100%	Provision of real estate consultation, agency, market analysis and marketing services
Guangzhou Fang Yuan Bao Network and Technology Limited* 廣州房緣寶網絡科技有限公司	The PRC 17 June 2015 Limited liability company	The PRC	RMB5,000,000	RMB5,000,000	100%	100%	Provision of online property referral and agency services
Guangzhou Hai Yuan Bao Investment Consultancy Limited* 廣州海緣寶投資諮詢有限公司	The PRC 13 May 2016 Limited liability company	The PRC	RMB300,000	RMB300,000	100%	100%	Provision of property agency services
Guangzhou Fang Qin Real Estate Agency Limited* 廣州方勤房地產代理有限公司	The PRC 30 May 2018 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	100%	100%	Provision of property agency services
Guangzhou Fang Ying Real Estate Agency Limited* 廣州方贏房地產代理有限公司	The PRC 31 May 2018 Limited liability company	The PRC	RMB1,010,000	RMB1,000,000	100%	100%	Investment holding
Guangzhou Cheng Hui Property Consultancy Limited* 廣州誠匯地產顧問有限公司	The PRC 25 October 2018 Limited liability company	The PRC	RMB1,000,000	RMB600,000	100%	51%	Provision of property agency services
Guangzhou Fanghong Property Agency Limited* 廣州方弘房地產代理有限公司	The PRC 30 April 2020 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	100%	100%	Provision of property agency services
Guangzhou Fangrun Life Service Co., Ltd.* 廣州方潤生活服務有限公司	The PRC 6 May 2020 Limited liability company	The PRC	RMB1,010,000	RMB 1,000,000	100%	100%	Investment holding

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FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Guangzhou Fangyuan Asset Management Real Estate Agency Co., Ltd.* 廣州方圓資產房地產代理有限公司	The PRC 20 April 2021 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	100%	100%	Provision of property agency services
Guangzhou Fangyuan Real Estate Agency Co., Ltd.* 廣州方圓房產房地產代理有限公司	The PRC 22 April 2021 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	100%	100%	Provision of property agency services
Guangzhou Fineland E-Life Service Co., Ltd. 廣州方圓現代生活服務股份有限公司	The PRC 8 November 1996 Limited liability company	The PRC	RMB45,000,000	RMB45,000,000	69%	68%	Provision of professional property management services and value-added services to non-property owners
Changsha Ji Yang Hong Property Management Co., Ltd.* 長沙市齊陽紅物業管理有限公司	The PRC 24 April 2014 Limited liability company	The PRC	RMB3,000,000	RMB3,000,000	51%	51%	Provision of property management services
Liuyang Jichuang Community Service Co., Ltd.* 瀏陽市齊創社區服務有限公司	The PRC 21 June 2019 Limited liability company	The PRC	RMB500,000	RMB500,000	51%	51%	Provision of community value-added services
Huizhou Zhongkai High-tech Zone Jinbao Security Services Co., Ltd.* 惠州仲愷高新區金豹保安服務有限公司	The PRC 11 August 2016 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	69%	68%	Provision of security services
Guangzhou Weiyao Business Service Co., Ltd.* 廣州微耀商務服務有限公司	The PRC 16 December 2008 Limited liability company	The PRC	RMB1,010,000	RMB500,000	69%	68%	Provision of community value-added services
Guangzhou Fangyuan Huayue Property Service Management Co., Ltd.* 廣州方圓華悅物業服務管理有限公司	The PRC 4 March 2020 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	69%	68%	Provision of property management services
Guangzhou Fangyuan Pengyue Property Service Co., Ltd.* 廣州方圓鵬悅物業服務有限公司	The PRC 18 January 2021 Limited liability company	The PRC	RMB1,000,000	RMB400,000	69%	68%	Provision of property management services
Guangzhou Youhao Property Management Co., Ltd.* 廣州有好物業管理有限公司	The PRC 24 June 2009 Limited liability company	The PRC	RMB6,000,000	RMB3,000,000	69%	68%	Provision of property management services

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Guangzhou Quanyi Property Management Co., Ltd.* 廣州全意物業管理有限公司	The PRC 9 June 2009 Limited liability company	The PRC	RMB500,000	RMB 500,000	69%	68%	Provision of property management services
Guangzhou Fangyuan Commercial Property Management Co., Ltd.* 廣州方園商業物業管理有限公司	The PRC 23 December 2011 Limited liability company	The PRC	RMB500,000	RMB500,000	69%	68%	Provision of property management services
Guangzhou One Time Fangyuan Property Service Co., Ltd.* 廣州壹時光方園物業服務有限公司	The PRC 12 November 2020 Limited liability company	The PRC	RMB500,000	RMB20,000	69%	68%	Provision of property management services
Zhuhai Fangyuan Property Management Co., Ltd.* 珠海市方園物業管理有限公司	The PRC 1 April 2008 Limited liability company	The PRC	RMB1,000,000	RMB1,000,000	69%	68%	Provision of property management services
Luoding Fangxian Property Service Co., Ltd.* 羅定市方現物業服務有限公司	The PRC 14 October 2019 Limited liability company	The PRC	RMB1,000,000	RMB300,000	69%	68%	Provision of property management services
Yunan Fangxian Property Management Co., Ltd.* 郁南縣方現物業管理有限公司	The PRC 31 October 2019 Limited liability company	The PRC	RMB1,000,000	RMB180,000	69%	68%	Provision of property management services
Huaiji Fangyuan Property Service Co., Ltd.* 懷集縣方園物業服務有限公司	The PRC 10 April 2018 Limited liability company	The PRC	RMB2,000,000	RMB810,000	69%	68%	Provision of property management services
Zhuhai Fangyuan Modern Technology Investment Co., Ltd.* 珠海方園現代科技投資有限公司	The PRC 21 October 2016 Limited liability company	The PRC	RMB10,000,000	RMB1,000,000	69%	68%	Provision of property management services
Wenchang Fangxian Property Service Co., Ltd.* 文昌市方現物業服務有限公司	The PRC 5 November 2020 Limited liability company	The PRC	RMB500,000	RMB100,000	69%	68%	Provision of property management services

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FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Jiangmen Fangyuan Hengjun Property Service Co., Ltd.* 江門方圓恒駿物業服務有限公司	The PRC 13 June 2018 Limited liability company	The PRC	RMB2,000,000	RMB1,000,000	69%	68%	Provision of property management services
Suzhou Weiren Business Service Co., Ltd.* 蘇州微仁商務服務有限公司	The PRC 30 April 2021 Limited liability company	The PRC	RMB500,000	RMB10,000	69%	68%	Provision of community value-added services
Guangzhou Weixiang Business Service Co., Ltd.* 廣州微享商務服務有限公司	The PRC 29 July 2019 Limited liability company	The PRC	RMB500,000	RMBNil	69%	68%	Provision of community value-added services
Guangzhou Weiyu Business Service Co., Ltd.* 廣州微譽商務服務有限公司	The PRC 25 July 2019 Limited liability company	The PRC	RMB500,000	RMB70,000	69%	68%	Provision of community value-added services
Guangzhou Nansha Fangyuan Property Service Co., Ltd.* 廣州南沙方圓物業服務有限公司	The PRC 12 May 2020 Limited liability company	The PRC	RMB500,000	RMB500,000	69%	68%	Provision of property management services
Guangzhou Nansha Fangyuan Leju Property Service Co., Ltd.* 廣州南沙方圓樂居物業服務有限 公司	The PRC 26 October 2020 Limited liability company	The PRC	RMB500,000	RMB400,000	69%	68%	Provision of property management services
Meizhou Fangxian Property Service Co., Ltd.* 梅州市方現物業服務有限公司	The PRC 16 June 2020 Limited liability company	The PRC	RMB500,000	RMB240,000	69%	68%	Provision of property management services
Zhongshan Fangyuan Property Management Co., Ltd.* 鐘山縣方圓物業管理有限公司	The PRC 30 April 2019 Limited liability company	The PRC	RMB1,000,000	RMB270,000	69%	68%	Provision of property management services
Heshan Fangyuan Property Service Co., Ltd.* 鶴山市方圓物業服務有限公司	The PRC 12 January 2021 Limited liability company	The PRC	RMB500,000	RMB190,000	69%	68%	Provision of property management services

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FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Huizhou Fangxian Jiahe Property Service Co., Ltd.* 惠州方現嘉合物業服務有限公司	The PRC 22 June 2021 Limited liability company	The PRC	RMB500,000	RMB200,000	69%	68%	Provision of property management services
Guangzhou Fangyuan Dazhengchang Property Service Co., Ltd.* 廣州方圓大征場物業服務有限公司	The PRC 20 May 2021 Limited liability company	The PRC	RMB500,000	RMBNil	69%	68%	Provision of property management services
Guangzhou Nansha Fangxian Property Service Co., Ltd.* 廣州南沙方現物業服務有限公司	The PRC 6 August 2021 Limited liability company	The PRC	RMB500,000	RMBNil	69%	68%	Provision of property management services
Guangzhou Weizhen Business Service Co., Ltd.* 廣州微臻商務服務有限公司	The PRC 6 May 2022 Limited liability company	The PRC	RMB500,000	RMBNil	69%	68%	Provision of community value-added services
Guangzhou Juncheng Fangyuan Property Services Co., Ltd.* 廣州筠城方圓物業服務有限公司	The PRC 31 March 2020 Limited liability company	The PRC	RMB10,000,000	RMB10,000,000	51%	51%	Provision of property management services
Guangdong Yikang Property Services Co., Ltd.* 廣東益康物業服務有限公司	The PRC 2 November 2010 Limited liability company	The PRC	RMB5,000,000	RMB5,000,000	60%	60%	Provision of property management services
Dongguan Yiyuankang Property Service Co., Ltd.* 東莞市益元康物業服務有限公司	The PRC 29 December 2021 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Dongguan Lizhen Property Service Co., Ltd.* 東莞市利貞物業服務有限公司	The PRC 25 July 2022 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Meizhou Yirunkang Property Service Co., Ltd.* 梅州市益潤康物業服務有限公司	The PRC 4 August 2022 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place and date of incorporation/ establishment and type of legal entity	Place of operations	Authorised/ registered capital	Issued and fully paid capital/paid in capital	Effective interest held by the Company		Principal activities
					2023	2022	
Guiping Yuegui Huacheng Property Service Co., Ltd.* 桂平市粵桂花城物業服務有限公司	The PRC 13 June 2006 Limited liability company	The PRC	RMB500,000	RMB500,000	60%	60%	Provision of property management services
Dongguan Hengyuantai Property Service Co., Ltd.* 東莞市恒元泰物業服務有限公司	The PRC 25 July 2022 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Meizhou Yiyuankang Property Service Co., Ltd.* 梅州市益元康物業服務有限公司	The PRC 20 August 2021 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Guangzhou Hengyuanchang Property Service Co., Ltd.* 廣州市恒源昌物業服務有限公司	The PRC 8 August 2022 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Changsha Ji Yang Hong Living Services Co., Ltd.* 長沙市霽陽紅生活服務有限公司	The PRC 8 December 2022 Limited liability company	The PRC	RMB1,000,000	RMBNil	51%	51%	Provision of property management services
Liuyang Ji Yang Hong Chuang Living Services Co., Ltd.* 瀏陽市霽陽紅創生活服務有限公司	The PRC 13 February 2023 Limited liability company	The PRC	RMB500,000	RMBNil	51%	N/A	Provision of property management services
Liuyang Ji Yang Hong Fangchuang Property Services Co., Ltd.* 瀏陽市霽陽紅方創物業服務有限公司	The PRC 28 August 2023 Limited liability company	The PRC	RMB500,000	RMBNil	51%	N/A	Provision of property management services
Meizhou Yihengkang Property Services Co., Ltd.* 梅州市益合康物業服務有限公司	The PRC 15 August 2022 Limited liability company	The PRC	RMB500,000	RMBNil	60%	60%	Provision of property management services
Guangzhou Litong Business Service Co., Ltd.* 廣州立通商務服務有限公司	The PRC 27 May 2022 Limited liability company	The PRC	RMB500,000	RMBNil	69%	68%	Provision of community value-added services

* The English translated names are for identification purpose only.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(Continued)*

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. All these subsidiaries operate in the PRC. The principal activities of these subsidiaries are summarised as follows:

Principal activities	Principal place of business	Number of subsidiaries	
		2023	2022
Investment holding	The PRC	1	1
Inactive	The PRC	12	13

39. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	2023 RMB'000	2022 RMB'000
Non-current asset		
Interests in subsidiaries	9,283	14,008
Current asset		
Bank balances and cash	47	36
Current liabilities		
Accruals and other payables	2,349	1,429
Amounts due to subsidiaries	19,361	18,446
Total current liabilities	21,710	19,875
Net current liabilities	(21,663)	(19,839)
Total assets less current liabilities	(12,380)	(5,831)
Net liabilities	(12,380)	(5,831)
Capital and reserves		
Share capital	3,403	3,403
Reserves <i>(Note)</i>	(15,783)	(9,234)
Total deficits	(12,380)	(5,831)

Approved and authorised for issue by the board of directors on 30 April 2024.

Han Shuguang
Executive Director

Tse Lai Wa
Executive Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

39. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION (Continued)

Note:

Reserves of the Company

	Share premium RMB'000	Capital reserve RMB'000	Exchange reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
As at 1 January 2022	51,677	922	1,129	(57,850)	(4,122)
Loss for the year	–	–	–	(4,738)	(4,738)
<i>Other comprehensive income</i>					
Exchange differences on translation to presentation currency	–	–	(374)	–	(374)
Total comprehensive income for the year	–	–	(374)	(4,738)	(5,112)
As at 31 December 2022 and 1 January 2023	51,677	922	755	(62,588)	(9,234)
Loss for the year	–	–	–	(6,452)	(6,452)
<i>Other comprehensive income</i>					
Exchange differences on translation to presentation currency	–	–	(97)	–	(97)
Total comprehensive income for the year	–	–	(97)	(6,452)	(6,549)
As at 31 December 2023	51,677	922	658	(69,040)	(15,783)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

40. DISPOSAL OF A SUBSIDIARY

On 13 April 2022, the Group entered into a share purchase agreement with its fellow subsidiary, Guangzhou Yingda Investment Consulting Co., Ltd., which is owned as to 100% by the common shareholder, Mr. Fong Ming, the Company's non-executive director, pursuant to which the Group agreed to sell the entire equity interests in a subsidiary, Guangzhou Fangheng Technology Co., Ltd. ("Fangheng Technology"), at a cash consideration of RMB2,400,000. The disposal of Fangheng Technology was completed on 13 April 2022 (the "Date of Disposal"). The net liabilities of Fangheng Technology at the Date of Disposal were as follows:

	RMB'000
Property, plant and equipment (Note 15)	2,380
Other intangible asset (Note 27)	486
Trade receivables	97
Amounts due from fellow subsidiaries	5,256
Amounts due from related companies	467
Prepayments, deposits and other receivables	2,930
Cash at banks and in hand	4
Trade payables	(402)
Amounts due to fellow subsidiaries	(8,995)
Accruals and other payables	(2,309)
Contract liabilities	(173)
Deferred tax liabilities (Note 12(c))	(73)
Net liabilities	(332)
Goodwill (Note 26)	4,058
Net assets disposal of	3,726
Loss on disposal (Note 8)	(1,326)
Total cash consideration	2,400
Net cash outflow arising from the disposal:	
Cash consideration	2,400
Less: Consideration receivable from the purchaser included in other receivables as at 31 December 2022	(2,400)
Consideration received by cash in the year ended 31 December 2022	–
Cash at banks and in hand disposed of	(4)
Net cash outflow on disposal	(4)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

41. COMMITMENTS AND CONTINGENT LIABILITIES

(a) Capital commitment

At the end of the reporting period, the Group did not have any significant capital commitment (2022: RMBNil).

(b) Contingent liability

At the end of the reporting period, the Group did not have any significant contingent liability (2022: RMBNil).

42. SHARE OPTION SCHEME

Pursuant to the resolution passed by the shareholders of the Company on 23 October 2017, the adoption of the share option scheme of the Company (the "Scheme") was approved to enable the Company to grant share options to eligible persons as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees. Eligible participants of the Scheme include any director or employee (whether full time or part time), consultant or adviser of the Group who in the sole discretion of the directors has contributed to and/or will contribute to the Group.

The Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Scheme on 23 October 2017. The exercise price for any share under the Scheme shall be a price determined by the directors and notified to each grantee and shall be not less than the highest of (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day; (ii) an amount equivalent to the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option and (iii) the nominal value of a share on the date of grant.

The maximum aggregate number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other share option schemes of the Company, must not, in aggregate, exceed 10% of the total number of shares in issue from time to time. No share options may be granted under the Scheme and any other share option schemes of the Company if this will result in such limit being exceeded.

There is no general requirement on the minimum period for which a share option must be held or the performance targets which must be achieved before a share option can be exercised under the terms of the Scheme. However, at the time of granting any share option, the directors may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the share options to be held and/or the performance targets to be achieved as the directors may determine in its absolute discretion.

During the years ended 31 December 2022 and 2023, there were no share options granted, exercised, cancelled or lapsed under the Scheme.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

43. NON-ADJUSTING EVENTS AFTER THE REPORTING DATE

- (a) On 6 December 2023, Finland Living Services, an indirectly wholly-owned subsidiary of the Company, (as the Purchaser) and Guangzhou Finland Real Estate Development Limited, a company incorporated in the PRC with limited liability and is ultimately wholly owned by Mr. Fong Ming, non-executive director of the Company, (as Vendor A) entered into a settlement agreement, pursuant to which, Finland Living Services has conditionally agreed to set-off the first batch outstanding trade receivables of approximately RMB13.1 million owed to the Group by subsidiaries of Vendor A, by way of accepting the transfer of the first batch properties from the subsidiaries of Vendor A to the Group. The set-off is conditional upon all the conditions precedent set out in the settlement agreement and a supplemental agreement to the settlement agreement having been obtained and fulfilled by 30 June 2024.

Upon the fulfillment of the conditions precedent by 30 June 2024 and completion of the transfer of first batch properties, amounts due from fellow subsidiaries with carrying amounts of RMB13.1 million will be set off by the recognition of non-current deposits paid for acquisition of investment properties for the transfer of the first batch properties of RMB13.1 million measured at fair value. It will be recognised as investment properties after the transfer of the titles of the first batch properties subject to the fair value measurement with impact reflected in profit or loss in future.

Further details are set out in the announcements of the Company dated 6 December 2023, 22 December 2023 and 25 January 2024, and the circular of the Company dated 22 December 2023.

At the date of issuance of these consolidated financial statements, the conditions precedent of certain first batch properties set out in the settlement agreement and the supplemental agreement to the settlement agreement have not been fulfilled.

- (b) On 6 December 2023, Finland Living Services (as the Purchaser), Vendor A and Guangzhou Zengcheng Fangyuan Mingsheng Real Estate Limited, a company incorporated in the PRC with limited liability and is ultimately controlled by independent third parties (Vendor B) entered into another settlement agreement, pursuant to which, Finland Living Services has conditionally agreed to set-off the second batch outstanding trade receivables of approximately RMB2.7 million owed to the Group by a subsidiary of Vendor A (for approximately RMB2.1 million) and Vendor B (for approximately RMB0.6 million), by way of accepting the transfer of the second batch properties from Vendor B to the Group. The set-off is conditional upon all the conditions precedent set out in the settlement agreement and a supplemental agreement to the settlement agreement having been obtained and fulfilled by 30 June 2024.

Upon the fulfillment of the conditions precedent by 30 June 2024 and completion of the transfer of the second batch properties, amounts due from fellow subsidiaries with carrying amounts of RMB2.1 million and trade receivables of RMB0.6 million will be set off by the recognition of non-current deposits for acquisition of investment properties for the transfer of the second batch properties of RMB2.7 million measured at fair value. It will be recognised as investment properties after the transfer of the titles of the second batch properties subject to the fair value measurement with impact reflected in profit or loss in future.

Further details are set out in the announcements of the Company dated 6 December 2023, 22 December 2023 and 25 January 2024, and the circular of the Company dated 22 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

43. NON-ADJUSTING EVENTS AFTER THE REPORTING DATE *(Continued)*

(b) (Continued)

At the date of issuance of these consolidated financial statements, the conditions precedent of certain second batch properties set out in the settlement agreement and the supplemental agreement to the settlement agreement have not been fulfilled.

(c) On 24 January 2024, Mr. Fong Ming, a controlling shareholder of the Company and the non-executive director, and Mansion Green Holdings Limited ("Mansion Green") entered into a share transfer agreement with an independent third party, Huiyu Investment Holdings Limited ("Huiyu Investments"), a company wholly-owned by Mr. Huang Peng. Pursuant to the share transfer agreement, Mr. Fong Ming and Mansion Green conditionally agreed to sell, and Huiyu Investment conditionally agreed to purchase, 60,000,000 shares of the Company ("Shares"), representing 15.00% of the total issued share capital of the Company, at a cash consideration of HK\$4,998,000 (being HK\$0.0833 per Share) (the "Disposal"). The share transfer agreement is conditional upon, among others, completion of the Share Swap (as defined below).

To facilitate the Disposal, Aspiring Vision Holdings Limited ("Aspiring Vision"), Stand Smooth Group Limited ("Stand Smooth") and Mansion Green entered into a share swap agreement on 24 January 2024 (the "Share Swap Agreement"), pursuant to which Aspiring Vision conditionally agreed to transfer its 30% shareholding interests in Mansion Green to Stand Smooth in exchange for Mansion Green transferring to Aspiring Vision 64,800,000 shares, representing 16.20% of the total issued share capital of the Company (the "Share Swap").

On 24 January 2024, Mr. Fong Ming, Ms. Tse Lai Wa and Mr. Huang Peng entered into a deed of concert parties (the "Deed") to formalise their relationship as parties acting in concert in respect of the Company, and Mr. Fong Ming will continue to be the leader of the concert group with Mr. Huang Peng added as a new member. The Deed takes effect upon completion of the Share Swap and the Disposal.

Further details are set out in the announcement of the Company dated 24 January 2024.

FIVE YEARS FINANCIAL SUMMARY

	For the year ended 31 December				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Results					
Revenue	426,784	511,945	571,408	276,725	256,275
(Loss)/profit before income tax	(67,486)	30,672	31,293	21,992	32,350
Income tax	10,374	1,040	(2,028)	(10,317)	(9,933)
(Loss)/profit for the year	(57,112)	31,712	29,265	11,675	22,417
	As at 31 December				
	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Assets and liabilities					
Total assets	478,291	573,838	454,171	219,913	210,398
Total liabilities	(305,365)	(336,331)	(249,121)	(77,857)	(81,803)
Net assets	172,926	237,507	205,050	142,056	128,595

Note:

The summary above does not form part of the audited consolidated financial statements.