



中國新城市商業發展有限公司

China New City Commercial Development Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1321

Annual Report 2018 年報



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Dong Shuixiao (*Chief Executive Officer*)
Ms. Jin Ni (*Vice Chairperson and Vice President*)
Ms. Tang Yiyan (*Vice President*)

Non-executive Director

Mr. Shi Kancheng (alias Shi Zhongan) (*Chairperson*)

Independent Non-executive Directors

Mr. Ng Sze Yuen, Terry (*Vice Chairperson*)
Mr. Xu Chengfa
Mr. Yim Chun Leung

Company Secretary

Mr. Chiu Ngam (resigned on 22 February 2019)
Mr. Ng Mo Chun (appointed on 22 February 2019)

REGISTERED OFFICE

Cricket Square
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Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE IN THE PRC

Room 1201, 12th Floor
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Xiaoshan, Hangzhou
Zhejiang Province
the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4003-4, 40th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

董事會

執行董事

董水校先生 (*行政總裁*)
金妮女士 (*副主席及副總裁*)
唐怡燕女士 (*副總裁*)

非執行董事

施侃成先生 (又名施中安) (*主席*)

獨立非執行董事

吳士元先生 (*副主席*)
須成發先生
嚴振亮先生

公司秘書

趙岩先生 (於2019年2月22日辭任)
吳武振先生 (於2019年2月22日獲委任)

註冊辦事處

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

中國總辦事處

中國
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杭州蕭山區
北幹街道
恒隆廣場2座
12樓1201室

香港主要營業地點

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港灣道26號
華潤大廈
40樓4003-4室

COMPANY'S WEBSITE

www.chinanewcity.com.cn

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
Royal Bank House-3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Limited, Hong Kong Branch
Agricultural Bank of China Co., Ltd., Xiaoshan Branch
Bank of China Ltd., Hangzhou Xiaoshan Branch
Bank of Communications Co., Ltd., Zhejiang Province Branch
China Merchants Bank Co., Ltd., Hangzhou Xiaoshan Branch
China Minsheng Banking Corp., Ltd. Hangzhou Branch
Industrial Bank Co., Ltd., Hangzhou Branch
Ping An Bank Co., Ltd., Ningbo Branch
Bank of Jiangsu Co., Ltd., Hangzhou Branch
Industrial and Commercial Bank of China Co. Ltd., Xiaoshan Branch
Industrial and Commercial Bank of China Co. Ltd., Lishui Branch
Bank of East Asia (China) Co., Ltd., Hangzhou Branch

LEGAL ADVISERS AS TO HONG KONG LAWS

Chiu & Partners

AUDITORS

Ernst and Young

INVESTOR RELATIONS

Capital Markets Department
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主要股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House-3rd Floor
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Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

中國農業銀行股份有限公司香港分行
中國農業銀行股份有限公司蕭山分行
中國銀行股份有限公司杭州蕭山分行
交通銀行股份有限公司浙江省分行
招商銀行股份有限公司杭州蕭山分行
中國民生銀行股份有限公司杭州分行
興業銀行股份有限公司杭州分行
平安銀行股份有限公司寧波分行
江蘇銀行股份有限公司杭州分行
中國工商銀行股份有限公司蕭山分行
中國工商銀行股份有限公司麗水分行
東亞銀行(中國)有限公司杭州分行

香港法律方面的法律顧問

趙不渝 馬國強律師事務所

核數師

安永會計師事務所

投資者關係

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Chairperson's Statement 主席報告



Dear shareholders,

On behalf China New City Commercial Development Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”), I am pleased to present the annual results of the Group for the year ended 31 December 2018 (“the year under review”).

REVIEW OF RESULTS

During the year under review, the revenue of the Group was approximately RMB1,925 million, representing a significant increase of approximately 550% as compared with that of 2017. Our property business reported sales of nearly RMB1,578 million reaching a record high. The gross profit of the Group was approximately RMB340 million, representing an increase of 152% as compared with that of 2017. The loss of the Group will decrease to RMB219 million (2017: RMB359 million), when taking no account of gain or loss investment properties fair value movement of the year.

致各位股東：

本人謹代表中國新城市商業發展有限公司（「本公司」）連同其附屬公司（統稱「本集團」），欣然提呈本集團截至2018年12月31日止年度（「回顧年度」）之全年業績。

業績回顧

於回顧年度內，本集團的營業額約為人民幣19.25億元，較2017年大幅增加了約550%。物業確認銷售規模將近人民幣15.78億元創歷年銷售結轉的金額記錄。本集團毛利約為人民幣3.40億元，較2017年增加152%。當未計及年內投資物業公允價值之損益時，本集團虧損為約人民幣2.19億元（2017年：人民幣3.59億元）。

During the year under review, the Group recorded a loss attributable to equity holder of approximately RMB244 million, decreasing by RMB732 million as compared with that of 2017; and the basic loss per share was approximately RMB0.13, decreasing by RMB0.40 as compared with that of 2017. The board of directors do not recommend the payment of any final dividend for the year under review (2017: nil).

MARKET AND BUSINESS REVIEW

In 2018, the economy of China faced both internal and external challenges due to the escalation of China-US trade friction, the increasing downturn pressure of domestic economy, slowing down growth of international demands and an export which fell short of expectation. The macroeconomic environment faced by the property industry became more complicated, but the control policies showed no sign of easing and even more control measures were issued and implemented by the government. Based on the core principle of "housing for living in, not for speculation", the market further followed the control policies of the industry which underwent a gradual transformation from suppressing demand to increasing supply to optimize the supply structure.

於回顧年內，本集團錄得權益持有人應佔虧損約為人民幣2.44億元，較2017年利潤減少了人民幣7.32億元；及每股基本虧損約為人民幣0.13元，較2017年減少人民幣0.40元。董事會不建議派發回顧年度末期利息（2017年：無）。

市場及業務回顧

2018年，中國經濟經歷了內外承壓的一年。中美貿易摩擦持續升級，國內經濟下行壓力加大，國際需求增速放緩，出口不及預期。房地產行業調控面臨的宏觀經濟環境更加複雜，但政策調控力度依然不減，調控措施層出不窮。市場圍繞「房住不炒」的主基調，不斷深化房地產調控政策，並逐漸從傳統的需求端抑制向供給側增加進行轉變，優化供應結構。



As a commercial property developer and operator, the Group is committed to developing commercial complexes in the Yangtse River Delta and other major economic regions. Under the business model of combining sale and lease, the Group strategically diversified its revenue sources and return periods. Meanwhile, through adhering to the corporate mission of “creating new urban life” and the strategic guiding principle of “focusing on the demand of the public”, and based on its existing business and sophisticated development and investment concepts, the Group further developed its health, film, television and culture, hospitality, and cultural tourism segments and extended their presence to the whole Yangtse River Delta area.

The year 2018 was first year of the Group's “Three-year Strategy” and also the year in which various work initiatives was implemented. Property, commerce, culture, tourism, health, services and other segments continued to develop steadily. During the year under review, though faced with challenging market environment, the Group worked together and tackled various difficulties to further develop all the business segments. Not only improvements been made in the major activities such as hotel management and commercial operation, but also breakthroughs have made with respect to film, television and culture, health and cultural tourism and satisfactory results have been achieved for the exploration of new segments such as smart agriculture and bed and breakfast asset trading center.

1. Property Sales

The Xixi New City, located at riverside of the Xixi Wetland in the West Lake District of Hangzhou, achieved remarkable result and made remarkable contribution to Group's property sales result during the year under review by virtue of its superior geographical location, good reputation and intelligent home design. And the commercial and service apartments project Jia Run Mansion in the International Office Center (“IOC”) (Plot A3) continued to make contribution to stabilizing the Group's property sales revenue. The IOC project is adjacent to the Hangzhou Olympic and International Expo Center where the venue of 2016 Group of Twenty (G20) Summit and the sports venue of the 2022 Asian Games are located, and it is directly across the river from Hangzhou's political and cultural center Qianjiang New Town, therefore it is warmly welcomed by the market due to its favorable geographical location. The Company has commenced the development of Plot A2 in this year to assure the steady growth of property sales revenue.

本集團為商用物業發展商及運營商，致力於在長三角地區及其它主要經濟區域開發商業綜合體。集團沿用出售和出租相結合的業務模式，策略性的分散收入來源及回報時期。同時，本集團堅持以「創造城市新生活」為企業使命，以「專注大眾需求」為戰略指導思想，依託現有的商業產業，運用自身成熟的開發投資理念帶動健康養生、影視文化、酒店、文化旅遊等四大產業的新發展，板塊佈局輻射整個長三角區域。

2018年是本集團實施三年戰略的開局之年，也是各項工作舉措的落實之年。房產、商業、文化、旅遊、健康、服務等多方產業都繼續穩健發展。回顧年度內，面對不利的市場環境，本集團群策群力，攻堅克難，繼續對各個產業進行拓展發展。不僅在酒店管理及商業運營等主營業務方面有所提升，在影視文化、健康醫養及文化旅遊方面也有了新的突破，同時又增加了智慧農業及民宿資產交易中心等業務拓展，取得了令人較為滿意的結果。

1. 物業銷售

位於杭州西湖區西溪濕地河畔的西溪新城市，憑藉優越的地理位置、良好的口碑和智能化的家居設計，屢創佳績，為本集團在回顧年度內的物業銷售做出了重要貢獻。國際辦公中心（「IOC」）A3地塊的商業及服務式公寓項目嘉潤公館繼續為穩定本集團的物業銷售收入貢獻力量。項目比鄰2016年二十國集團（G20）峰會的召開場地以及2022年亞運會承辦體育場館—杭州奧體博覽城，隔江對望杭州政治與文化中心錢江新城，因其優越的地理位置備受市場青睞。公司已於今年內開始開發A2地塊，以保證物業銷售收入的穩定發展。

2. Property Leasing

The Group's current property leasing income has increased significantly as compared with that of last year, and was mainly derived from the Highlong Plaza in Xiaoshan Hangzhou and the Zhong An Intime City. In order to enhance its influence in the local area, the shopping mall section of the Highlong Plaza has entered into asset optimization project and merchant portfolio adjustment since April 2016. The Highlong Plaza upon upgrade increased the proportion of merchants catering for children's food and beverages, living and services with more differentiation and experience elements and witnessed gradual improvement in operating efficiency.

3. Hotel Operations

In respect of hotel operations, the Zhong An Holiday Inn hotel in Xiaoshan Hangzhou operated well. In addition, the Group's brand hotels Hangzhou Qiandao Lake Bright Resort Hotel and Huaibei Bright Hotel both achieved satisfactory operation result. The opening in succession of these two brand hotels has injected new momentum to the hotel segment of the Group. Benefiting from significant increase of leasable hotel rooms, the Group has recorded continual growth of operation revenue in hotel segment.

2. 物業租賃

目前本集團的物業租賃收入較去年有較大幅度增長，其收入主要來自位於杭州蕭山的恒隆廣場及眾安銀泰城。為鞏固在當地的影響力，恒隆廣場的商場部分自2016年4月開始進入資產優化工程和商戶組合調整。升級改造後的恒隆廣場增加了差異化和體驗元素更多的兒童、餐飲和生活服務業態的商戶佔比，經營效益逐步提升。

3. 酒店營運

酒店運營方面，位於杭州蕭山的眾安假日酒店營運狀況良好。除此之外，本集團的品牌酒店杭州千島湖伯瑞特度假酒店和淮北伯瑞特酒店運營情況理想。兩間品牌酒店的陸續開業，為本集團的酒店板塊業務注入新的動力。受惠於可出租酒店房間數量的顯著增多，本集團酒店板塊的營業收入錄得持續增長。



4. New Emerging Business

For the commerce and real estate business, the Group will further adjust its business model and optimizes its operating structure, and will launch its new child-oriented business model on the basis of the traditional business model. The Group will focus on serving children in cities and integrating child health, child education, child entertainment and child sports to build a diversified and intelligentized body of comprehensive functions, with the help of excellent partners around the world and to inject new impetus to the development of the child-related industry.

In November 2018, the Group's first British-style parent-child membership-based club, Maggie Rose, which was established in cooperation with Maggie & Rose in the UK for pre-school children, opened in Highlong Plaza and has attracted many families to join this club to experience British play and preschool education services.

At the same time, the Group will also proactively explore other business opportunities in the fields of emerging industries such as recreation and tourism, healthcare, and culture and entertainment.

As for healthcare, the successive openings of Qiushi Ophthalmology (求是眼科), Vanke Nursing Home (萬科隨園養護院) and Landscape Garden Clinic (山水苑診所) created good conditions for the growth of operating income in the coming year. The Group will rely on the existing social resources and financial strength, with the help of high-end expert teams and research and development strength of scientific research institutions, to improve the overall management and service capacity, establish industry characteristics, and strive to build China's first-class health industry brand.

As for film and television, "Xinmu (新幕)" Cinemas, as the newly launched cinema brand of the Company, has expanded rapidly after entering the market. At present, there are four cinemas in the operation, and the traffic volume is increasing year by year. In the first half of 2018, the project expansion has achieved fruitful results and signed two projects of Jiangsu Jiangyan Times Square, Chengdu Fantasia. The projects signed are located in the main business district of the core city, with a prominent situation in the region.

4. 新興產業

商業地產運營方面，本集團將在傳統商業模式基礎上，進一步調整業態，優化經營結構，推出以兒童為主題的新型商業業態。專注於服務城市兒童，以兒童健康、兒童教育、兒童娛樂及兒童體育為一體，尋找世界上優秀的合作夥伴，合力打造全方位、智能化、場景化的多變的綜合體，為兒童領域的發展注入新的動力。

2018年11月，本集團與英國Maggie & Rose合作成立的面向學齡前兒童的大中華首家英式親子家庭會員制俱樂部麥琪蘿絲在恒隆廣場盛大開幕，吸引了眾多家庭加入該俱樂部，親身體驗英式玩樂和學前教育等服務。

同時，本集團還將積極拓展休閒旅遊、健康醫療及文化娛樂。

健康醫療方面，求是眼科、萬科隨園養護院及山水苑診所的相繼開業，為來年的營業收入增長創造了良好條件。本集團將依託已有的社會資源及資金實力，借助高端專家團隊力量和科研機構研發力量，提升整體管理水平和服務能力，做出行業特色，力爭打造中國一流的健康產業品牌。

影視產業方面，「新幕」影城作為公司新推出的影院品牌，進入市場後迅速擴張，目前在營影院四家，客流量逐年上升，2018上半年更是在專案拓展上取得豐碩成果，簽約江蘇董堰時代廣場、成都花樣年、兩個項目，所簽項目均位於核心城市主要商圈，區位優勢明顯。

PRUDENTLY PURCHASE LAND AND REPLENISH LAND RESERVE

The Group implements prudent land purchase strategy and purchases lands with high quality and low cost according to market requirement as and when appropriate while maintaining a sound financial condition, aiming to optimize the local reserve structure.

On 31 January 2018, the Group bid at total consideration of RMB39.38 million and obtained the land use right for a piece of state land located at Phoenix Hill, Tuankou town, Linan District, Hangzhou, Zhejiang Province, the PRC with a total site area of 37,500 sq.m., and it is held for commercial/hotel use.

On 16 May 2018, the Group entered into an equity transfer agreement with an independent third party by acquiring 51% equity interest at total consideration of RMB144 million and a refundable performance deposit in the amount of RMB60 million. Such land is located at Xincheng District, Xuzhou, Jiangsu Province, the PRC with a total site area of 154,802 sq.m., and it is held for commercial use. For details, please refer to the paragraph "Acquisition of Equity Interest in Xuzhou Wanxiang" below.

Such projects will bring synergy effects to the Group's other projects under planning in Hangzhou and further strengthen our brand marketing in the Yangtze River Delta Region. As at the date of this report, the total GFA of land reserves of the Group was approximately 3.25 millions sq.m. distributed among 7 cities and regions of the Yangtze River Delta Region.

審慎購地，補充土地儲備

本集團貫徹審慎的購地策略，在保持穩健的財政狀況下，適時購買符合市場需求，優質且較低成本的土地，優化本地儲備結構。

2018年1月31日，本集團以競拍方式以起拍價人民幣3,938萬元取得浙江杭州市湍口鎮鳳凰山一幅國有土地使用權，總佔面積為37,500平方米，作為商業／酒店用途。

2018年5月16日，本集團與獨立第三方簽署股權轉讓協議，藉此收購徐州市萬象置業發展有限公司（「徐州萬象」）51%股權，總代價人民幣1.44億元以及可退還履約保證金人民幣6,000萬元。該土地位於中國江蘇徐州新城區，總佔地面積為154,802平方米，作商業用途。詳見下錄「收購徐州萬象股權」。

該等項目將與本集團杭州規劃中的項目起到協同效應，進一步加強本集團在長三角地區的品牌營銷。於本年報之日，本集團的土地儲備總建築面積約為325萬平方米，分佈在長三角七個不同的城市和地區。

PROSPECTS AND OUTLOOK AND DEVELOPMENT STRATEGIES

Looking forward into 2019, China's economy is still facing downward pressure. In order to ensure the stable operation of the real estate market, all the control policies will be mainly on timely and moderate basis. Classified measures, city-specific measures and structural optimization are still the key points of the real estate control policies. The Group will closely focus on the three-year strategic planning objectives, adhere to scientific management, docking development, integration of internal and external resources, with an aim to create a new pattern of industrial development with multi-support, multi-industry and multi-development, and ultimately achieve a new leap forward in the Group's development and achieve new goals.

The main development area of the Group is the Yangtze River Delta Region, which has a strong economic foundation and low-cost lands and benefits from China's strategies such as the Belt and Road Initiative and the Yangtze River Economic Belt, thus the Group strongly believe that the development projects under the Group will continue to be well received by the market.

The completion and launch of Yuyao Zhong An Times Square and Intime City project in Yuyao, as well as the successive opening of Qiandao Lake Bright Resort Hotel and Huaibei Bright Hotel, significantly increase our leasable area and the number of leasable guest rooms of the entire property portfolio, providing stable cash flow support to the Group in the long run. In such context, the Group will uphold the synchronous development of traditional and emerging sectors as its development direction. That means the Group will continue to pursue scale development and achieve new industry cultivation and incubation in the field of culture tourism, health and education industry on the basis of strengthening traditional segments, such as real estate development, commerce operation and hotel operation etc., so as to promote the synergetic development of traditional segment and emerging industry.

前景展望與發展策略

展望2019年，中國經濟仍然面臨下行壓力。為保障房地產市場的穩定運行，各項調控政策都將以適時適度為主，分類施策、因城施策和結構優化仍然是房地產調控政策的重點。本集團將緊緊圍繞三年戰略規劃目標，堅持科學管理，對接發展，整合內外資源，以打造多點支撐、多業並舉、多元發展的產業發展新格局，最終實現本集團發展新跨越，達成新目標。

本集團主要發展區域為經濟基礎雄厚的長三角地區，擁有成本低廉的土地，受惠於中國推動的「一帶一路」以及「長江經濟帶」等戰略，本集團深信旗下的發展項目將持續受到市場歡迎。

隨著杭州余姚眾安時代廣場及銀泰城的落成與開業，以及千島湖伯瑞特度假酒店與淮北伯瑞特酒店的陸續開業，本集團整體物業組合的可租賃面積和可出租客房數量大幅增加，未來將為本集團提供長期穩定的現金流支持。同時，本集團將圍繞「新老結合」的發展導向，堅定強化房產發展、商業營運、酒店營運等傳統板塊，堅持規模化發展，不斷培育和孵化文化旅遊、健康、教育產業的企業創新性，促進傳統板塊和新興產業的協同發展。

Among the developing projects, the International Office Center ("IOC") project is still the major development project of the Group. Benefiting from a series of favorable policies, Qianjiang Century City where the project located is under fast construction and development. Hangzhou Olympic Sports Stadium, adjacent to the IOC project, will host international major sports events such as the 2022 Asian Games in future. Benefiting from its strategic layout and cheap cost of land that the Group had acquired in early years, the IOC project enjoys absolute geographical advantage and development potential in this segment. The Group has begun to develop Plot A2 of IOC in 2018, which will create sustainable impetus to property sales. The Group plans to explore more lands with low price but high potential in 2019 through mergers and acquisitions.

ACKNOWLEDGEMENT

Last but not least, on behalf of the Board, I would like to express my sincere gratitude to the continuing support and trust of the shareholders of the Company and business partners as well as the dedicated efforts of all the staff of the Group.

Shi Kancheng

Chairperson

Hong Kong, 19 March 2019

在眾多開發項目之中，國際辦公中心（「IOC」）項目仍是本集團的重點發展項目。IOC所在的錢江世紀城受到一系列利好政策的推動，正在快速建設和發展中。鄰近IOC項目的杭州奧體中心，未來將承辦包括2022年亞運會等諸多國際性的大型體育賽事。得益於本集團的早期戰略性佈局和低廉的土地成本，IOC項目在該板塊中享有絕對的地理優勢和發展潛力。本集團已於2018年開始發展IOC A2地塊，該物業將為物業銷售部分創造持續動力。本集團計劃在2019年通過收購兼併等方式尋覓更多低價高潛力的土地。

致謝

最後，本人謹代表董事會對股東和業務合作夥伴的鼎力支持和充分信任，以及全體員工辛勤努力的工作致以衷心感謝！

施侃成

主席

香港，2019年3月19日

Investment Properties

投資物業

As at 31 December 2018 於2018年12月31日

Project	Location	Property type	Available for lease/resale GFA 可租賃／轉售 建築面積
項目	地點	物業種類	
Completed Projects			
已竣工項目			
Guomao Building 國貿大廈	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	12,225
Integrated Service Center 綜合服務中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	5,913
Highlong Plaza 恒隆廣場	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	67,700
Landscape Garden 山水苑	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	8,781
Hidden Dragon Bay 隱龍灣	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	17,814
La Vie 逸樂軒	Shanghai 上海	Commercial 商業	341
International Office Center 國際辦公中心	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	80,396
Zhong An • Intime City 眾安•銀泰城	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	92,489
Yuyao Shangguan 余姚商管	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	2,160
Yuyao Zhong An Times Square (Phase II) 余姚眾安時代廣場(二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	7,274

Major Properties Held for Development and/or Sale

持作發展及／或銷售的主要物業

Project 項目	Location 地點	Property type 物業種類	Site area 佔地面積 sq.m. 平方米	Project GFA 項目建築 面積 sq.m. 平方米	GFA of land bank 土地儲備 建築面積 sq.m. 平方米
Projects Under Development 開發中項目					
Zhong An Times Square (Phase I) 眾安時代廣場(一期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	65,159	305,473	263,596
Zhong An Times Square (Phase II) 眾安時代廣場(二期)	Yuyao, Zhejiang Province 浙江省余姚	Integrated Commercial Complex 商業綜合體	71,519	322,912	113,032
Hidden Dragon Bay 隱龍灣	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	89,173	241,695	87,559
Cixi Ningbo Land 寧波慈溪地塊	Ningbo, Zhejiang Province 浙江省寧波	Integrated Commercial Complex 商業綜合體	49,804	159,510	159,510
Chaoyang Yinzuo 朝陽銀座	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	10,541	53,033	20,563
International Office Center (Plot A) 國際辦公中心(A地塊)	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	93,610	798,795	708,825
Xixi New City 西溪新城市	Hangzhou, Zhejiang Province 浙江省杭州	Office/Commercial 辦公室／商業	39,703	83,391	83,391
Xixi Manhattan 西溪曼哈頓	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	24,534	109,173	91,493
Xuzhou Wanxiang 徐州萬象	Xuzhou, Jiangsu Province 江蘇省徐州	Integrated Commercial Complex 商業綜合體	154,802	562,371	562,371
Hangzhou Linan Tuankou Land 杭州臨安湍口地塊	Hangzhou, Zhejiang Province 江蘇省徐州	Commercial/Hotel 商業／酒店	37,500	63,502	63,502
Projects contracted to be acquired 已訂約將予收購項目					
International Office Center (Plots B and C) 國際辦公中心(B地塊及C地塊)	Hangzhou, Zhejiang Province 浙江省杭州	Integrated Commercial Complex 商業綜合體	207,390	1,098,065	1,098,065
					3,251,907





Management Discussion and Analysis 管理層討論與分析

AWARDS AND HONOURS

Awarding Institution	Award	Awardee
China's famous comprehensive travel website under the Top 20 advantage Tourism Group in China	High-End Hotel Industry Award of the Year- "China's Best Commercial Hotel of the Year"	Huaibei Bright Hotel of China New City

BUSINESS REVIEW

The year of 2018 presented rather involved macroeconomic situation for property policies to evolve. In further response to the keynote of "housing is for living in, not for speculation", and to carry on the philosophy of implementing measures adjusted to the scale of cities, local governments have made tougher effort on market surveillance to curb housing speculation so that a reasonable demand for housing is to be met. Specifically, local governments restructured housing supply at supply side, promoted tenancy market in its full swing and launched houses with joint property rights and other affordable housing in a rewarding direction to an effective supply. Despite of less favorable market conditions, the Group managed to achieve still desirable results in contract sales with its unremitting effort against hardships and challenges. This fully embodied the Company's leading strategic vision, accurate investment layout as well as prudent and flexible operation strategy.

Outlook for 2019

China still faces a downward pressure upon its economy in 2019. Real estate as an important support for the economic growth, to maintain the stability of the real estate market is one of the important measures to relieve the pressure. Real estate policy "control by city by classification" will be the main theme of future control and regulation. Although the whole economy is going down with the individual economy developing and consumption level rising, people are paying more attention to quality of life and are more willing to spend on better experience and services, against the backdrop of overall downturn in economy. A higher demand for quality life will increasingly shed light upon advantages of commercial real estate by integrated commercial shopping mall turning into the dominant mode of an upgraded service experience in the future. Commercial real estate will feature the continuous renovation and upgrade, fast urban renewal and upgraded consumption level as its indispensably part.

獎項及殊榮

頒發機構	獎項	獲獎方
中國旅遊集團20強旗下 中國知名綜合性旅遊網站	高端酒店行業年度最佳獎項 「中國年度最佳商務酒店」	中國新城市旗下 淮北伯特酒店

業務回顧

2018年，房地產政策面臨的宏觀經濟環境更加複雜。在進一步強調「房子是用來住的，不是用來炒的」的政策基調下，各地政府繼續延續因城施策的主旨，加強市場監管，堅決遏制投機炒房，保障合理住房需求。在供給端發力住房供給調整，大力發展租賃市場，共有產權等保障性安居住房，增加有效供給比重。在不利的市場環境下，本集團仍然努力攻堅克難，實現了合約銷售的良好業績。充分體現了公司領先的戰略眼光，精準的投資佈局和穩健靈活的運營策略。

展望2019

2019年，中國經濟仍將面臨下行壓力，房地產作為經濟增長的重要支撐，保持房地產市場穩定是緩解經濟下行壓力的重要手段之一。房地產「因城施策、分類調控」將成為未來調控的主旋律。雖然整體經濟下行，但隨著我國個人經濟不斷發展，消費水平不斷提高，人們更注重生活品質，更願意為體驗和服務付費。商業地產的優勢也將伴隨人們對生活品質的提高而日益凸顯，綜合體的商業購物中心將成為未來升級服務體驗的主流形態。不斷地改造升級，城市更新，用戶消費，須將成為商業地產的必備要素。

DEVELOPMENT OF MAJOR PROJECTS

主要項目發展概況

Hangzhou, Zhejiang Province

浙江省杭州市

Highlong Plaza

It is a large-scale integrated commercial complex located in Shanyin Road, Xiaoshan District, Hangzhou, comprising hotels, shopping malls and offices, and is the flagship project of the Company. The total site area of the project is 30,933 sq.m. and the total GFA thereof is 171,071 sq.m.. The project was completed in January 2009, and has been in good function to date.

恒隆廣場

座落於杭州蕭山區山陰路，由酒店、商場及辦公室組成的大型商業綜合體，是本公司的旗艦項目。該項目總佔地面積為30,933平方米，總建築面積171,071平方米。該項目已於2009年1月竣工，目前運營狀況良好。

International Office Center (“IOC”)

IOC is a large-scale integrated commercial complex located in Qianjiang Century City (錢江世紀城), Xiaoshan District, Hangzhou, comprising serviced apartments, shopping malls, hotels and offices. The total site area of Plot A3 is 92,610 sq.m. and total GFA is approximately 798,795 sq.m.. The project is in three phases, consists of Plots A1, A2 and A3. Among which, Plot A3 was completed in 2015, comprising serviced apartments, shops and underground car parking spaces with a total GFA of approximately 327,996 sq.m.. Plots A2 has commenced construction by the end of 2018 and planned total GFA is approximately 263,555 sq.m..

國際辦公中心 (「IOC」)

位於杭州蕭山區錢江世紀城的大型商業綜合體，包括服務式住宅、商場、酒店及辦公室。項目A3地塊總佔地面積為92,610平方米，總建築面積約為798,795平方米。該項目分三期建設 (A1地塊、A2地塊及A3地塊)，其中A3地塊已經於2015年竣工，包括服務式公寓、商舖及地下停車場，總建築面積約為327,996平方米。A2地塊2018年底開工，預計總建築面積約為263,555平方米。

Xixi New City

It is located in Jiangcun Unit, Xihu District, Hangzhou and is in proximity to Xixi Wetland. It is the only classic project integrating “Urban Prosperity” and “Ecological Tranquility” in Xixi. The total site area of the project is 39,703 sq.m. and total GFA is 83,391 sq.m.. The project has commenced construction in 2017, which will become an integrated commercial complex comprising offices, serviced apartments and shops.

西溪新城市

位於杭州西湖區蔣村新區，距離西溪濕地僅一路之隔，是西溪一線僅有的融「城市繁華」與「生態靜謐」的經典項目。項目總佔地面積為39,703平方米，總建築面積為83,391平方米。該項目已於2017年動工，已建設為包括辦公室、服務式公寓及商舖在內的商業綜合體。

Xixi Manhattan

It is a commercial real estate project located in Yuhang District, Hangzhou, with GFA of 109,173 sq.m.. The project was open for sale in late August 2017 and part of the serviced apartments were delivered in 2018.

西溪曼哈頓

位於杭州餘杭區的商業地產項目，項目建築面積109,173平方米，已於2017年8月下旬開盤銷售，2018年已交付部分服務式公寓。

Chaoyang Yinzu

It is the commercial portion of the Chaoyang community parcel, Xiaoshan District, Hangzhou with a total site area of 10,541 sq.m. and total GFA of 53,033 sq.m.. The project mainly includes serviced apartments and shops, and pre-sale was commenced in 2016, and the serviced apartments were delivered in 2018.

Hangzhou Qiandao Lake Bright Resort Hotel

It is a hotel project located in the southwest of Qiandaohu Town (千島湖鎮), Chunan County, Hangzhou, with total GFA of 46,691 sq.m.. The hotel is built adjacent to Thousand-Islet Lake Passengers Port which enjoys a beautiful lake view and natural habitat. This project was completed and commenced business in the first half of 2017.

朝陽銀座

位於杭州蕭山區朝陽社區地塊的商業部分，總佔地面積為10,541平方米，總建築面積53,033平方米。該項目主要包括服務式公寓和商鋪，已於2016年開啟預售，2018年已交付服務式公寓。

杭州千島湖伯瑞特度假酒店

位於杭州市淳安縣千島湖鎮西南面的酒店項目，總建築面積為46,691平方米。該酒店建於千島湖岸，擁有美麗的湖泊景色及自然環境。該項目已於2017年上半年竣工並開始營業。



Yuyao, Zhejiang Province

Zhong An Times Square

It is a large-scale integrated commercial project located in Yuyao, Zhejiang Province with estimated total GFA of 628,385 sq.m.. The development of project is completed by two phases, comprising hotels, shops, residences, serviced apartments, shopping malls and offices. The construction of phase II of this project was completed in 2016, and the construction of phase I of this project was completed and delivered in 2018. All net economic benefits arising from the sale or pre-sale of the residential apartments in Phase II shall belong to a connected person (as defined under the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange (“Listing Rules”)) of the Group according to the Cooperation Agreement entered into between the Group (through its indirect non-wholly owned subsidiary) and such connected person on 16 March 2014. Details of the Cooperation Agreement were disclosed in the section headed “Continuing Connected Transaction” in the prospectus (“Prospectus”) of the Company dated 17 June 2014.

Huaibei, Anhui Province

Huaibei Bright Hotel

It is a hotel project in Huaibei, Anhui province, with a site area of 60,768 sq.m. and total GFA of 67,061 sq.m.. This project has fully completed and commenced business by the end of 2017.

Xuzhou, Jiangsu Province

It is an integrated commercial complex located in the south of Xuzhou new district, Jiangsu Province with the site area of 154,802 sq.m. and total GFA of 562,371 sq.m.. The project is still under planning by the end of 2018 and the construction of Phase I of this project is expected to be completed in 2022.

浙江省余姚市

眾安時代廣場

位於浙江省余姚市的大型商業綜合項目，估計總建築面積為628,385平方米。項目分為兩期發展，包括酒店、商舖、住宅、服務式公寓、商場及辦公室。該項目二期已於2016年竣工，一期已於2018年竣工交付。根據2014年3月16日本集團（通過其間接非全資擁有子公司）與本集團一位關連人士（根據香港聯交所上市規則（「上市規則」）之定義）所訂立的合作協議，從出售或預售項目二期的住宅公寓所產生之全部經濟利益淨額歸該關連人士所有。合作協議之詳情已於日期為2014年6月17日之本公司招股章程（「招股章程」）「持續關連交易」一節披露。

安徽省淮北市

淮北伯瑞特酒店

位於安徽省淮北市的酒店項目，佔地面積60,768平方米，總建築面積67,061平方米。該項目已於2017年底前全部竣工，並開始營業。

江蘇省徐州市

位於江蘇省徐州新區南部的商業綜合體，佔地面積154,802平方米，總建築面積562,371平方米。該項目於2018年底仍在規劃中，預計2022年一期工程竣工。

Sales Review

For the year under review, the recognized sales of properties sold and delivered was approximately RMB1,578,447,000 (2017: approximately RMB148,234,000). The recognized sales area of properties was approximately 118,010 sq.m.. In addition, the sales of investment properties of approximately RMB323,301,000 (2017: RMB920,671,000) was not included in the sales of properties in accordance with International Accounting Standards.

銷售回顧

在回顧年度內，物業銷售之已確認（出售及交付）銷售金額約為人民幣1,578,447,000元（2017年：約為人民幣148,234,000元）。已確認的物業銷售面積約為118,010平方米。此外，根據國際會計準則，銷售投資物業約人民幣323,301,000元（2017年：920,671,000元）並未計入物業銷售。

		Sales of properties 物業銷售 (RMB million) (人民幣百萬元)	Proceeds from disposal of investment properties 出售投資物業 所得款項 (RMB million) (人民幣百萬元)
International Office Centre	IOC國際辦公中心	466.8	109.8
Yuyao Zhong An Times Square Phase II	余姚眾安時代廣場二期	73.2	-
Zhong An Hidden Dragon Bay	眾安隱龍灣	9.0	49.6
Highlong Plaza	恒隆廣場	-	163.9
Yuyao Zhong An Times Square Phase I	余姚眾安時代廣場一期	332.3	-
Chaoyang Yinzuo	朝陽銀座	407.2	-
Xixi Manhattan	西溪曼哈頓	289.5	-
		1,578	323.3



2018 Contracted Sales

For the year under review, the contracted sales area of the Group was approximately 71,906 sq.m. (2017: approximately 243,268 sq.m.) and contracted sales revenue was approximately RMB1,670,300,000 (2017: approximately RMB3,296,300,000). Details of the contracted sales of the major projects are as below:

2018年的合同銷售

於回顧年度內，本集團的合同銷售面積約為71,906平方米（2017年：約為243,268平方米），合同銷售收入約為人民幣1,670,300,000元（2017年：約人民幣3,296,300,000元），主要項目的合同銷售詳情如下：

		Contracted sales area 合同銷售面積 (sq.m.) (平方米)	Contracted sales revenue 合同銷售收入 (RMB million) (人民幣百萬元)
Jia Run Mansion	嘉潤公館	11,052	404.9
Yuyao Zhong An Times Square Phase I	余姚眾安時代廣場一期	26,631	225.3
Yuyao Zhong An Times Square Phase II	余姚眾安時代廣場二期	2,983	46.0
Chaoyang Yinzuo	朝陽銀座	2,890	65.3
Highlong Plaza	恒隆廣場	8,368	115.4
Xixi Manhattan	西溪曼哈頓	4,241	138.9
Xixi New City	西溪新城市	15,741	674.5
Total	總計	71,906	1,670.3
Xinnongdu	新農都	54,158	580.6

Hotel Operation

There are three hotels of the Group that are currently under operation, being Holiday Inn Hangzhou Xiaoshan, Hangzhou Qiandao Lake Bright Resort Hotel and Huaibei Bright Hotel. The hotel operation of the Group recorded a revenue of approximately RMB111,328,000 (2017: approximately RMB66,815,000), representing an increase of approximately 67%, during the year under review and the hotel occupancy rate was approximately 58% (2017: 52%).

酒店營運

本集團現有三間酒店正在營運，即杭州蕭山假日酒店、杭州千島湖伯瑞特度假酒店及淮北伯瑞特酒店。於回顧年度內，本集團酒店營運錄得收入約人民幣111,328,000元（2017年：約為人民幣66,815,000元），增加約67%，酒店出租率約達58%（2017年：52%）。

Leasing Business

The current leasing income of the Group mainly comes from Highlong Plaza, IOC and Yuyao Zhong An Times Square in operation, including office and shopping malls. The total revenue from leasing business for the year under review was approximately RMB160,369,000, representing an increase of approximately 152% from approximately RMB63,610,000 recorded in the year of 2017. The average occupancy rate of leasing properties (calculated by dividing total lease area by total area available for lease) was approximately 96% (2017: 91%).

Land Reserve

As of 31 December 2018, the total GFA of land reserves held for development/sale of the Group was approximately 3,250,000 sq.m..

Repurchase of Shares

At the Company's annual general meeting (the "AGM") held on 5 June 2018, the shareholders granted a general mandate to the directors of the Company (the "Directors") to repurchase the shares of the Company (the "Repurchase Mandate"). Pursuant to the Repurchase Mandate, the Company is allowed to repurchase up to 184,613,200 shares, being 10% of the total number of issued shares of the Company as at the date of the AGM, on Stock Exchange. For the year ended 31 December 2018, the Company repurchased a total of 11,164,000 shares through the Stock Exchange, representing approximately 0.6% of the issued share capital of the Company as at 31 December 2018. The aggregate consideration for the repurchase was HK\$14.1 million. Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year under review. The share repurchase reflects the Company's solid financial position and the Board's strong confidence in the Company's future business prospects. The Company believes that the Repurchase Mandate is in the interest of the shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

租賃業務

本集團目前的租金收入，主要來自營運中的恒隆廣場、國際辦公中心及余姚眾安時代廣場，包括寫字樓和購物商場。於回顧年度內，來自租賃業務之總收入約人民幣160,369,000元，較2017年的約人民幣63,610,000元增加約152%。按總出租面積除以可租總面積，出租物業之平均出租率約達96%（2017年：91%）。

土地儲備

截至2018年12月31日，本集團的持續發展／銷售的土地儲備之總建築面積約為3,250,000平方米。

回購股份

在本公司於2018年6月5日舉行的股東週年大會（「股東週年大會」）上，股東授予本公司董事（「董事」）回購本公司股份的一般授權（「回購授權」）。根據回購授權，本公司獲准於聯交所回購最多為184,613,200股股份（即於股東週年大會當日本公司已發行股份總數的10%）。截至2018年12月31日止年度內，本公司通過聯交所回購合共11,164,000股股份，佔本公司於2018年12月31日的已發行股本約0.6%。回購的總代價為14.1百萬港元。除上述所披露者外，本公司及其任何附屬公司於回顧年度內概無購買、出售或贖回任何本公司上市證券。股份回購反映本公司財務狀況穩健及董事會對本公司未來業務前景充滿信心。本公司相信，回購授權通過增加本公司每股股份的資產淨值及每股盈利，符合股東的整體利益。

Acquisition of Further Equity Interest in Zhejiang Xinnongdu

Reference is made to the joint announcements of Zhong An Real Estate Limited (“Zhong An”) and the Company dated 21 August 2017 and 29 August 2017 in relation to Zhong An Shenglong (an indirect non-wholly owned subsidiary of the Company) acquiring 19.85% of the entire equity interests in Zhejiang Xinnongdu from Hangzhou Oriental; and the joint announcement of Zhong An and the Company dated 20 July 2018 in relation to Zhong An Shenglong further acquiring 22.65% of the entire equity interest in Zhejiang Xinnongdu from Hangzhou Oriental.

As disclosed in the announcement of the Company dated 29 November 2018, Zhong An Shenglong (an indirect non-wholly owned subsidiary of China New City Commercial Development Limited) intended to acquire an additional 22.65% of the entire equity interest in Zhejiang Xinnongdu from Hangzhou Oriental at the consideration which was satisfied by the issue of 178,280,000 Consideration Shares by China New City Commercial Development Limited. Subject to Completion, Zhong An Shenglong will own an aggregate of 42.5% of the entire equity interest in Zhejiang Xinnongdu.

Zhejiang Xinnongdu was established on 8 May 2008 and is principally engaged in investment holding and trading of agricultural products. The principal activities of the Zhejiang Xinnongdu Group are the development, construction and management of logistics center for agricultural products.

收購浙江新農都進一步股權

茲提述眾安房產有限公司(「眾安」)與本公司日期為2017年8月21日及2017年8月29日之聯合公告，內容有關眾安盛隆(本公司之間接非全資附屬公司)向杭州東方收購浙江新農都全部股權的19.85%，以及眾安與本公司日期為2018年7月20日之聯合公告，內容有關眾安盛隆向杭州東方收購浙江新農都全部股權的額外22.65%。

本公司於2018年11月29日公告披露，涉及中國新城市間接非全資附屬眾安盛隆，擬向杭州東方進一步收購浙江新農都全部股權的22.65%，代價透過中國新城市發行1.7828億股代價股份支付。待完成後，眾安盛隆擁有浙江新農都全部股權的合共42.5%。

浙江新農都，2008年5月8日成立，主要從事投資控股及農產品交易。浙江新農都集團的主要業務為開發、建設及管理農產品物流中心。



Acquisition of Equity Interest in Xuzhou Wanxiang

Reference is made to the announcement of the Company dated 16 May 2018. Zhong An Shenglong entered into an equity transfer agreement with China Business Alliance (Beijing) Commercial Investment Co., Ltd.* (中商聯盟(北京)商業投資有限公司) and Wanxiang (Fujian) Zhiye Development Co., Ltd.* (萬象(福建)置業發展有限公司), pursuant to which, among others, Zhong An Shenglong has conditionally agreed to acquire 51% of the entire equity interests in Xuzhou Wanxiang from Wanxiang (Fujian) at a consideration of RMB144 million and a refundable performance security deposit of RMB60 million. As at the date of this report, the acquisition has been completed. Please refer to the announcement of the Company dated 16 May 2018 for further details.

The principal activities of Xuzhou Wanxiang are the development, construction and management of commercial properties in Xuzhou city, Jiangsu Province, the PRC. The acquisition of equity interest in Xuzhou Wanxiang would allow the Group to capture the business and development opportunities arising from the commercial properties development in areas of Xuzhou city, Jiangsu Province, the PRC, in light of the continued urbanisation, economic growth and improvement in living standards of the residents in these regions. This is conducive to the long-term growth and sustainable development of the Group as a whole, and may enhance shareholder's value in the long run.

收購徐州萬象股權

茲提述本公司日期為2018年5月16日之公告。眾安盛隆與中商聯盟(北京)商業投資有限公司及萬象(福建)置業發展有限公司訂立股權轉讓協議，據此，(其中包括)眾安盛隆有條件同意向萬象福建收購其持有徐州萬象全部股權的51%，代價為人民幣144,000,000元，以及可退還履約保證金人民幣60,000,000元。於本報告日期，收購事項已經完成。進一步詳情請參閱本公司日期為2018年5月16日之公告。

徐州萬象的主要業務為在中國江蘇省徐州市進行商業地產發展、建設及管理。隨著中國江蘇省徐州市地區的城鎮化、經濟增長及居民生活水平不斷提高，收購徐州萬象將令本集團可把握有關地區商業地產發展帶來的商業及發展機遇。這有利於本集團整體的長期增長及可持續發展，長期而言可增強股東價值。



Cooperation with Maggie & Rose

Reference is made to the announcement of the Company dated 24 November 2017. On 24 November 2017, the Group entered into a joint venture agreement with Maggie & Rose (CN) Limited and Highest Joy Limited for the establishment of the joint venture to invest in the high quality family lifestyle business including amongst other things, high quality Flagship Clubs, Family Clubs, children development and education institutions, nurseries, books, food and beverage and events using the System or websites or internet or other medium under the “Maggie & Rose” brand in the Mainland China, Macau and Taiwan. Upon signing of the joint venture agreement, MRGC may operate business mentioned above in the Mainland China, Macau and Taiwan.

The first Maggie & Rose parent-child family club in Mainland China with the largest scale in the world, covering an area of approximately 6,000 square meters, was grand-opened in Highlong Square in Xiaoshan, Hangzhou City on 18 November 2018. This outlet provides unique parent-child experience and fun in Xiaoshan district of Hangzhou and at the same time brings more visitors to the Group’s Highlong Square and shopping malls nearby, establishing a children-theme environment as the goal of our group.

FINANCIAL ANALYSIS

Revenue

Consolidated revenue of the Group was approximately RMB1,924,619,000 for the year under review, representing an increase of 550% as compared to the revenue of approximately RMB295,986,000 for the year of 2017. This was due to the deliveries of sale contracts previously recognized during the year under review. The main projects delivered were the International Office Center (IOC), Yuyao Zhong An Times Square, Chaoyang No.8 and Xixi Manhattan.

The revenue from property leasing recorded an increase of 152% to approximately RMB160,369,000 (2017: approximately RMB63,610,000) during the year under review. The revenue from hotel operation was approximately RMB111,328,000 during the year under review, representing an increase of approximately 67% as compared to previous year of approximately RMB66,815,000.

與Maggie & Rose (麥琪蘿絲) 合作

茲提述本公司日期為2017年11月24日之公告。於2017年11月24日，本集團與Maggie & Rose (CN) Limited及高悅有限公司訂立合營協議，以成立合營公司投資優質家庭生活業務，包括（其中包括）在中國大陸、澳門及台灣地區以「Maggie & Rose」品牌使用系統、網站、互聯網或其他媒介從事優質旗艦俱樂部、家庭俱樂部、兒童發展及教育機構、托兒所、書籍、餐飲及活動。在簽署合營協議後，MRGC將可以在中國大陸、澳門及台灣地區經營以上的業務。

於2018年11月18日，中國大陸首家、全球規模最大的Maggie & Rose麥琪·蘿絲親子家庭俱樂部，佔地面積約6,000平米，在杭州蕭山恒隆廣場盛大開幕。該門店為杭州蕭山區提供獨一無二的親子體驗樂趣，同時帶動了集團旗下恒隆廣場及附近商場的人流，實現集團以兒童為主題的商業業態。

財務分析

收入

本集團於回顧年度的綜合收入約為人民幣1,924,619,000元，較2017年的收入約人民幣295,986,000元增加了550%。因為前期確認銷售的銷售合同，集中於本回顧年度交付，主要交付的項目為IOC國際辦公中心、余姚眾安時代廣場、朝陽8號商業及西溪曼哈頓。

於回顧年度內，物業租賃收入增加152%至約人民幣160,369,000元（2017年：約人民幣63,610,000元）。於回顧年度內酒店營運收入約為人民幣111,328,000元，較去年的約為人民幣66,815,000元增加約67%。

Gross Profit and Gross Profit Margin

Gross profit of the Group for the year under review amounted to approximately RMB340,491,000, representing an increase of approximately 152% when compared to approximately RMB135,369,000 for the year of 2017. This was mainly due to the increase in sales of properties, which were delivered for the year and recognized as revenue.

Gross profit margin for the year under review amounted to approximately 18% (2017: 46%). Such decrease in gross profit margin was mainly due to the property sales recognized during the year under review, which largely consisted of the completed properties located in the non-core urban areas of Hangzhou and in Yuyao City in Zhejiang. The reason was to make quick fund recover for new project development. In addition, as the Group converted part of the investment properties into completed properties held for sales during the year under review, the cost of converting into completed properties held for sales shall refer to the latest fair value in accordance with the International Accounting Standards which resulted in a decrease in margin in the subsequent sale of the inventories.

Other Income and Gains

During the year under review, other income and gains amounted to approximately RMB53,706,000 (2017: RMB77,844,000), lower as compared with last year. This was mainly due to the one-time gain recorded from the disposal of investment properties of approximately RMB63,221,000 last year.

Other Expenses and Losses

During the year under review, other expenses and losses amounted to approximately RMB74,900,000 (2017: RMB6,939,000), higher as compared with last year. This was mainly due to the one-time loss recorded from the disposal of investment properties of approximately RMB29,554,000 for the year under review.

Selling and Distribution Costs

For the year under review, selling and distribution expenses amounted to approximately RMB138,519,000 (2017: RMB152,252,000), representing a decrease of 9% as compared to that from last year. Such decrease was principally due to a decrease in sales commission, advertising and promotional expenses of the investment property sold during the year under review.

毛利及毛利率

本集團於回顧年度內的毛利約為人民幣340,491,000元，較2017年的約人民幣135,369,000元增加約152%，主要由於當年交付確認的收入之物業銷售增加。

回顧年度內的毛利率約為18%（2017年：46%）。毛利率減少主要是由於本回顧年度內的銷售確認，大部分為本集團非杭州核心地區以及浙江余姚市竣工物業，其原因是為了快速回籠資金以備發展新項目，另外，由於本集團回顧年度將部分投資物業轉為自持待售物業出售，根據國際會計準則，變為自持待售物業的成本需要參照最近一期的公允價值，以致後期出售存貨時候毛利下降。

其他收入及收益

於回顧年度內，其他收入及收益約為人民幣53,706,000元（2017年：人民幣77,844,000元），較去年減少。主要由於去年錄得出售投資物業的一次性收益約人民幣63,221,000元。

其他費用及虧損

於回顧年度內，其他費用及虧損約為人民幣74,900,000元（2017年：人民幣6,939,000元），較去年增加。主要由於回顧年度內錄得出售投資物業的一次性虧損約人民幣29,554,000元。

銷售及分銷開支

於回顧年度內，銷售及分銷開支約為人民幣138,519,000元（2017年：人民幣152,252,000元），較去年減少9%，主要由於回顧年內所售投資物業的銷售佣金、廣告及推廣開支減少所致。

Administrative Expenses

For the year under review, administrative expenses amounted to approximately RMB198,455,000 (2017: RMB114,451,000), representing an increase of approximately 73% from last year. Such increase was principally due to the increase in employee remuneration for Yuyao Intime City and two new hotels by RMB28.98 million, the rent for trial operation of a new ophthalmology hospital amounting to approximately RMB18 million and the depreciation expense of two hotels amounting to approximately RMB20 million for the year under review.

Finance Costs

For the year under review, finance costs was approximately RMB110,330,000 (2017: RMB13,161,000), which arising from the interest on bank loans and other borrowings for completed properties which could no longer be capitalized.

行政開支

於回顧年度內，行政開支約為人民幣198,455,000元（2017年：人民幣114,451,000元），較去年增加約73%。主要由於回顧年度內，余姚銀泰城以及兩家新酒店的職工薪酬增加2,898萬，眼科醫院新試營業房租約1800萬及兩間酒店業折舊費用約2000萬。

融資成本

於回顧年度內，融資成本約為人民幣110,330,000元（2017年：人民幣13,161,000元），增加的原因是已竣工物業的銀行貸款及其他借款利息再不能予以資本化。



Earnings

For the year under review, the loss attributable to equity holders of the Company amounted to approximately RMB243,524,000 (2017: profit RMB488,505,000), representing a decrease of approximately 150% compared to last year. The decrease in profit attributable to equity holders of the Company for the year under review was primarily attributable to the price of the self-owned investment properties being in a stable period for the year under review, and no material gain in fair value of investment properties being recorded in the valuation as that in 2017.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Details of material acquisitions during the year under review are disclosed under sections headed “Acquisition of Further Equity Interest in Zhejiang Xinnongdu”, “Acquisition of Equity Interest in Xuzhou Wanxiang” and “Cooperation with Maggie & Rose”.

Save as disclosed above, during the year under review, there was no other material acquisition or disposal of subsidiaries or associated companies of the Company.

LIQUIDITY AND FINANCIAL RESOURCES

Cash Position and Fund Available

As at 31 December 2018, the total cash and bank balances of the Group were approximately RMB625,322,000 (2017: RMB612,463,000), comprising cash and cash equivalents of approximately RMB548,907,000 (2017: RMB323,312,000) and restricted cash of approximately RMB76,415,000 (2017: RMB289,151,000).

As at 31 December 2018, the Group’s total available financial resources amounted to approximately RMB10.99 billion being the undrawn borrowing facilities of approximately RMB8.02 billion and the borrowings of approximately RMB2.97 billion.

盈利

於回顧年度內，本公司權益持有人應佔虧損約為人民幣243,524,000元（2017年：利潤人民幣488,505,000元），較去年減少約150%。回顧年度內本公司權益持有人應佔利潤減少主要由於回顧年度內，自持投資物業價格已經進入穩定期，估值未有錄得如2017年度的重大投資物業公允價值收益。

重大收購及出售附屬公司及聯營公司

於回顧年度內，有關重大收購之詳情披露於「收購浙江新農都進一步股權」、「收購徐州萬象股權」及「與Maggie & Rose（麥琪蘿絲）合作」內。

除上文所披露者外，於回顧年度內，概無其他重大收購或出售本公司附屬公司或聯營公司。

流動資金及財務資源

現金狀況及可用資金

於2018年12月31日，本集團現金及銀行結餘總額約為人民幣625,322,000元（2017年：人民幣612,463,000元），包括現金及現金等價物約為人民幣548,907,000元（2017年：人民幣323,312,000元）及受限制現金約為人民幣76,415,000元（2017年：人民幣289,151,000元）。

於2018年12月31日，本集團可動用財務資源總額約為人民幣109.9億元，即未提取的借款融資約為人民幣80.2億元及借款約為人民幣29.7億元。

Borrowings

As at 31 December 2018, the Group's bank and other borrowings amounted to approximately RMB2,968,085,000 (2017: RMB3,107,739,000), comprising bank loans of approximately RMB2,158,085,000 (2017: RMB2,297,739,000) and other loans of approximately RMB810,000,000 (2017: RMB810,000,000).

The maturity profile of borrowings were as follows:

		As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元	As at 31 December 2017 於2017年 12月31日 RMB'000 人民幣千元
Within 1 year or on demand	一年內或按要求	922,460	1,180,739
Over 1 year but within 2 years	多於一年但少於兩年	320,500	1,270,000
Over 2 years but within 5 years	多於兩年但少於五年	1,565,000	487,000
Over 5 years	五年以上	160,125	170,000
		2,968,085	3,107,739

For bank and other borrowings, except for certain short term bank and other borrowings amounting to RMB1,010,000,000 (2017: RMB1,201,000,000) that bear interest at fixed rates, all bank loans bear interest at floating rates. The Group's bank and other borrowings bear effective interest at rates ranging from 0.9% to 8.2% per annum as at 31 December 2018 (2017: 0.9% to 8.2%). The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

借款

於2018年12月31日，本集團銀行貸款及其他借款約為人民幣2,968,085,000元（2017年：人民幣3,107,739,000元），包括銀行貸款約為人民幣2,158,085,000元（2017年：人民幣2,297,739,000元）及其他貸款約為人民幣810,000,000元（2017年：人民幣810,000,000元）。

有關借款到期情況載列如下：

就銀行貸款及其他借款，除若干按固定利率計息之短期銀行貸款及其他借款人民幣1,010,000,000元（2017年：人民幣1,201,000,000元）外，所有銀行貸款按浮動利率計息。本集團於2018年12月31日的銀行貸款及其他借款按介乎0.9%至8.2%（2017年：0.9%至8.2%）的實際年利率計息。本集團的目標是運用銀行貸款及其他借款來維持資金連續性與靈活性之間的平衡。

Pledge of Assets

As at 31 December 2018, the Group's bank and other borrowings of approximately RMB2,968,085,000 (2017: RMB3,057,739,000) were secured by the Group's pledge of assets as follows:

	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元	As at 31 December 2017 於2017年 12月31日 RMB'000 人民幣千元
Investment properties	1,238,247	1,732,798
Properties under development	753,053	786,511
Completed properties held for sale	1,524,606	1,086,533
Property and equipment	498,179	90,704
Restricted cash	5,033	182,246
	4,019,118	3,878,792

Net Current Assets and Current Ratio

As at 31 December 2018, the Group's net current liabilities amounted to approximately RMB257,828,000 (2017: net current assets of approximately RMB215,003,000). As at 31 December 2018, the Group's current ratio, calculated as current assets divided by current liabilities, was approximately 0.94 (2017: 1.05).

Gearing Ratio

As at 31 December 2018, the Group's gearing ratio (as measured by net debt to total equity) was 40% (2017: 42%). Net debt is calculated as total borrowings less cash, cash equivalents and restricted cash.

Cost of Borrowings

For the year under review, the total cost of borrowings of the Group was approximately RMB198,985,000 (2017: RMB218,090,000), representing a decrease of approximately 9% when compared with the year of 2017. In addition, for the year under review, interests with an amount of approximately RMB88,655,000 (2017: RMB204,929,000) were capitalized. The decrease was mainly attributable to the increase in funds recovered from projects, which represented less time period of project fund occupied of the Group.

資產抵押

於2018年12月31日，本集團銀行及其他借款約為人民幣2,968,085,000元（2017年：人民幣3,057,739,000元）由本集團以下資產押作抵押：

淨流動資產及流動比率

於2018年12月31日，本集團之淨流動負債約為人民幣257,828,000元（2017年：流動資產約為人民幣215,003,000元）。於2018年12月31日，本集團之流動比率（按流動資產除以流動負債計算）約為0.94（2017年：1.05）。

資本負債比率

於2018年12月31日，本集團之資本負債比率（按債務淨額除以總權益計算）為40%（2017年：42%）。債務淨額按總借款減去現金、現金等價物及受限制現金計算。

借款成本

於回顧年度內，本集團借款成本總額約為人民幣198,985,000元（2017年：人民幣218,090,000元），較2017年減少約9%。此外，於回顧年度內利息資本化金額約為人民幣88,655,000元（2017年：人民幣204,929,000元）。有關減少主要由於項目回籠資金增加，佔用本集團項目資金的時間減少所致。

TREASURY POLICIES

The Group principally operates in PRC and the revenue, operating cost and borrowings were mainly denominated in RMB. As a result, the Group has minimal exposure to exchange rate fluctuation. The interest rates for the Group's borrowings were floating and fixed. Upward fluctuations in interest rates will increase the cost of borrowings.

The Group adopts conservative treasury policies in cash and financial management. Cash is generally placed in short-term deposits mostly denominated in RMB. The Group does not use any financial instruments for hedging purpose for the year under review.

GUARANTEES AND CONTINGENT LIABILITIES

As at 31 December 2018, the Group's contingent liabilities was approximately RMB332,636,000 (2017: RMB232,541,000), which were mainly the guarantees provided by the Group in favour of certain banks for the grant of mortgage loans to purchasers of the Group's properties.

庫務政策

由於本集團主要在中國經營業務，而收入、經營成本及借款主要以人民幣計值，故本集團所承擔之匯率波動風險甚微。本集團借款利率為浮動及固定。利率向上波動將增加借款成本。

本集團在現金及財務管理方面採取審慎理財政策。現金通常會存作短期存款，大部份以人民幣為單位。本集團於回顧年度內並無使用任何金融工具作對沖用途。

擔保及或有負債

於2018年12月31日，本集團或有負債約為人民幣332,636,000元（2017年：人民幣232,541,000元），主要為本集團就若干銀行向本集團物業的買家授出的按揭貸款出具的擔保。



COMMITMENTS

As at 31 December 2018, the Group's commitments for property development expenditures amounted to approximately RMB480,259,000 (2017: RMB520,421,000). It is expected that the Group will finance such commitments from its own funds and bank loans.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2018, the Group employed 1,399 staffs (2017: 1,272). For the year under review, the staff costs of the Group was approximately RMB123,116,000 (2017: RMB87,824,000), representing increase of 40%, mainly due to the increased average headcounts and average salary during the year under review as the result of Yuyao Intime City and two new hotels developed by the Company.

The employees' remuneration policy was determined by reference to factors such as remuneration information in respect of the local market, the overall remuneration standard in the industry, inflation level, corporate operating efficiency and performance of the employees. The Group conducts performance appraisal once every year for its employees, the results of which are applied in annual salary review and promotion assessment. The Group's employees are considered for the entitlement of annual bonus according to certain performance conditions and appraisal results. The Group also provides continuous learning and training programmes to its employees to enhance their skills and knowledge, so as to maintain and enhance their competitiveness.

承擔

於2018年12月31日，本集團物業開發開支承擔約為人民幣480,259,000元（2017年：人民幣520,421,000元）。預計本集團將由其自有資金及銀行貸款撥付相關承擔。

人力資源及薪酬政策

於2018年12月31日，本集團僱用員工1,399人（2017年：1,272人）。本集團於回顧年度內的員工成本約為人民幣123,116,000元（2017年：人民幣87,824,000元），增加40%，主要因為回顧年度內因公司開拓余姚銀泰城以及兩家新酒店，員工平均人數及平均薪金增加。

員工薪酬政策是參照當地市場薪資行情，結合市場同行業的整體薪資狀況、通脹水準、企業經營效益以及員工的績效等多方面因素而確定。本集團對僱員的表現每年作出一次評核，結果用於每年薪金審查及晉陞評估。本集團的員工均會獲考慮根據若干表現條件及評核結果而獲發年度花紅。本集團亦向員工提供持續教育和培訓計劃，提升員工的技能和知識，保持及提高公司人才競爭力。



STRATEGIES

The management has developed sound strategies to overcome the above mentioned challenges and address the uncertainties faced by the Group, including formulating effective marketing strategy plan and improving our products and services quality to consolidate our brand. The Group will put more effort in formulating new policies, guidelines, systems and processes to facilitate effectively cost management, risk management, internal control and sustainable environmental management to enhance company management standards and corporate governance standards. For growth strategy, the Group will focus on identifying possible acquisitions with future development prospects and profitability to improve the returns on assets. The Group will further emphasize on investor relations management, and continue to convey clearly the operation vision, business updates and future development strategies of the Group and other information to various stakeholders through press conferences, roadshows, media delegation visits and one-on-one analyst or investor interview and otherwise to strive for the recognition and support from various stakeholders and obtain more resources for business development and maximize shareholders' value.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees, customers and suppliers are the key stakeholders who affected the sustainability of our business. Engaging with those stakeholders will not only help us understand the possible risks and opportunities to our business, but also help us to mitigate risk and seize the opportunities in the real market situation.

The Group believes that our people are critical factors to the Group's success and competitiveness in the market. As such, we had adopted a share option scheme on 20 May 2015 for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations.

Customer satisfaction with our services and products has profound effects on our profitability. Our dedicated sales team constantly communicates with our customers and potential customers to uncover and create customer needs and help customers make informed decisions. To grasp the market trend is critical for the Group to timely adjust our operating strategies to fit the market requirement.

策略

管理層已經制定良好的戰略用以克服上述挑戰，解決本集團面臨的不確定性，包括制定有效的市場策略計劃及提高產品及服務質素來鞏固我們的品牌。本集團將會加大精力於制定新政策、指引、系統及程序來有效促成成本管理、風險管理、內部控制及可持續的環境管理，提高公司管理水平及企業管治水平。在增長策略上，本集團將致力物色具備未來發展盈利能力的可收購項目，提高資產回報率。本集團更會注重投資者關係管理，繼續以新聞發佈會、路演、媒體考察團及一對一分析師或投資者會面等等的方式，將本集團的經營理念、業務現狀及未來發展策略以及其他資料的訊息，清楚轉達給各個持份者，爭取各個持份者的認可和支持，並獲取更多業務發展的資源，實現股東價值最大化。

與僱員、客戶及供應商的關係

僱員、客戶及供應商是影響我們業務持續發展的主要持份者。這些持份者的參與不但有助我們理解業務上可能存在的風險和機遇，同時也幫助我們在真實市場情況下減輕風險和抓緊機會。

本集團相信我們的人才是本集團市場競爭優勢的關鍵成功因素。因此，我們已於2015年5月20日採納購股權計劃，以激勵及獎勵為本集團成功營運作出貢獻的合資格參與者。

顧客滿意，對我們的服務和產品盈利能力產生深遠的影響。我們專業的銷售團隊與客戶及潛在客戶不斷的溝通，發現及創造客戶需要並協助客戶在知情的基礎上作出決策。把握市場走勢對本集團及時調整我們的經營策略以適應市場需求非常重要。

Collaborative and mutual beneficial business relationship with our strategic suppliers and contractors is of importance to achieve higher levels of efficiency and competitive advantage. The Group evaluates the capabilities of our suppliers and contractors to determine if they are able to meet the requirements and needs of the Group from time to time.

Developing and maintaining good relationship with various commercial banks and financial institutions is always our main task because our capital-intensive projects require on-going funding to maintain continuous growth.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's policies and practices highlight the importance of compliance with all relevant local laws, rules, regulations and standard. This in return, facilitates the continuous granting of specific licenses and permissions.

The Group will seek professional legal advice from legal advisers, where necessary, to ensure transactions and business to be performed by the Group are in compliance with the applicable laws and regulations.

No material accidents related to serious injuries, death or property damage and no environmental claims, lawsuits, penalties or administrative sanctions were reported to our management during the year under review and as at the date of this annual report. The management is of the view that the Group were in compliance with all relevant PRC laws and regulations in each material respects.

ENVIRONMENT POLICIES AND PERFORMANCE

As a responsible corporation, the Group is committed to protecting the environment in the areas where we operate and ensuring that environmental standards set by the government are consistently met.

We have closely monitored our projects at different stages to ensure that construction process is in compliance with laws and regulations related to environment protection and safety. The Group endeavors to manage its project operations by working with suppliers and contractors to ensure that they understand the importance of environmental protection, pollution prevention and waste reduction. We also encourage all our employees to be more environmentally conscious.

我們與戰略供應商和承包商的協作和互惠互利業務合作關係對實現更高的效率和競爭優勢非常重要。本集團不時對供應商及承包商的能力進行評估，以確保彼等可達到本集團的要求及需求。

與各商業銀行和金融機構發展和維護良好關係一直是我們的主要任務，因為我們資本密集的項目需要持續的資金來保持持續增長。

遵守法律法規

本公司的政策和常規強調遵守所有相關的本地法律、規則、法規和標準的重要性。這有助特定牌照和准許的繼續授予。

本集團在有需要時將尋求法律顧問的專業法律意見，以確保本集團所進行的交易和業務均符合適用的法律和法規。

在回顧年度內及截至本年報日期，管理層概無接獲涉及重傷、死亡或財物損毀的重大意外報告及涉及環境索償、訴訟、罰款或行政處分的報告。管理層認為本集團在各主要方面遵守所有相關中國法律及法規。

環境政策及績效

作為負責任的企業，本集團致力保護我們運營所在的地區環境，並確保政府設置的環保標準始終一致地滿足。

我們在項目的不同階段密切監控，以確保施工過程符合環保和安全的法律法規。本集團努力管理其項目運營，通過與供應商和承包商合作，確保他們也明白環保的重要性，防止污染及減少浪費。我們也鼓勵所有員工提高環保意識。

DIVIDEND POLICY AND DIVIDEND

The Directors may recommend a payment of dividend after taking into account the operations, earnings, financial condition, cash requirements and availability, capital expenditure and future development requirements of the Group and other factors as they may deem relevant at such time. Any declaration and payment as well as the amount of the dividend will be subject to, among other things, the constitutional documents and the Companies Law of the Cayman Islands, and may include the approval of the Shareholders. Any future declarations of dividends may or may not reflect the historical declarations of dividends of the Group and will be at the absolute discretion of the Directors. Dividend payments will also depend upon the availability of dividends received from the subsidiaries of the Group in the PRC. PRC laws require that dividends be paid only out of the net profit calculated according to PRC accounting principles, which differ in many aspects from generally accepted accounting principles in other jurisdictions, including IFRS. PRC laws also require foreign-invested enterprises to set aside part of their net profit as statutory reserves, which are not available for distribution as cash dividends. Distributions from the subsidiaries of the Group may also be restricted if it incurs debt or losses or pursuant to any restrictive covenants in bank credit facilities, convertible bond instruments or other agreements that the Group may enter into in the future.

The Board does not recommend the payment of final dividend for the year ended 31 December 2018 (2018: Nil).

ANNUAL GENERAL MEETING (“AGM”)

The AGM of the Company will be held on Thursday, 6 June 2019. Notice of AGM will be published on the websites of the Company (www.chinanewcity.com.cn) and the Stock Exchange (www.hkexnews.hk), and will be despatched to the shareholders of the Company within the prescribed time and in such manner as required under the Listing Rules.

REVIEW BY AUDIT COMMITTEE

The Company has set up an audit committee (“Audit Committee”) and adopted the terms of reference which complied with the code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules (“CG Code”). The Audit Committee was set up for the purposes of reviewing and supervising the financial reporting process and internal control procedures of the Group and regulating the financial reporting procedures, internal controls and risk management system of the Group. It is responsible for making recommendations to the Board for the appointment, reappointment or removal of the external auditor; reviewing and monitoring the external auditor’s independence and objectivity, as well as reviewing and monitoring the effectiveness of the audit process to make sure that the same is in full compliance with applicable standards.

股息政策及股息

經考慮本集團的營運、盈利、財務狀況、現金需求及可得性、資本開支及未來發展需求以及董事當時認為有關的其他因素後，董事或會建議派付股息。任何股息的宣派及派付以及股息金額將受（其中包括）章程文件及開曼群島公司法的規限，且可能包括須取得股東的批准。日後宣派的任何股息未必反映本集團過往的股息宣派，而且將由董事全權決定。派付股息亦會取決於本集團可否獲得來自其在中國之附屬公司的股息。中國法律規定，股息僅可按照中國會計原則計算的純利派付，而中國會計原則與其他司法權區的公認會計原則（包括國際財務報告準則）在多方面存有差異。中國法律亦規定外資企業須將部分純利劃撥為法定儲備，此儲備不可作為現金股息作出分派。倘本集團附屬公司產生債務或虧損或根據本集團未來可能訂立的任何限制性銀行信貸融資契約、可換股債券工具或其他協議而受限，則自其獲得的分配利潤亦可能受限。

董事會不建議派發截至2018年12月31日止年度末期股息（2018年：無）。

股東週年大會（「股東週年大會」）

本公司股東週年大會將於2019年6月6日（星期四）舉行。股東週年大會通告將在上市規則規定的指定時間內以指定方式刊載於本公司網站(www.chinanewcity.com.cn)及聯交所網站(www.hkexnews.hk)，及向本公司股東寄發。

審核委員會的審閱

本公司已設立審核委員會（「審核委員會」），並採納遵從上市規則附錄十四所載企業管治守則之守則條文（「企業管治守則」）的職權範圍。設立審核委員會的目的是為審議和監督本集團的財務報告和內部控制程序，並規範了本集團的財務報告程序、內部控制和風險系統管理。審核委員會負責向董事會提出任命、再委任或者撤銷外部核數師的建議、審查和監督外部核數師的獨立性和客觀性，以及審查和監督審計流程的有效性，以確保其完全符合適用標準。

Management Discussion and Analysis

管理層討論與分析

The Chairperson of the Audit Committee is Mr. Ng Sze Yuen, Terry. The other members are Mr. Xu Chengfa and Mr. Yim Chun Leung. The Audit Committee is comprised of all of the three independent non-executive Directors.

The results for the year ended 31 December 2018 have been audited in accordance with Hong Kong Standards on Auditing, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), by Ernst & Young whose unmodified auditor’s report is included in the annual report to be sent to shareholders.

The Audit Committee had reviewed the audited consolidated financial statements of the Group for the year under review, and reviewed with the management of the Group regarding the accounting principles and practices adopted by the Group, and discussed with them the internal controls and financial reporting matters.

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year under review in 2018 as set out in this annual report were derived from the Group’s audited consolidated financial statements for the year under review with an unqualified audit opinion.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding the Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standards set out in the Model Code for the year under review and up to the date of this report.

審核委員會主席為吳士元先生。其他成員為須成發先生及嚴振亮先生。審核委員會由本公司所有三名獨立非執行董事組成。

截至2018年12月31日止年度之業績已通過安永會計師事務所，按照香港會計師公會（「香港會計師公會」）發佈的香港審計準則被審核，其未經修改的審計報告會包括在年度報告中向股東寄發。

審核委員會已審閱本集團於回顧年度之經審核綜合財務報表，並與本集團管理層審閱本集團採納的會計原則及實務，且與彼等討論了內部控制及財務報告等事宜。

此年報有關集團2018年回顧年度的財務數據（綜合財務狀況表、綜合損益表以及綜合全面收益總和其相關的披露等），乃摘錄自本集團2018年回顧年度已審核綜合財務報表及取得無保留意見。

董事進行證券交易的標準守則

本公司已採納董事進行證券交易的操守守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）所載的規定準則。

本公司已向所有董事作出特定查詢，且所有董事已確認，於回顧年度及直至本報告日期，彼等已遵守標準守則所載的規定準則。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and, to the knowledge of the directors, they confirm that the Company has maintained at least 25% of the Company's total issued share capital held by the public for the year under review and as at the date of this annual report.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board has adopted the code provisions of the CG Code. The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the CG Code for the year under review and up to the date of this report.

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Monday, 3 June 2019 to Thursday, 6 June 2019 (both days inclusive) during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2019.

The Board is committed to maintaining good corporate governance in safeguarding the interests of the shareholders of the Company (the "Shareholders") and enhancing Shareholders' value. The Board reviews its corporate governance practices periodically in order to meet the rising expectations of stakeholders, and to comply with increasingly stringent regulatory requirements as well as fulfill its commitment to excellence corporate governance.

公眾持股量

根據本公司所得公開資料，據董事所悉，彼等確認，於回顧年度及截至本年報日期，本公司已維持本公司已發行股本總數由公眾人士持有不少於25%。

遵守企業管治守則

董事會已採納企業管治守則之守則條文。董事會已審閱本公司企業管治常規，確信本公司於回顧年度及直至本報告日期已遵守企業管治守則所載守則條文。

暫停辦理股份登記手續

為釐定出席股東週年大會並於會上投票的資格，本公司將自2019年6月3日（星期一）至2019年6月6日（星期四）（包括首尾兩日）暫停辦理股份過戶登記手續，期間不會辦理本公司任何股份過戶登記。為合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票必須於2019年5月31日（星期五）下午四時三十分前送交本公司在香港的股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。

董事會致力於保持良好的企業管治，以維護本公司股東（「股東」）的利益及提升股東價值。董事會定期檢討其企業管治慣例以符合持份者日益提高的期望、遵守愈發嚴格的監管規定並履行其對卓越企業管治的承擔。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2018, the Company has complied with the code provisions in the CG Code as set out in Appendix 14 to the Listing Rules.

CORPORATE GOVERNANCE STRUCTURE

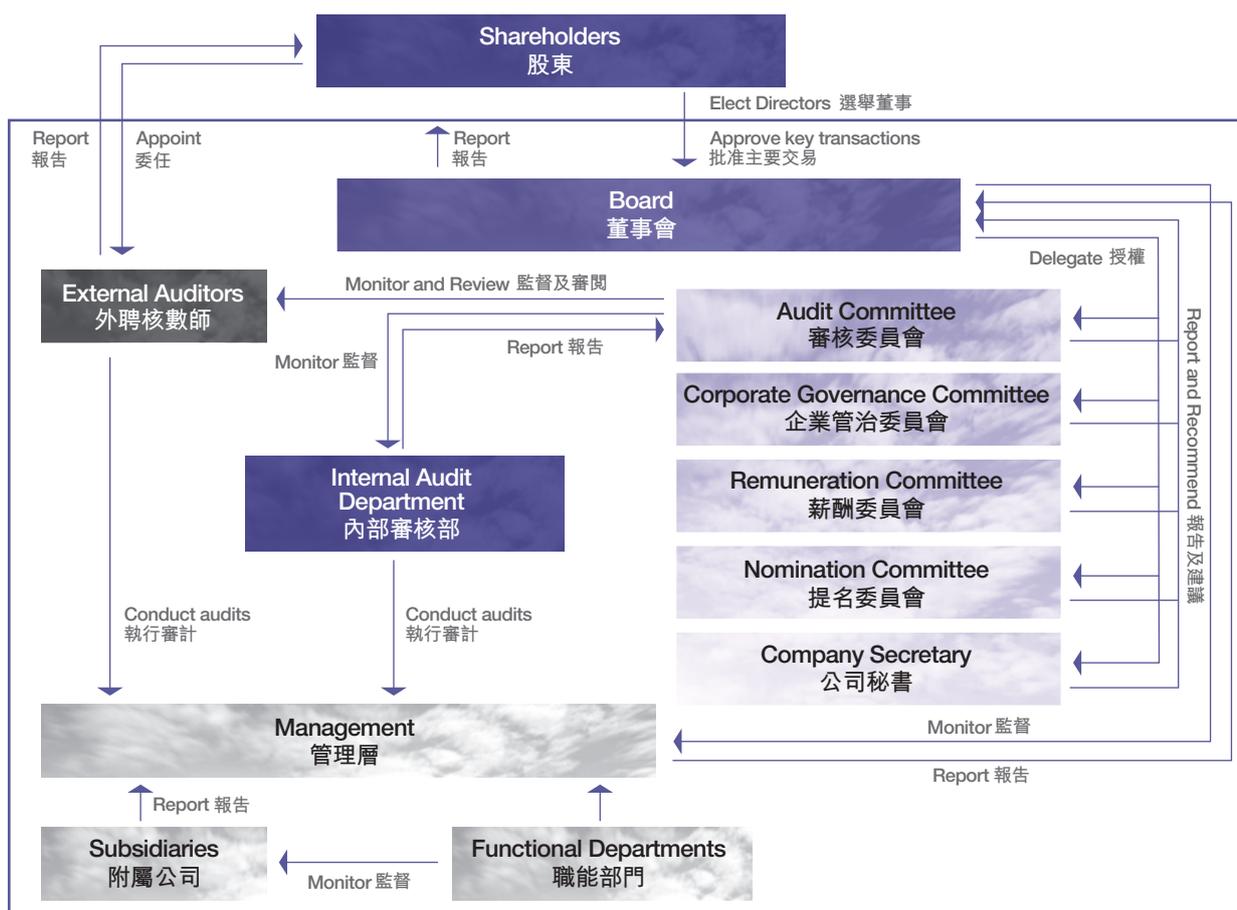
The Board will review the corporate governance structure of the Group from time to time and will adopt appropriate measures as may be desirable for future development of the operating activities or business of the Group.

企業管治常規

截至2018年12月31日止年度，本公司已遵守上市規則附錄十四所載企業管治守則的守則條文。

企業管治架構

董事會將不時檢討本集團的企業管治架構，並適當時候採取適當措施，以供本集團營運活動或業務的未來發展。



BOARD OF DIRECTORS

The Board currently comprises three executive directors, namely Mr. Dong Shuixiao, Ms. Jin Ni and Ms. Tang Yiyang, one non-executive director, namely Mr. Shi Kancheng and three independent non-executive directors, namely, Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung.

The details of the Directors and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 69 to 73 in this annual report. There are no relationships (including financial, business, family or other material/relevant relationships) among members of the Board. A list of the Directors identifying their roles and functions are available on the websites of the Company and the Stock Exchange.

The Company has received from each of its independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that all the independent non-executive Directors are independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

During the year under review, the Board meets regularly to discuss the overall strategy, the operational and financial performance of the Group. The Directors can attend meetings in person or through other electronic means of communication in accordance with the articles of association of the Company (the “Articles”).

董事會

董事會現時包括三名執行董事，即董水校先生、金妮女士及唐怡燕女士，一名非執行董事，即施侃成先生，以及三名獨立非執行董事，即吳士元先生、須成發先生及嚴振亮先生。

董事的履歷詳情及（如適用）彼等的親屬關係載於本年報第69至73頁「董事及高級管理層的履歷」一節。董事會成員之間概無關係（包括財務、業務、家族或其他重要／相關關係）。列明董事角色及職能的董事名單可於本公司及聯交所網站查閱。

本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定提交就其獨立性作出的週年確認書。董事會認為，根據上市規則第3.13條之指引，所有獨立非執行董事均為獨立。

於回顧年度內，董事會定期開會討論本集團的整體戰略、營運及財務表現。根據本公司的組織章程細則（「細則」），董事可親自或通過其他電子通訊方式參加會議。

Corporate Governance Report

企業管治報告

During the year under review, a total of 5 Board meetings and one general meeting were held. The individual attendance of the Directors is tabulated as follows:

於回顧年度內，舉行合共五次董事會會議及一次股東大會。各董事的個別出席率如下：

		Number of attendance/ Number of Board meetings 出席董事會會議次數／ 董事會會議次數	Number of attendance/ Number of general meetings 出席股東大會次數／ 股東大會次數
Non-executive Director	非執行董事		
Mr. Shi Kancheng	施侃成先生	5/5	1/1
Executive Directors	執行董事		
Mr. Dong Shuixiao	董水校先生	5/5	1/1
Ms. Jin Ni	金妮女士	5/5	1/1
Ms. Tang Yiyang	唐怡燕女士	5/5	1/1
Independent non-executive Directors	獨立非執行董事		
Mr. Ng Sze Yuen, Terry	吳士元先生	5/5	1/1
Mr. Xu Chengfa	須成發先生	5/5	1/1
Mr. Yim Chun Leung	嚴振亮先生	5/5	1/1

Chairperson and Chief Executive Officer

The roles of the chairperson and chief executive officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance. During the year under review and as at the date of this report, the role of the chairperson was performed by Mr. Shi Kancheng, while Mr. Dong Shuixiao was chief executive officer of the Group.

The chairperson had held a meeting with all independent non-executive Directors in the absence of executive Directors. No specific or other issues had been raised or discussed as it had been concluded that all issues which would be discussed had been properly dealt with in the meetings of the Board.

主席及行政總裁

主席及行政總裁的職能乃屬獨立，且並非由同一人士執行以確保較好的制衡作用，從而達到最佳的企業管治。於回顧年度內及於本報告日期，施侃成先生擔任本公司主席，而董水校先生為本集團行政總裁。

主席在執行董事缺席的情況下主持與全體獨立非執行董事的會議。因所有議題均已經董事會會議討論，在該會議上並無提出或討論特別或其他議題。

Non-Executive Director and Independent Non-Executive Directors

The non-executive Director, Mr. Shi Kancheng, has been appointed for a term of 3 years commencing on 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

The independent non-executive Directors, Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, have been appointed for a term of 3 years commencing on 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

All non-executive Director and independent non-executive directors possess extensive academic, professional and/or industry expertise and management experience and have provided their professional advice to the Board.

Power of and Delegation by the Board

The Board operates and exercises its power in accordance with the Articles. The Board focuses on overall corporate strategies and policies with emphasis on the business growth, financial performance and corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies and responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group. In addition, the Board has also specifically resolved that all transactions/contracts/other matters of the Group that are subject to the disclosure requirement in accordance with the Listing Rules should be approved by the Board in advance.

The Board has delegated to the senior management to deal with day-to-day operations and reviewed those arrangements on a periodic basis. The senior management frequently reports back to the Board and obtains prior approval from the Board before making decisions for key matters or entering into any commitments on behalf of the Company.

非執行董事及獨立非執行董事

非執行董事施侃成先生的任期為3年，自2014年5月31日起計，並於聘任年期屆滿後翌日自動按年續約一年。

獨立非執行董事吳士元先生、須成發先生及嚴振亮先生的任期均為3年，自2014年5月31日起計，並於聘任年期屆滿後翌日自動按年續約一年。

所有非執行董事及獨立非執行董事均擁有廣泛的學術、專業及／或行業專長以及管理經驗，並已向董事會提供專業意見。

董事會權力及授權

董事會按照細則運用及行使其權力。董事會專注於整體企業策略及政策，尤其關注本集團的業務增長、財務表現及企業管治標準。其亦就年度及中期業績、主要交易、委任及續聘董事、投資政策、股息及會計政策等事宜作出決定，並負責制定、檢討及監察本集團的企業管治政策及慣例與遵守法律及法規情況。此外，董事會亦已特別議決，本集團按照上市規則受披露規定所規限的所有交易／合同／其他事宜應由董事會事先批准。

董事會委以高級管理層職能處理日常營運事宜，並定期檢討該等安排。高級管理層於作出有關主要事項的決策或代表本公司訂立任何承擔之前須先向董事會匯報及獲得事先批准。

Appointment, Re-election and Removal of Directors

The Articles provide that any Director appointed by the Board to fill a casual vacancy in the Board or as an additional member of the Board shall hold office only until the next following general meeting of the members of Company and shall then be eligible for re-election at such meeting.

In accordance with the Articles, at each AGM, one third of the Directors for the time being, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and, being eligible, offer themselves for re-election. The Company may, at any general meetings convened and held in accordance with the Articles, remove a Director by ordinary resolution at any time before the expiration of his period of office notwithstanding anything contrary in the Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his/her stead.

BOARD COMMITTEES

The Board has established four committees and has delegated various responsibilities to the committees, including the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee"), the audit committee (the "Audit Committee") and the corporate governance committee (the "Corporate Governance Committee") of the Company. All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available for inspection by the Shareholders on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事之委任、重選及罷免

細則列明，任何由董事會委任以填補董事會臨時空缺或作為董事會新增成員的董事，任期僅至本公司下屆股東大會止，屆時於該大會上合資格膺選連任。

根據細則，於每屆股東週年大會上，佔當時董事人數三分之一之董事須輪席告退，惟各董事（包括以指定任期委任之董事）須最少每三年輪席告退一次，屆時均符合資格並願意膺選連任。本公司可於按照細則召開及舉行的任何股東大會上以普通決議案隨時罷免一名任期並未屆滿的董事，而不論細則或本公司與該名董事之間訂立之任何協議有相反規定，彼等亦可以普通決議案選舉另一名人士代替其職位。

董事委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，分別為本公司薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）、審核委員會（「審核委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定的職務，而該職權範圍刊載於本公司及聯交所網站可供股東查閱。董事會委員會有充足資源以履行其職責，且在合理要求下，可由本公司付費在適合情況下尋求獨立專業意見。

(i) Remuneration Committee

The Remuneration Committee comprises a total of three members, being one executive Director, Ms. Tang Yiyan, and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Remuneration Committee) and Mr. Yim Chun Leung.

The Company has adopted written terms of reference for the Remuneration Committee. The role and function of the Remuneration Committee of the Company include the following:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive Directors;
- (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (d) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;

(i) 薪酬委員會

薪酬委員會由合共三名成員（即一名執行董事唐怡燕女士及兩名獨立非執行董事須成發先生（薪酬委員會主席）及嚴振亮先生）組成。

本公司已書面訂明薪酬委員會的職權範圍。本公司薪酬委員會的角色及職能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規透明的程序制訂此等薪酬政策，向董事會提出建議；
- (b) 就獨立執行董事及高級管理人員的薪酬待遇，包括實物利益、退休金權利及補償金額（包括喪失或終止職務或委任的補償），並就非執行董事的薪酬向董事會提出建議；
- (c) 透過參照董事會的公司目的和目標，檢討及批准管理層薪酬建議；
- (d) 檢討及批准向執行董事及高級管理人員支付與任何喪失或終止職務或委任有關的補償，以確保該等補償按有關合約條款釐定；若未能按有關合約條款釐定，補償亦須公平合理，不會造成過重負擔；

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| <p>(e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and are otherwise reasonable and appropriate;</p> <p>(f) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and</p> <p>(g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.</p> | <p>(e) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的補償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；</p> <p>(f) 確保任何董事或其任何聯繫人不得參與釐訂彼等自身的薪酬；及</p> <p>(g) 考慮同類公司支付的薪酬、須付出的時間及職責，以及集團內其他職位的僱用條件。</p> |
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One meeting of the Remuneration Committee was held during the year under review. The Remuneration Committee had reviewed the policies of remuneration packages of the Board of Directors. The individual attendance of the members was tabulated as follows:

於回顧年度內薪酬委員會舉行了一次會議。薪酬委員會已審閱了董事會的薪酬福利政策。各成員的個別出席次數如下：

		Number attendance/ Number of meetings 出席次數／會議次數
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1
Ms. Tang Yiyang	唐怡燕女士	1/1

(ii) Nomination Committee

The Nomination Committee comprises a total of three members, being one executive Director, Ms. Jin Ni, and two independent non-executive Directors, Mr. Xu Chengfa (chairperson of the Nomination Committee) and Mr. Yim Chun Leung.

(ii) 提名委員會

提名委員會由合共三名成員（即一名執行董事金妮女士及兩名獨立非執行董事須成發先生（提名委員會主席）及嚴振亮先生）組成。

The Company has adopted written terms of reference for the Nomination Committee. The role and function of the Nomination Committee are as follows:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- (c) to review the board diversity policy of the Company (the "Board Diversity Policy") and the progress on achieving the objectives set for implementing the Board Diversity Policy, and to make disclosure of its review results in the corporate governance report of the Company's annual report;
- (d) to assess the independence of the independent non-executive Directors;
- (e) to make recommendations to the Board on relevant matters relating to, among others, the appointment or re-appointment of Directors and succession planning for Directors (in particular, the chairperson and the chief executive officer of the Company);
- (f) to give full consideration to, among others, the skills and expertise required from members of the Board and the relevant requirements of the Listing Rules with regard to Directors and such like in the discharge of the Nomination Committee's duties;

本公司已書面訂明提名委員會的職權範圍。提名委員會的角色及職能如下：

- (a) 至少每年定期檢討董事會的架構、人數及組成（包括技能、知識及經驗以及多樣的觀點），並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事或就此向董事會提供意見；
- (c) 檢討本公司董事會多元化政策（「董事會多元化政策」）及達致董事會多元化政策目標的執行進度；並在本公司年報的《企業管治報告》內容披露檢討結果；
- (d) 評核獨立非執行董事的獨立性；
- (e) 向董事會提呈（其中包括）委任及重新委任董事的相關事項，以及董事接替計劃的相關事宜（尤其是本公司主席及行政總裁）的建議；
- (f) 對（其中包括）董事會成員所須的技能及專才，以及上市規則對董事的相關要求給予充份考慮並履行提名委員會的責任；

- (g) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the Shareholders at general meeting under Rule 13.68 of the Listing Rules, to review and provide recommendations to the Shareholders (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the Shareholders as a whole, and to advise Shareholders on how to vote;
- (h) to ensure that on appointment to the Board, non-executive Directors (including independent non-executive Directors) receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- (i) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his/her departure; and
- (j) to consider other matters, as defined or assigned by the Board from time to time.

The Board has set the following measurable objectives implementing the Board Diversity Policy:

- when identifying suitably qualified candidates to become Board members, it should be based on a series of diverse aspects, including Board members with different background, skills, regional and industry experience, race, gender and other qualities, that are in balanced and complementary with each other, creating synergy, and enabling the Board to function effectively as a whole.

- (g) 就按上市規則第13.68條須事先於股東大會上取得股東批准的現董事或建議委任董事與本集團任何成員公司的擬定服務合同，檢討及向股東（除該股東是擁有有關服務合同的重大的利益的董事和其聯繫人外）就該議定服務合同條款的公平性及合理性、服務合同對本公司及整體股東是否有利及股東應怎樣表決而提呈建議；
- (h) 確保每位被委任加入董事會的非執行董事（包括獨立非執行董事）於被委任時均取得正式委任函件，當中須訂明對其之要求，包括工作時間、委員會服務要求及參與董事會會議以外的工作；
- (i) 會見辭去董事職責的董事並瞭解其離職原因；及
- (j) 考慮董事會不時委派的其他事項。

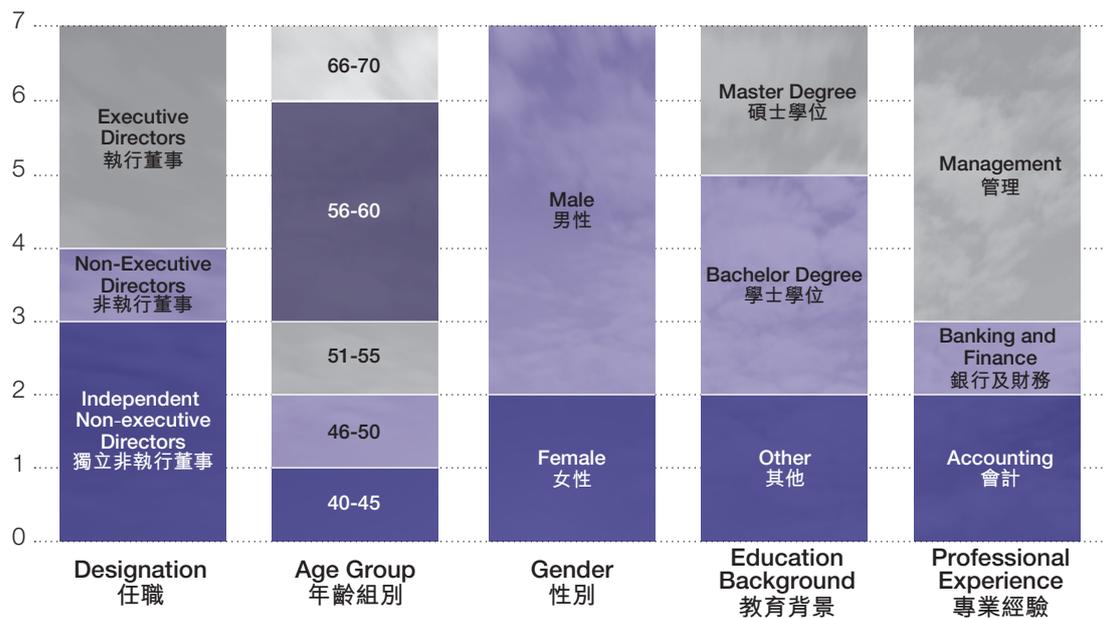
董事會已確定多元化政策下可測量的目標如下：

- 在物色可擔任董事會成員的合適人選時，應依據一系列多元化範疇為基準，包括具備不同背景、才能、地域及行業經驗、種族、性別及其他特質，且彼此之間為平衡和互補，令董事會作為一個整體能夠產生協同效應及有效地發揮作用。

The nomination procedures are as follow:

- candidates for directorship are selected by the Nomination Committee subject to the review and approval of the Board in accordance with the Articles.
- when reviewing the composition of the Board and considering the nomination of new Directors, the Nomination Committee will take into account the skills, regional and industry experience, background, race, gender and other qualities of potential candidates and also business needs of the Company.

As at the date of this report, the Board's composition under major criteria for diversity was summarized as follows:



Based on the review by the Nomination Committee, the Nomination Committee considers that the Company has achieved the measurable objectives set for implementing the Board Diversity Policy for the year under review.

One meeting of the Nomination Committee were held during the year under review. The Nomination Committee had reviewed the structure and the diversification policy of the Board of Directors and had revised and restated the Board Diversity Policy.

提名程序如下：

- 董事人選由提名委員會挑選，由董事會按照細則審核及批准，始可作實。
- 於檢討董事會組成及考慮新董事的提名時，提名委員會將考慮潛在人選的技能、地域及行業經驗、背景、種族、性別及其他品行，以及本公司的業務需要。

於本報告日期，按主要的多元化角度看董事會的組成概覽如下：

根據提名委員會之審閱，提名委員會認為，於回顧年度內，本公司已達到為實施董事會多元化政策而制訂的可計量目標。

於回顧年度內提名委員會共舉行一次會議。提名委員會檢討董事會的架構及多元化政策與修訂及重列董事會成員多元化政策。

The individual attendance of the members of the Nomination Committee was tabulated as follows:

各提名委員會成員的個別出席率如下：

		Number of attendance/ Number of meetings 出席次數／會議次數
Mr. Xu Chengfa	須成發先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1
Ms. Jin Ni	金妮女士	1/1

(iii) Audit Committee

The Audit Committee comprises a total of three members, being three independent non-executive Directors, Mr. Ng Sze Yuen Terry (chairperson of the Audit Committee), Mr. Xu Chengfa and Mr. Yim Chun Leung. Mr. Ng Sze Yuen possess the appropriate professional qualification, and accounting and financial management expertise.

The role and functions of the Audit Committee include the following:

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and other terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to discuss with the auditors the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences;

(iii) 審核委員會

審核委員會由合共三名成員（即三名獨立非執行董事吳士元先生（審核委員會主席）、須成發先生及嚴振亮先生）組成。吳士元先生擁有適當專業資格及會計及財務管理專長。

審核委員會的角色及職能如下：

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該外聘核數師辭職或辭退該外聘核數師的問題；
- (b) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；委員會應於核數工作開始前與核數師討論核數性質及範疇及有關申報責任；
- (c) 於核數工作開始前與核數師討論核數性質及範疇及有關申報責任；如多於一家核數師公司參與核數工作時，確保他們能互相配合；

- (d) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

- (e) to monitor the integrity of the Company's financial statements and annual report and accounts, interim report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;
- (f) in reviewing these reports (the Company's annual report and accounts, interim report and, if prepared for publication, quarterly report) before submission to the Board, the Committee should focus particularly on:
- (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from the audit;
 - (iv) the going concern assumption and any qualifications;
 - (v) compliance with accounting standards;
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
 - (vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transactions, if any, have been carried out in accordance with the terms of the agreement governing such transactions;

- (d) 就委聘外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於負責核數的公司的本土或國際業務的一部份的任何機構。委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；

審閱本公司的財務資料

- (e) 監察本公司的財務報表以及年度報告及賬目、中期報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；
- (f) 在向董事會提交有關（本公司的年度報告及賬目、中期報告及（若擬刊發）季度報告）報表及報告前，委員會應特別針對下列事項加以審閱：
- (i) 會計政策及慣例的任何更改；
 - (ii) 涉及重要判斷的地方；
 - (iii) 因核數而出現的重大調整；
 - (iv) 持續經營的假設及任何保留意見；
 - (v) 是否遵守會計準則；
 - (vi) 是否遵守有關財務申報的上市規則及法律規定；
 - (vii) 關連交易是否屬公平合理及對本集團盈利的影響及該等關連交易（如有），是否按照有關交易的規管協議的條款而執行；

(viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;

(ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and

(x) the cash flow position of the Group;

and to provide advice and comments thereon to the Board;

(g) in regard to (e) and (f) above:

(i) members of the Committee should liaise with the Board and senior management of the Group and the Committee must meet, at least twice a year, with the Company's auditors; and

(ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

(h) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);

(viii) 本集團的財務報表有否足夠披露所有有關項目，及是否足夠令投資者公平地了解本集團的財政狀況；

(ix) 考慮該等報告及賬目中所反映或需反映的任何重大或不尋常項目；及

(x) 本集團現金流量的狀況；

並就此向董事會提供建議及意見；

(g) 就上述(e)項及(f)項而言：

(i) 委員會成員應與董事會及本集團的高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及

(ii) 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務匯報職員、監察主任或核數師提出的事項；

(h) 與核數師討論中期評審及年度審核所遇上問題及作出的保留，以及核數師認為應當討論的任何事項（管理層可能按情況而須避席此等討論）；

Overseeing the Company's financial reporting system, risk management and internal control systems

- (i) to review the Company's financial controls and, unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- (j) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (k) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (l) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (m) to review the Group's financial and accounting policies and practices;
- (n) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

監管本公司財務匯報制度、風險管理及內部監控系統

- (i) 檢討本公司的財務監控、以及(除非有另設的董事會轄下風險委員會又或董事會本身會明確處理)檢討本公司的風險管理及內部監控系統;
- (j) 與管理層討論風險管理及內部監控系統,確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠,以及員工所接受的培訓課程及有關會計及財務匯報職能的預算是否充足;
- (k) 應董事會的委派或主動,就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究;
- (l) 如果本集團設有內部審核功能,須確保內部和外聘核數師工作得到協調,也須確保內部審核功能在本公司內部有足夠資源運作,並且有適當的地位;以及檢討及監察其成效;
- (m) 檢討本集團的財務及會計政策及慣例;
- (n) 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應;
- (o) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜;

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| <p>(p) to conduct exit interviews with any Director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;</p> | <p>(p) 於董事、經理、財務總監或內部核數部門主管離職時，接見有關人員並瞭解其離職原因；</p> |
| <p>(q) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;</p> | <p>(q) 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；</p> |
| <p>(r) to consider the appointment of any person to be a Committee member, auditors and accounting staff either to fill a casual vacancy or as an additional Committee member, auditors and accounting staff or dismissal of any of them;</p> | <p>(r) 考慮委任任何人作為委員會成員、核數師及財務工作人員以填補有關空缺或作為新增的委員會成員、核數師及財務工作人員或罷免該等人士；</p> |
| <p>(s) to report to the Board on the matters set out above;</p> | <p>(s) 就上述事宜向董事會匯報；</p> |
| <p>(t) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>(t) 檢討可讓本公司僱員就財務匯報、內部監控或其他方面可能發生的不正當行為在保密情況下提出關注之安排。委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當跟進行動；</p> |
| <p>(u) to act as the key representative body for overseeing the Company's relations with the external auditor; and</p> | <p>(u) 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係；及</p> |
| <p>(v) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(v) 考慮董事會不時界定或委派的其他事項。</p> |

A total of two meetings of the Audit Committee were held during the year under review. The work performed by the Audit Committee during the year under review included the following:

- reviewed the annual report and results announcement of the Company for the year ended 31 December 2017;
- reviewed the interim report and interim results announcements of the Company for the six months ended 30 June 2018;
- reviewed the accounting principles and practices adopted by the Group and other financial reporting matters;

於回顧年度內審核委員會共舉行兩次會議。審核委員會於回顧年度內進行的工作包括以下各項：

- 審閱本公司截至2017年12月31日止年度的年報及業績公告；
- 審閱本公司截至2018年6月30日止六個月的中期報告及中期業績公告；
- 審閱本集團所採納的會計政策及慣例和其他財務匯報事宜；

- reviewed the results of external audit and had discussion with external auditors on any significant findings and audit issues;
 - reviewed the internal control reports and had discussion with internal control consultant on any significant findings and internal control issues for the first half of the year under review;
 - reviewed the internal control reports and had discussion with internal auditors on any significant findings and internal control issues for the second half of the year under review;
 - discussed with the external auditors before the audit commenced, the nature and scope of the audit and the respective relevant issues; and
 - considered and approved the service contract of the auditors for the year under review.
- 審閱外部審計結果，並就任何重大發現及審計事宜與外部核數師進行討論；
 - 審閱內控顧問的內審報告，並就於上半回顧年度內任何重大發現及其他內部控制事宜進行討論；
 - 審閱內部核數師的內審報告，並就於下半回顧年度內任何重大發現及其他內部控制事宜進行討論；
 - 於審核開始前與外聘核數師討論審核的性質及範圍以及各有關事宜；及
 - 考慮及批准本回顧年度的核數師服務合約。

The individual attendance of the members of the Audit Committee was tabulated as follows:

審核委員會各成員的個別出席率如下：

		Number of attendance/ Number of meetings 出席次數／會議次數
Mr. Ng Sze Yuen, Terry	吳士元先生	2/2
Mr. Xu Chengfa	須成發先生	2/2
Mr. Yim Chun Leung	嚴振亮先生	2/2

(iv) Corporate Governance Committee

The Corporate Governance Committee comprises a total of three members, being one executive Director, Ms. Jin Ni (chairperson of the Corporate Governance Committee), and two independent non-executive Directors, Mr. Ng Sze Yuen Terry and Mr. Yim Chun Leung.

The role and functions of the Corporate Governance Committee include the following:

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;

(iv) 企業管治委員會

企業管治委員會由合共三名成員（即一名執行董事金妮女士（企業管治委員會主席）及兩名獨立非執行董事吳士元先生及嚴振亮先生）組成。

企業管治委員會的角色及職能如下：

- (a) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；

Corporate Governance Report

企業管治報告

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| (b) to review and monitor the training and continuous professional development of Directors and senior management; | (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展； |
| (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; | (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規； |
| (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and | (d) 制定、檢討及監察僱員及董事適用的操守準則及合規手冊（如有）；及 |
| (e) to review the Company's compliance with the code provisions of the CG Code and the disclosures in the Corporate Governance Report. | (e) 檢討本公司遵守企業管治守則的守則條文的情況及在《企業管治報告》內的披露。 |

One meeting of the Corporate Governance Committee were held during the year under review. The Corporate Governance Committee had discussed and reviewed the Board's and the Group's compliance with the code provisions of the CG Code and the prevailing Listing Rules during the year under review. The Corporate Governance Committee had also reviewed the internal control reports and had discussion with internal control consultant on any significant findings and internal control issues for the first half of the year under review and had revised and restated Code for Securities Transactions by Directors and Employees and Inside Information Policy;

The individual attendance of the members of the Governance Committee was tabulated as follows:

		Number of attendance/ Number of meeting 出席次數／會議次數
Ms. Jin Ni	金妮女士	1/1
Mr. Ng Sze Yuen, Terry	吳士元先生	1/1
Mr. Yim Chun Leung	嚴振亮先生	1/1

Further details of the terms of reference of Board committees are available on websites of the Company and the Stock Exchange.

於回顧年度內企業管治委員會共舉行了一次會議。企業管治委員會已討論及審閱董事會及本集團於回顧年度內遵守企業管治守則的守則條文及現行上市規則的情況。企業管治委員會亦已審閱內控顧問的內審報告，並就於上半回顧年度內任何重大發現及內部控制事宜進行討論，以及修訂及重列董事及有關僱員進行證券交易守則與內幕消息政策；

企業管治委員會各成員的個別出席率如下：

董事會委員會的職權範圍的進一步詳情於本公司及聯交所網站刊載。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group recognizes that good risk management is essential for the long-term and sustainable growth of a business. The Board puts particular emphasis on determining the risk-tolerance levels in achieving the Group's strategic objectives and is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The management also learns from other outstanding companies and takes into consideration of the Company's unique business and operating environment in formulating the risk management and control framework. All employees are committed to continually enhancing the risk management framework, linking to our corporate strategies as well as integrating it into day-to-day operation.

Objective of the Risk Management and Internal Control

The objectives of the risk management and internal control framework of the Group include:

- to strengthen the Company's risk management and internal control in compliance with the Listing Rules requirement;
- to establish and constantly improve the risk management and internal control system;
- to implement a top-down and companywide risk management system that covers every aspect of the business; and
- to keep baseline risks within the acceptable range.

風險管理及內部監控系統

本集團確認良好風險管理對業務之長期可持續發展至關重要。董事會於達致本集團之策略目標時尤其著重釐定風險承受能力以及負責風險管理和內部監控系統及審查其有效性。這樣的系統旨在管理而不是消除未能實現業務目標的風險，並且只能提供合理而不是絕對的保證來防止重大的錯報或損失。管理層於制定風險管理及監控架構時亦借鑒其他優秀公司之經驗及考慮本公司之獨特營商環境。所有僱員均致力不斷優化風險管理框架，將風險管理貫徹到企業策略及日常營運中。

風險管理及內部監控之目標

本集團之風險管理及內部監控框架之目標包括：

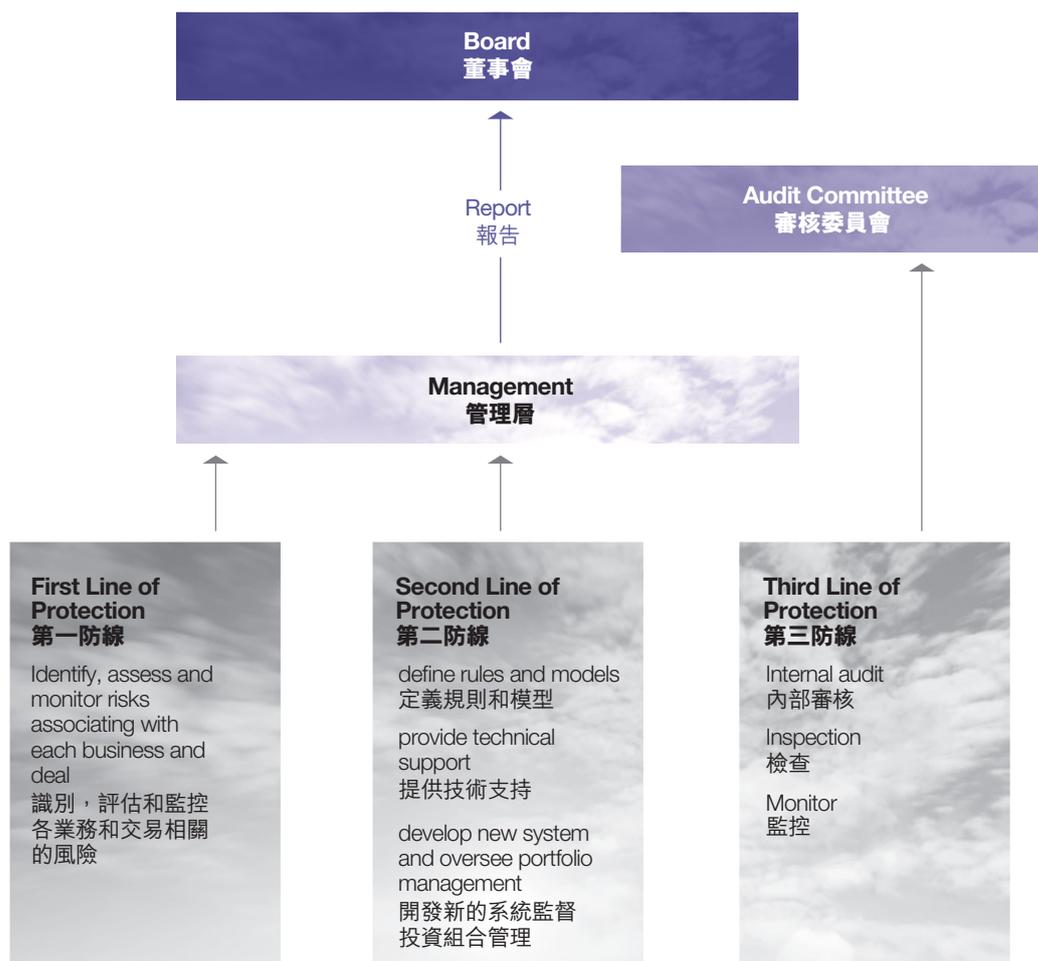
- 根據上市規則規定加強本公司之風險管理及內部監控；
- 建立及持續改善風險管理及內部監控系統；
- 實施一個自上而下及涵蓋全公司之風險管理系統，其涵蓋業務之各個方面；及
- 保持基線風險在可接受範圍內。

Main Features of Risk Management System – Three-tier Risk Management Approach

The Group has adopted a three-tier risk management approach to identify, assess, mitigate and handle significant risks. At the first line of protection, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provide technical support, develops new systems and oversees portfolio management. It ensures risks are within the acceptable range and that the first line of protection is effective. As the final line of protection, the internal audit department ensures that the first and second lines of protection are effective through constant inspection and monitoring.

風險管理系統主要特點－三級風險管理方法

本集團採納三級風險管理方法以識別、評估、降低及應對重大風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關之風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新系統及監督組合管理。其確保風險在可接受範圍內及第一道防線有效。作為最後一道防線，內部審核部門透過持續檢查及監控確保第一及第二道防線有效。



Main Features of Internal Control System

Our internal control systems are developed with reference to the Committee of Sponsoring Organizations of the Treadway Commission principles which involved five elements as internal environment, risk assessment, control activities, information and communication and internal supervision. The aim of internal control is to reasonably guarantee the compliance of its operation and management with regulations and laws, assets security, and authenticity and integrity of financial report and related information, improve the efficiency and effect of operating activities and promote the realization of development strategy of the Group.

內部監控系統主要特點

本集團之內部監控系統乃參照美國反虛假財務報告委員會發起人委員會(Committee of Sponsoring Organizations of the Treadway Commission)原則制定，其涉及內部環境、風險評估、監控活動、資訊及溝通以及內部監督等五項要素。內部監控旨在合理保證公司經營管理合規合法、資產安全、財務報告及相關資料真實完整，提高經營活動之效率及效果，促進本集團實現發展策略。



Principal Risks and Key Controls

1. Market risks

The Group's revenue is mainly derived from customers from PRC. The Group is exposed to the risks associated with the PRC market which include the risks of policy change, interest rate change, demand-supply imbalance and the overall economic conditions. The market risks may pose an adverse impact on the Group's business, financial condition or results of operations.

主要風險及關鍵監控

1. 市場風險

本集團之收入主要來自中國客戶。本集團面臨與中國市場有關之風險，其包括政策變動、利率變動、供求失衡及整體經濟狀況之風險。市場風險可能會對本集團之業務、財務狀況或經營業績造成不利影響。

The project team will carefully scrutinize each project for related risks and returns. These include assessment of relevant government policies, market demand and conditions and economic data. The management is responsible for supervision, conducting regular operation reviews and keeping the Board fully informed through regular reports, and prompt decisions can therefore be made if changes are required.

2. Business and operational risks

Distinctive risks factors in property related businesses such as default of buyers, tenants and strategic business partners, and inadequacies or failures of internal processes, people and systems may have different levels of negative impact on the results of the Group's operation. Industrial accidents may happen although precautionary measures is established, which may damage the Company's reputation or cause financial loss to the Group.

The internal audit team will review key activities of the Group and ensures all material controls, including financial and operational, are functioning effectively. Precautionary and contingency measures are also set up to ensure the Group is protected against major potential loss, damage or impact to our operations. Insurance coverage against accidental losses and/or other hazards is used in protecting our assets and reputation against any potential liabilities.

3. Financial risks

The investment and business operation are exposed to risks from exchange rates, interest rates and liquidity. Amid global financial uncertainties, the financial risks encountered by the Group had increased accordingly.

The Group closely monitors the financial risks and when appropriate will adopt measures to manage and hedge corresponding risks by using of derivatives such as interest rate and currency swaps. The Group's cash and financing are centrally managed and controlled at the corporate level to achieve a better borrowing terms and coherent financial risk management. To meet our obligations as and when needed, the Group maintains sufficient facilities with various banks and financial institutions. The maturity of deposits and loans is carefully planned and managed to reduce liquidity risk.

項目團隊將會細審每個項目涉及之相關風險及回報。其包括評估有關政府政策、市場需求及市況以及經濟數據。管理層負責監督、定期進行營運檢討及透過定期報告令董事會全面了解有關情況，從而於需要變動時可迅速作出決定。

2. 業務及營運風險

物業相關業務之獨有風險因素，如買家、租戶及策略性商業夥伴之違約，以及內部流程、人員及系統不足或失效，可能會對本集團之經營業績造成不同程度之負面影響。儘管採取預防措施，惟仍可能發生工業事故，從而可能損害本公司之聲譽或導致本集團產生財務虧損。

內部審核團隊將檢討本集團之主要活動並確保所有重大監控（包括財務及營運監控）有效運作。本集團亦已制定預防及應急措施以確保本集團之營運免遭重大潛在虧損、損害或影響。本集團已針對事故損失及／或其他危害投購保險，藉以保障本集團之資產及聲譽免受任何潛在責任之影響。

3. 財務風險

投資及業務營運面臨匯率、利率及流動資金之風險。在全球金融尚不明朗之情況下，本集團面臨之財務風險相應上升。

本集團密切監控財務風險，並將於適當時候採取措施，透過使用衍生工具（如利率及貨幣掉期）以管理及對沖相應風險。本集團之現金及融資乃於公司層面集中管理及監控以達致更佳之借貸條款及貫徹一致之財務風險管理。為履行本集團之所需責任，本集團於多間銀行及金融機構備存充足融資額度。本集團審慎計劃及管理存款及貸款之到期日以降低流動資金風險。

4. Talent risks

Talent shortage and high employee turnover will have a negative impact on the Group's present and future performance. We believe that human resources are of critical importance for the success of the Company.

To attract, motivate and retain talented employees, the Group evaluate our employee remuneration packages and monitor them against market trends. We provide on-the-job training for new staff and offer career advancement opportunities for suitable staff to develop their full potential at various stages of their career. We also encourage communication with all levels of staff to gather feedback and suggestions for future improvement.

Review of Internal Control System

The internal audit department of the Company ("Internal Audit Department") in the year under review responsible for the internal control functions. The Internal Audit Department is required to provide internal control assessment reports to the Audit Committee and the Board on a regular or ad hoc basis.

The Board recognized its responsibility to ensure the Group maintains a sound and effective risk management and internal control system. The Directors had conducted a review of the effectiveness of the system of internal control of the Group during the Year. Such review had covered all material controls including financial, operational and compliance controls and risk management functions. No major issue but areas for improvement have been identified. The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented.

4. 人才風險

人才短缺及僱員高流動率將對本集團之現時及未來表現造成負面影響。我們相信人力資源對公司的成功至關重要。

為吸引、激勵及挽留人才，本集團評估其僱員薪酬待遇並因應市場趨勢監察檢討有關待遇。本集團為新員工提供在職培訓及為合適員工提供職業晉升機會，令其在職業生涯各個階段盡展其才。本集團亦鼓勵與所有職級員工進行溝通，以收集有關日後提升之反饋意見及建議。

內部監控系統之檢討

於回顧年度內，本公司的內部審核部門（「內部審核部門」）負責內部監控職能，內部審核部門需要定期或不定期向審核委員會和董事會提供內控評價監督報告。

董事會確認其確保本集團維持健全有效風險管理及內部監控系統的責任。董事已於年內對本集團內部監控系統的有效性進行檢討。有關檢討涵蓋所有重要的監控範疇，包括財務、營運及合規監控以及風險管理職能。概無發現重大事項，惟已識別需改進事項。董事會及審核委員會認為本集團已合理實施內部監控系統的主要部份。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Future Commission in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information;
- the Group has established and implemented procedures for responding to external enquiries about the Group’s affairs, so that only the executive Directors of the Company, company secretary and investor relations officers are authorized to communicate with parties outside the Group; and
- employees or Directors possessing inside information should report the same to an executive Director, who will then report to the Board. The Board will then discuss and handle the relevant disclosures or dissemination of inside information accordingly.

內幕消息之處理及發佈

處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮上市規則項下之披露規定及證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告及其網站等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策；
- 本集團已經嚴格禁止未經授權使用機密或內幕消息；
- 本集團已就外界對本集團事務的查詢訂立及執行回應程序，據此只有本公司執行董事、公司秘書及投資者關係專員獲授權與本集團外界人士溝通；及
- 擁有內幕信息的員工或董事應向執行董事報告，有關執行董事再向董事會報告。然後，董事會將相應地討論和處理內部信息的相關披露或發佈。

COMPANY SECRETARY

The appointment and removal of the Company Secretary is subject to the Board's approval in accordance with the articles of association of the Company. Mr. Chiu Ngam ("Mr. Chiu") had been appointed as the Company Secretary since 2017. Mr. Chiu resigned as the Company Secretary with effect from 22 February 2019. Mr. Ng Mo Chun ("Mr. Ng") has been appointed as the Company Secretary with effect from 22 February 2019.

Mr. Chiu was a full time employee of the Group during the year under review, appointed by the Board and responsible for the Board. He was also the secretary of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Corporate Governance Committee. Mr. Chiu was responsible for advising the Board through the chairperson and/or the chief executive officer on governance matters and assisting the Board in discharging its obligations to Shareholders pursuant to the Listing Rules. He was also responsible for ensuring that the activities of the Board conducted efficiently and effectively, and procedures and all applicable laws and regulations complied with, and facilitating induction and professional developments of the Directors, the company secretary has taken no less than 15 hours of relevant professional training.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge that they are responsible for the preparation of accounts which give a true and fair view of the Group. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates.

公司秘書

根據本公司組織章程細則，公司秘書的委任與撤職須經董事會批准。趙岩先生（「趙先生」）自2017年起獲委任為公司秘書。趙先生已辭任公司秘書職務，自2019年2月22日起生效。吳武振先生（「吳先生」）已獲委任為公司秘書，自2019年2月22日起生效。

於回顧年度內，趙先生為本集團全職僱員，由董事會任命，並向董事會負責。其亦曾擔任審核委員會、提名委員會、薪酬委員會及企業管治委員會的秘書。趙先生負責就管治事宜透過主席及／或行政總裁向董事會提供意見及協助董事會根據上市規則向股東履行其職責。其亦負責確保董事會活動能有效率和有效地進行，及有關程序和所有適用法律及法規得到遵守，並安排董事的入職培訓及專業發展。於回顧年度內，公司秘書參與不少於15小時的相關專業培訓。

問責及核數

財務報告

董事承認，他們負責編製真實及公平地反映本集團狀況的賬目。本公司已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。

During the year under review, all Directors have been given on a quarterly basis the latest information report about the financial position and business development of the Group. The Directors endeavor to ensure a balanced and understandable assessment of the Company's position and prospects in annual reports, interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory requirements.

The statement of the auditors of the Company about their reporting responsibilities on the accounts of the Group is set out in the section headed "Independent Auditors' Report" in this annual report.

OPERATION OF MEETING AND SUPPLY OF AND ACCESS TO INFORMATION

Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given.

Full Board or committee papers will be sent to all Directors at least three days before the intended date of a Board meeting or a Board committee meeting.

Management has supplied the Board and its committees with adequate information and explanations so as to enable them to make an informed assessment of the information put before the Board and its Board committees for approval. Management is also invited to join the Board or Board committee meetings where appropriate.

Draft and final version of minutes of the meetings should be sent to all Board and Board committee members for their comment and records. Minutes of the meetings are kept by our Company Secretary, and the Board and Board committee members may inspect the documents and minutes of the Board and the Board committees at any time.

AUDITORS' REMUNERATION

The audit fee of the Group in respect of audit services provided by the independent auditors, Ernst & Young, for the Year was RMB1,350,000 (2017: RMB950,000).

During the year under review, the independent auditors was also engaged to review the interim results of the Company at a fee of RMB250,000 (2017: RMB250,000) and no other non-audit services took place (2017: Nil).

於回顧年度內，所有董事已定時每季度獲提供有關本集團的財務狀況及業務發展之最新資訊報告。董事於年報、中期報告、內幕消息公告及根據上市規則和其他法規要求的其他披露內容，致力確保就本公司之狀況和前景作出持平及容易理解之評估。

本公司核數師就報告本集團賬目的責任所作聲明載於本年報「獨立核數師報告」一節。

會議運作和資料的提供與索取

定期董事會會議應給予至少14天通知以讓所有董事有機會出席。對於其他所有董事會會議應給予合理的通知。

董事會及委員會的全部會議文件至少會在計劃舉行董事會會議或董事會委員會會議日期的三日前送予所有董事。

管理層向董事會及其委員會提供充足資料及解釋，以讓彼等能對呈交予董事會及其董事會委員會審批的資料作詳盡評估。管理層於適當時候亦會被邀請參加董事會或董事會委員會會議。

會議記錄的草稿及最終版都會發送給所有董事會及董事會委員會成員評論及記錄。公司秘書負責保管所有會議記錄，而董事會及董事會委員會成員可於任何時候檢閱董事會及董事會委員會的文件及會議記錄。

核數師酬金

獨立核數師安永就本年度向本集團提供的審核服務的費用為人民幣1,350,000元（2017年：人民幣950,000元）。

於回顧年度內，獨立核數師亦獲委任審閱本公司中期業績，費用為人民幣250,000元（2017年：人民幣250,000元）及並無發生其他非核數服務（2017年：無）。

NON-COMPETE UNDERTAKINGS

In respect of the compliance with the provisions of the Non-compete Undertakings by the Controlling Shareholders, please refer to the section headed “Non-compete Undertakings” in the Directors Report of this report.

DIRECTORS’ AND OFFICERS’ INSURANCE

The Company had arranged liability insurance for Directors and senior management officers of the Company with appropriate coverage in respect of legal action against them arising from their duties performed.

DIRECTORS’ CONTINUING PROFESSIONAL DEVELOPMENT

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time and time, to ensure compliance and enhance their awareness of good corporate governance practices.

According to the records provided by the Directors, a summary of training received by Directors during the year under review is as follows:

Name of Directors 董事姓名		Type of continuous professional development 持續專業發展類別
Executive Directors	執行董事	
Mr. Dong Shuixiao	董水校先生	B
Ms. Jin Ni	金妮女士	B
Ms. Tang Yiyang	唐怡燕女士	B
Non-executive Director	非執行董事	
Mr. Shi Kan Cheng	施侃成先生	B
Independent Non-executive Directors	獨立非執行董事	
Mr. Ng Sze Yuen, Terry	吳士元先生	A/B
Mr. Xu Chengfa	須成發先生	A/B
Mr. Yim Chun Leung	嚴振亮先生	A/B

不競爭承諾

有關控股股東遵守不競爭承諾條文的詳情，請參閱本報告董事會報告「不競爭承諾」一節。

董事及行政人員的保險

本公司已為董事及本公司高級管理人員購買責任保險，就彼等履行職責時引起的法律訴訟而提供適當保障。

董事持續專業發展

本公司鼓勵所有董事參與持續專業發展，發掘並更新彼等的知識及技能。本公司不時向董事提供上市規則以及其他適用監管規定的最新發展概況，以確保董事遵守良好的企業管治常規，並提升其對良好企業管治常規的意識。

根據董事提供的記錄，於回顧年度內，董事所接受的培訓概要如下：

Notes:

- A: attending briefing sessions and/or seminars relating to matters in financial, legal and corporate governance
- B: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

附註:

- A: 出席有關財務、法律及企業管治方面的簡介會及／或研討會
- B: 閱讀有關上市規則及其他適用監管規定最新發展之研討會資料及更新資料

MECHANISM FOR THE PROPERTY DEVELOPMENT ON MIXED-USE LANDS

In relation to the mechanism for the property development on Mixed-use Lands (as defined in the Prospectus), each of Zhong An together with its subsidiaries, (the “Zhong An Group”) and the Company has undertaken to each other that it must, in respect of each of its financial year ending after the Listing, instruct its auditors or independent financial advisers to review such documents as the auditors or independent financial advisers may require and confirm to its board of directors that the mechanism set out the section headed “Relationship with our Controlling Shareholders – Joint property development on mixed commercial-residential use land projects” in the Prospectus had been complied with during such financial year. During the year under review, the Directors confirm that there has not been any occasion where an opportunity aroused for an acquisition and development of land for property development project on mixed commercial-residential use land projects in which the remaining Zhong An Group (i.e. Zhong An Group, excluding the Group) (the “Remaining Zhong An Group”) has invited the Group to participate in the Joint Development (as defined in the Prospectus).

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules.

Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard set out in the Model Code and the Company’s code of conduct during the year under review.

Senior management who, because of their office in the Group, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Model Code when dealing in the Company’s shares.

混合用途土地上開發物業的機制

關於混合用途土地上開發物業的機制（定義見招股章程），眾安及其下屬公司，統稱「眾安集團」及本公司已分別向對方承諾，就於上市後結束的每個財政年度，必須指示核數師或獨立財務顧問審核核數師或獨立財務顧問所要求的文件，並向董事會確認，載於招股章程「與控股股東之關係－商住混合用途土地項目的共同物業開發」一節的機制已於該財政年度被遵守。於回顧年度內，董事確認於任何情況下並無就商住混合用途的土地項目出現收購及開發用作物業開發項目土地的機會，而商住混合用途的土地項目中餘下眾安集團（即是排除本集團後的眾安集團）（「餘下眾安集團」）已邀請本集團參與共同開發（定義見招股章程）。

董事的證券交易

本公司已以條款不遜於上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」）的規定準則，採納有關董事進行證券交易的行為守則。

本公司已向所有董事作出特定查詢，而所有董事已確認，彼等於回顧年度內已遵守標準守則及本公司行為守則所載標準。

因受聘於本集團而可能獲得內幕消息的高級管理層，於買賣本公司股份時亦須遵守標準守則的條文。

SHAREHOLDERS' RIGHTS

Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

The following procedures are subject to the Articles, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised from time to time) of the Cayman Islands and the applicable legislation and regulation.

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). Pursuant to article 64 of the Articles, general meetings shall be convened on the written requisition of any two or more Shareholders made to Directors or the Secretary specifying the objects of the meeting, provided that such requisitionists held as at the date of deposit of the requisition shall not hold less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board 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.

Procedures for Proposing a Person for Election as a Director

If a shareholder, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating shareholder) to stand for election as a Director, he or she should give to the company secretary of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected, no earlier than the 7 clear days after the dispatch of the notice of the relevant general meeting and no later than 7 clear days prior to the date appointed for the relevant general meeting.

Detailed procedures for Shareholders to propose a person for election as a Director are available on the Company's website.

股東權利

召開股東特別大會及於股東大會上提出議案

以下流程須遵守細則、開曼群島公司法第22章（1961年第3條法例，經不時綜合及修訂）及適用法律及法規。

開曼群島公司法（2012年修訂本）並無條文批准股東於股東大會上提呈新決議案。根據細則第64條，股東大會可由任何兩位或以上股東向董事或秘書提交列明大會目的的書面要求，惟在提交上述要求當日，該等呈請人須持有不少於有權在本公司股東大會上投票的本公司繳足股本的十分之一。倘在提交要求日起21日內董事會並無於隨後21日內召開會議，呈請人可按相同方式盡快召開股東大會，猶如董事會召開大會一樣，因董事會未有召開大會導致呈請人產生的一切合理開支由本公司向彼等償付。

提名人士參選董事的流程

倘有權出席相關股東大會及於會上投票的股東欲提名一名人士（並非作出提名的股東）參選董事，彼應在不早於寄發相關股東大會通知後七日及不遲於相關股東大會指定舉行日期前七日期間，向本公司的公司秘書發出書面通知，表示有意提名一名人士參選董事，以及該名人士願意參選的書面通知。

股東提名候選董事的流程詳情於本公司網站刊載。

INVESTOR RELATIONS/WITH SHAREHOLDERS AND INVESTORS COMMUNICATION

The Company attaches great importance to communication with the Shareholders. A number of means are used to promote greater understanding and dialogue with the Shareholders. The means of access includes the release by the Company of the various corporate communication of the Company via the website of the Stock Exchange and the website of the Company (<http://www.chinanewcity.com.cn>). Shareholders are encouraged by the Company to attend general meetings of the Company where the chairperson of the Company and other members of the Board and (if appropriate) the auditors of the Company, are available to answer questions.

In addition, our chairperson, Directors and senior management actively participated in various investor relations activities to reach and establish a good long-term interactive relationship with shareholders and potential investors. We introduced our current operating conditions and future development strategies and at the same time also received advices from investors regarding the Company's development, from which we understand more about investors' expectations of the Company. Thereby, we can continue improving the operation management of the Company and establish effective mutual communication channels.

Enquiries and Proposals to the Board

Shareholders are encouraged to communicate with the Company for any enquiries in relation to the affairs of the Group. Shareholders may contact the Company in writing to the Company's head office in the PRC or the Company's principal place of business in Hong Kong or by e-mail to cnc_ir@chinanewcity.com.cn or direct any enquiries to the Company's investor relations representative, Capital Markets Department, whose contact details are set out in the annual report of which this report forms part.

投資者關係／與股東及投資者的溝通

本公司十分重視與股東的溝通，並為此透過多種管道，增進與股東之瞭解及交流。溝通的管道包括本公司通過聯交所網站及本公司網站 (<http://www.chinanewcity.com.cn>) 刊發本公司各種企業傳訊。本公司鼓勵股東出席本公司股東大會，本公司董事會主席及其他成員及（如適當）核數師在會上回答提問。

此外，主席、董事和高級管理人員積極參與各項投資者關係活動以達成與股東及潛在投資者建立良好而長遠的互動關係。我們介紹公司目前的營運情況和未來發展戰略，同時也收取了投資者對公司發展的意見，從中了解投資者對公司的期望，藉此持續改善公司的經營管理，建立有效的雙向溝通渠道。

向董事會查詢及提出建議

本公司鼓勵股東與本公司進行溝通，就有關本集團事宜提出質詢。股東可通過向本公司中國總辦事處或本公司香港主要營業地點寄發書信或向 cnc_ir@chinanewcity.com.cn 發送電子郵件與本公司進行溝通，或直接向本公司投資者關係代表資本市場部查詢，其聯絡詳情載於年報，而本報告為其中一部份。

Annual Results Conference

During the year under review, the Company convened the 2017 annual results conference and gave full elaboration on its operating conditions for the Year. The Directors and senior management attended the conference and communicated actively with the investors, securities analysts and media attending the conference to enable them to understand fully the operating conditions and development strategies of the Company, and actively strived for the understanding and recognition from the market regarding the Company's profit growth and sustainability.

Annual General Meeting

The 2017 annual general meeting was held on 5 June 2018 at Conference Room No. 5, 4th Floor, Holiday Inn Hangzhou Xiaoshan, No. 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC. The Directors and senior management together with the external independent auditors attended the annual general meeting to answer enquiries from shareholders and investors attending the meeting. All ordinary resolutions proposed in the meeting were duly passed by way of poll.

Regular Meetings with Investors

During the year under review, the Directors, senior management and investor relations team have meetings with investors, fund managers and financial analysts from time to time, introducing the operating conditions and development strategies of the Company and answered the questions raised. The Company provides the investors and analysts with clear and timely compliance information to enable them to make reasonable investment decisions with sufficient information.

年度業績發佈會

於回顧年度內，本公司召開了2017年度業績發佈會並詳細介紹了年度經營情況。董事和高級管理人員均出席了發佈會，與在場的投資者、證券分析員及媒體積極溝通，使其充分了解公司的經營狀況、發展戰略，並積極爭取市場對公司盈利增長和可持續性的理解和認同。

股東週年大會

2017年度股東週年大會於2018年6月5日假座中國浙江省杭州市蕭山區山陰路688號杭州蕭山眾安假日酒店四樓五號會議室召開。董事和高級管理人員連同外聘獨立核數師均已出席股東週年大會，並回答到會股東及投資者的提問。會上所提呈之所有普通決議案均以投票方式表決並獲正式通過。

日常投資者會議

於回顧年度內，董事、高級管理人員及投資者關係團隊不時約見投資者、基金經理及財務分析員，介紹本公司經營情況和發展戰略，並回答彼等所提問題。本公司為投資者和分析員提供了明確和及時的合規資訊，以便其具備充分信息進行合理的投資決策。

Media Reverse Roadshow

During the year under review, the Company organized a Hong Kong media team to conduct reverse roadshow. The Directors and senior management attended the reverse roadshow and answered the questions raised by the media. This enabled investors to understand more about the development conditions and strategic directions of the new business.

Investor Relations Plan

In 2019, we will continue to enhance communication with investors in accordance to the main needs and concerned issues from investors and analysts. It is expected that multiple activities for investors will be conducted in 2019 through field trip, non-deal roadshow and one-to-one meeting and publishing voluntary disclosure announcement to mass investors in order to enhance their understanding of the Group.

Should investors have any inquiries and/or suggestions, please contact us at cnc_ir@chinanewcity.com.cn.

CONSTITUTIONAL DOCUMENTS

The Company's constitutional documents was adopted on 31 May 2014. There was no change in the memorandum and articles of association of the Company during the year under review.

For and on behalf of the Board

China New City Commercial Development Limited

Shi Kancheng

Chairperson

The Hong Kong, 19 March 2019

媒體反向路演

於回顧年度內，本公司就組織了香港媒體團隊進行反向路演。董事和高級管理層均出席了反向路演並回答媒體提問，使投資者更了解新業務的發展狀況和戰略方向。

投資者關係計劃

於2019年，我們將繼續針對投資者與分析師的需求及關心的問題加強與投資者的溝通。預計將在2019年通過舉辦實地考察、非交易路演及一對一會議進行投資者多重活動和發佈自願性信息披露予群眾投資者，以提高投資者對本集團的理解。

倘投資者有任何查詢及／或建議，請電郵至 cnc_ir@chinanewcity.com.cn。

章程文件

本公司章程文件乃於2014年5月31日採納。於回顧年度內，本公司的組織章程大綱及細則概無變動。

代表董事會

中國新城市商業發展有限公司

主席

施侃成

香港，2019年3月19日

Biographical Details of Directors and Senior Management

董事及高級管理層的履歷

DIRECTORS

Executive Directors

Mr. Dong Shuixiao (董水校先生), aged 53, has been appointed as the executive Director and chief executive officer of the Group on 16 June 2015 and is responsible for leading the business of the Group. He has over 21 years of experience in property operation and management. He was the vice president and director of certain subsidiaries of Zhong An (stock code: 00672), a company whose shares are listed on the main board of the Stock Exchange, since 2012 and was responsible for assisting the chief executive officer of Zhong An on the administration and general project management of the Zhong An Group until July 2014 and thereafter continued to serve as such positions for the Remaining Zhong An Group until June 2015. He joined the Zhong An Group in 1997 and had served as deputy general manager and general manager for various subsidiaries of Zhong An during the period from 1997 to July 2014 and thereafter continued to serve as deputy general manager and general manager for various members of the Remaining Zhong An Group until June 2015. He has extensive professional and senior managerial experiences in real estate industry, particularly in the field of project administration and management, on-site technology supervision, construction cost control and financial operation. Prior to joining the Zhong An Group, he held managerial positions as accountant, deputy finance manager, operational management manager, deputy general manager and general manager in the PRC companies including Xiaoshan Material Bureau (1985-1989), Changzheng Material Company Limited (1989-1993) and Hangzhou Xiaoshan Hongsen Material Company Limited (1994-1996). Mr. Dong graduated from Wuhan University of Technology with a civil engineering degree and the China University of Geosciences with a bachelor degree of business administration. Mr. Dong has resigned from all his managerial positions in the Remaining Zhong An Group before joining the Group. He is also a director of certain members of the Group.

Ms. Jin Ni (金妮女士), aged 43, is the executive Director, vice chairperson of Board and vice president of the Group, and is responsible for formulating and implementing strategies and business plans for the development of the Group's property sales, property leasing and property management businesses. She was appointed as an executive Director on 30 September 2013. Ms. Jin has over 19 years of experience in sales, and operation and management of commercial projects. Prior to joining the Group, Ms. Jin held directorial and/or executive roles of certain members of the Remaining Zhong An Group. She obtained a bachelor degree in administrative management from the Zhejiang University of Technology (浙江工業大學) in July 2003 and obtained a diploma in financial accounting from the Oriental Institute of the Zhejiang University* (浙江大學東方學院) (currently known as Oriental Institute of Finance and Economics* (浙江財經大學東方學院)) in July 1997. She is also a director of certain members of the Group.

董事

執行董事

董水校先生，53歲，自2015年6月16日起獲任命為執行董事兼集團行政總裁並負責領導本集團業務。彼擁有逾21年的物業經營和管理經驗。彼自2012年起為眾安（股票代碼：00672）（其股份於聯交所主板上市的公司）副總裁及兼任其若干附屬公司的董事，負責協助眾安行政總裁處理眾安集團行政及日常項目管理工作直到2014年7月，此後繼續擔任餘下眾安集團該等職位直到2015年6月。彼自1997年起加入眾安集團，並於1997年至2014年7月期間於多家眾安成員公司擔任副總經理及總經理。此後繼續擔任餘下眾安集團各成員公司的副總經理，總經理，直到2015年6月。彼於房地產行業擁有豐富專業及高級管理層經驗，特別是項目行政及管理、現場技術監督、建設成本控制以及財務營運方面。於加入眾安集團前，彼於蕭山物資局（1985年至1989年）、長征物資有限公司（1989年至1993年）及杭州蕭山紅申物資有限公司（1994年至1996年）等中國公司擔任會計師、財務副經理、經營管理部經理、副總經理及總經理管理職務。董先生畢業自武漢理工大學並取得土木工程學位及自中國地質大學取得工商管理本科學歷。董先生於加入本集團前已辭去其於餘下眾安集團之所有管理職務。彼亦為本集團若干成員公司的董事。

金妮女士，43歲，為執行董事、董事會副主席兼集團副總裁。彼負責對本集團之物業銷售、物業租務及物業管理業務發展制定及執行策略和業務計劃。彼於2013年9月30日獲委任為執行董事。金女士於銷售、經營和管理商業項目方面擁有逾19年經驗。於加入本集團前，金女士擔任餘下眾安集團若干成員公司的董事及／或行政職位。彼於2003年7月獲得浙江工業大學行政管理專業學士學位，並於1997年7月獲得浙江大學東方學院（現稱為浙江財經大學東方學院）頒授財務會計文憑。彼亦為本集團若干成員公司的董事。

Biographical Details of Directors and Senior Management

董事及高級管理層的履歷

Ms. Tang Yiyan (唐怡燕女士), aged 48, is the executive Director and vice president of the Group, and is responsible for overall property management of our Group. She was appointed as an executive Director on 30 September 2013. Ms. Tang has over 16 years of experience in operations and management. Prior to joining the Group, she held various positions including assistant to general manager of Jiaying Jiahe Beijing City Shopping Center Company Limited (嘉興嘉禾北京城購物廣場有限公司), and manager of sales department, project supervisor, deputy general manager and vice general manager in general affairs of Zhejiang Lai Yin Da Commercial Development Company Ltd. (浙江萊茵達商業發展有限公司). Ms. Tang obtained a diploma in economics and management from the Zhejiang Province Mechanic and Politics University (浙江省職工政治大學) (currently known as Zhejiang University of Economics and Management (浙江經濟管理大學)) in July 1994.

Non-executive Director

Mr. Shi Kan Cheng (施侃成先生) (alias Shi Zhongan (施中安)), aged 56, is a non-executive Director and chairperson of the Board. He was appointed as a Director on 2 July 2013 and re-designated as non-executive Director on 30 September 2013. He is responsible for assisting the Board in the strategic planning of the Group, leading the Board to ensure that it will perform its roles and carry out its responsibilities effectively, and ensuring proper corporate governance practices and procedures are implemented within the Group. However, he does not participate in the day-to-day management of the business operations of the Group.

Mr. Shi has over 22 years of experience in property development and property investment. Mr. Shi currently serves as the executive director, chairman and the chief executive officer of Zhong An (stock code: 00672). Mr. Shi served as a tax officer in the finance and revenue bureau of Xiaoshan District of Hangzhou (formerly known as Xiaoshan City) and the general manager of Hangzhou Xiaoshan Milkyway Real Estate Development Co., Ltd. Mr. Shi completed an Executive Master of Business Administration Program (Finance Track) organized by Shanghai National Accounting Institute and obtained a CFO Qualifying Training Certificate in June 2007. From 2005 to 2006, Mr. Shi completed a program for executive officers, focusing on globalization and real estate developers, co-organized by Harvard University, Tsinghua University, The University of Hong Kong and the United States Military Academy and a program for presidents of real estate companies organized by Zhejiang University in July 2006. Mr. Shi obtained a doctoral degree of business administration program jointly organized by Shanghai Advanced Institute of Finance (SAIF) and W. P. Carey School of Business, Arizona State University (ASU) in the US in May 2017. Mr. Shi is also a director of certain members of the Remaining Zhong An Group and the Group. Mr. Shi is the sole director and the sole shareholder of Whole Good Management Limited, which is the controlling shareholder of the Group.

唐怡燕女士，48歲，為執行董事兼本集團副總裁，彼負責本集團整體物業管理。彼於2013年9月30日獲委任為執行董事。唐女士於經營及管理積累逾16年經驗。於加入本集團前，彼於嘉興嘉禾北京城購物廣場有限公司擔任若干職位包括總經理助理等，及於浙江萊茵達商業發展有限公司任營運經理、項目經理、副總經理及常務副總經理。唐女士於1994年7月在浙江省職工政治大學（現為浙江經濟管理大學）獲得經濟及管理學大專文憑。

非執行董事

施侃成先生（又名施中安），56歲，為非執行董事兼董事會主席。彼於2013年7月2日獲委任為董事，並於2013年9月30日調任非執行董事。彼負責協助董事會制定本集團的策略性規劃，帶領董事會以確保董事會能夠履行其職務並有效地進行其職責，並確保於本集團內實施適當的企業管治常規及程序。然而，彼不會參與本集團日常業務管理。

施先生於物業開發及物業投資方面擁有逾22年經驗。施先生現為眾安（股份代號：00672）之執行董事、主席兼行政總裁。施先生歷任杭州蕭山區（原稱蕭山市）財政稅務局稅務專員和杭州蕭山銀河房地產開發有限公司總經理。施先生於2007年6月完成上海國家會計學舉辦的工商管理碩士課程並獲得首席財務官資格培訓證書。於2005年至2006年，施先生完成哈佛大學、清華大學、香港大學及美國陸軍軍官學校專為全球化及房地產發展商行政人員合辦的課程及於2006年7月完成浙江大學房地產公司總裁班課程。施先生於2017年5月獲得上海高級金融學院（SAIF）與美國亞利桑那州立大學（ASU）凱瑞商學院合辦的工商管理博士學位。施先生亦為餘下眾安集團及本集團若干成員公司董事。施先生為全好管理有限公司（本集團的控股股東）之唯一董事及唯一股東。

Independent non-executive Directors

Mr. Ng Sze Yuen, Terry (吳士元先生), aged 59, is an independent non-executive Director and vice chairperson of the Board. He was appointed as an independent non-executive Director on 31 May 2014. He has over 31 years of experience in operation and management and is now the chief executive officer and an executive director of L'AVENUE International Holdings Limited, a private company in Hong Kong. His leadership responsibilities include strategic planning, financial investments, management of property development and investment portfolio, both in Hong Kong and overseas. In October 2017, he was appointed as an independent non-executive director of Sun Hing Printing Holdings Limited (stock code: 01975), a company whose shares are listed on the main board of the Stock Exchange and provides independent views to the board as well as its audit committee and nomination committee. Since January 2012, Mr. Ng has been the founding member and a director of Terry Ng & Associates Limited in which he manages his own investment portfolio including real estate, equity market and private equity investments. Mr. Ng was an executive director of Hang Lung Group Limited (stock code: 00010) and Hang Lung Properties Limited (stock code: 00101), companies whose shares are listed on the main board of the Stock Exchange, respectively and was mainly responsible for such groups' strategic and corporate planning, financial investments, and relations with the investment community. He was also an executive director of Giordano International Limited (stock code: 00709), a company whose shares are listed on the main board of the Stock Exchange. Mr. Ng has over 8 years of work experience with Giordano International Limited and its affiliated companies, and held other various positions including senior vice president of international business and assistant director of business development. He also worked at the Stock Exchange and held various positions including senior manager of listing division, department head of finance division and manager of finance division. Mr. Ng is a fellow member of CPA Australia. He obtained a master's degree in business administration from Asia International Open University (Macau) (currently known as City University of Macau) in November 1995 and a bachelor degree in commerce majoring in accounting and financial systems from the University of New South Wales in April 1985.

Mr. Xu Chengfa (須成發先生), aged 66, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 May 2014. Mr. Xu has over 22 years of experience in banking operations and management. He worked in the Hong Kong Branch of Bank of Communications Co., Ltd. (stock code: 03328), a company whose shares are listed on the main board of the Stock Exchange and held various positions including senior manager of investment banking department, senior manager of corporate services department, assistant general manager, deputy general manager, deputy chief executive officer and consultant.

獨立非執行董事

吳士元先生，59歲，為獨立非執行董事兼董事會副主席。彼於2014年5月31日獲委任為獨立非執行董事。彼於營運及管理方面擁有逾31年經驗。吳先生現任尚嘉國際控股有限公司（香港一間私營公司）的行政總裁兼執行董事，負責掌管策略規劃、財務投資及管理香港和海外之物業發展及投資組合。彼自2017年10月獲委任為新興印刷控股有限公司（股份代號：01975）（其股份於聯交所主板上市）獨立非執行董事，給予董事局、審核委員會及提名委員會獨立意見。自2012年1月起吳先生擔任Terry Ng & Associates Limited的創始成員及董事，管理其個人的投資組合，包括房地產、股票市場及私募股權投資。吳先生曾獲委任為恒隆集團有限公司（股份代號：00010）及恒隆地產有限公司（股份代號：00101）（股份分別於聯交所主板上市）執行董事，主要負責該集團的策略及企業規劃、金融投資以及與投資界的關係。彼亦曾為佐丹奴國際有限公司（股份代號：00709）（其股份於聯交所主板上市）執行董事。吳先生於佐丹奴國際有限公司及其聯屬公司擁有逾8年工作經驗，彼亦曾出任國際業務高級副總裁及業務發展助理董事等多個職務。彼亦曾於聯交所工作，出任上市科高級經理、財務科部門主管及財務科經理。吳先生為澳洲會計師公會的資深會員。彼於1995年11月獲取亞洲（澳門）國際公開大學（現稱澳門城市大學）頒授工商管理碩士學位，及於1985年4月獲新南威爾士大學頒授商業學士學位，主修會計及財務系統。

須成發先生，66歲，為獨立非執行董事。彼於2014年5月31日獲委任為獨立非執行董事。須先生在銀行業務和管理方面擁有逾22年的經驗。彼曾於交通銀行股份有限公司（股份代號：03328）（其股份於聯交所主板上市）香港分行工作，擔任多項職務包括投資銀行部高級經理、企業服務部高級經理、助理總經理、副總經理及副行政總裁及顧問。

Biographical Details of Directors and Senior Management

董事及高級管理層的履歷

Mr. Yim Chun Leung (嚴振亮先生), aged 57, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 May 2014. Mr. Yim has over 34 years of experience in auditing, accounting and finance fields. He is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 3.10(2) of the Listing Rules.

Mr. Yim is a non-practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants and an associate of the Institute of Chartered Accountants in England and Wales. He also possesses a master's degree in business administration.

Mr. Yim is also an executive director of Jacobson Pharma Corporation Limited (a company whose shares are listed on the main board of the Stock Exchange, stock code: 02633) which, together with its group companies, are principally engaged in development, production, marketing and sale of generic drugs and proprietary medicines. Mr. Yim had served in numerous companies listed on the main board of the Hong Kong Stock Exchange which included an executive director and chief executive officer of LVGEM (China) Real Estate Investment Company Limited (formerly known as New Heritage Holdings Ltd.) (stock code: 00095) since December 2004 and July 2014 respectively until he resigned in March 2016, the financial controller of Soundwill Holdings Limited (stock code: 00878) from May 2002 to June 2004, the chief financial officer of Sinolink Worldwide Holdings Limited (stock code: 01168) from December 2000 to February 2002, an executive director of N P H International Holdings Limited (currently known as Concord New Energy Group Limited, stock code: 00182) from 1998 to April 1999 and the finance director of Tysan Holdings Limited (currently known as Hong Kong International Construction Investment Management Group Co., Limited, stock code: 00687) from January 1994 to January 1998.

SENIOR MANAGEMENT

Mr. Fang Bin (方彬先生) is the executive vice-president of the Group, and is responsible for operations of film and television culture, cultural tourism and human resource and administration. Mr. Fang joined China New City in July 2016. Prior to joining the Group, he worked in Hangzhou Branch of Huaxia Bank for investment sector from February 2012 to June 2016 and has many years of experience in financial investment and business negotiation. Mr. Fang holds a Master's Degree in finance and economics from the University of Warwick in September 2012.

嚴振亮先生, 57歲, 為獨立非執行董事。彼於2014年5月31日獲委任為獨立非執行董事。嚴先生於審計、會計及財務方面已積逾34年經驗。彼為獨立非執行董事, 具備上市規則第3.10(2)條所規定的資格及經驗。

嚴先生為香港會計師公會非執業會員、特許公認會計師公會資深會員及英格蘭及威爾斯特許會計師公會會員。彼同時擁有工商管理碩士學位。

嚴先生同時擔任雅各臣科研製藥有限公司(其股份於聯交所主板上市, 股份代號: 02633)之執行董事。雅各臣科研製藥有限公司及其集團公司主要從事非專利藥及品牌成藥開發、生產、營銷與銷售業務。嚴先生亦曾任職多間在香港聯交所主板上市的公司, 其中包括分別自2004年12月及2014年7月起擔任綠景(中國)地產投資有限公司(前稱新澤控股有限公司)(股份代號: 00095)之執行董事及行政總裁並於2016年3月辭任, 於2002年5月至2004年6月擔任金朝陽集團有限公司(股份代號: 00878)之財務總監, 於2000年12月至2002年2月擔任百仕達控股有限公司(股份代號: 01168)之首席財務官, 於1998年至1999年4月擔任南北行國際集團有限公司(現稱協合新能源集團有限公司, 股份代號: 00182)之執行董事及於1994年1月至1998年1月擔任泰昇集團控股有限公司(現稱香港國際建設投資管理集團有限公司, 股份代號: 00687)之財務董事。

高級管理層

方彬先生, 為本集團常務副總裁, 分管影視文化、文旅及人力行政中心。方先生於2016年7月加入中國新城市。於加入本集團前, 彼自2012年2月至2016年6月華夏銀行杭州分行投資部工作, 具有多年金融投資、業務洽談經驗。方先生於2012年9月獲得英國華威大學金融與經濟專業碩士學位。

Mr. Shi Nanlu (施南路先生) is the vice-president of the Group, and is responsible for healthy business sector. Mr. Shi joined Zhong An Group in June 2010. He held various positions including asset management manager, fund management manager and vice president in the financial center and has many years of experience in financial and finance management. He is the vice-president of China New City since June 2015. Mr. Shi holds a Bachelor of Financial and Accounting from the University of Manitoba in June 2007.

Mr. Liu Bo (劉波先生) is the vice-president of the Group, and is responsible for financial and industry management. He joined China New City in July 2016. Prior to joining the Group, he worked in He Jun Capital for investment sector from December 2012 to July 2013, and Wan Xiang Trust for trust business department from August 2013 to June 2016. He has many years of experience in financial investment and fund management. Mr. Liu holds a Master Degree in Actuarial Science from the Boston University in December 2012.

COMPANY SECRETARY

The appointment and removal of the Company Secretary is subject to the Board's approval in accordance with the articles of association of the Company. Mr. Chiu had been appointed as the Company Secretary since 2017. Mr. Chiu resigned as the Company Secretary with effect from 22 February 2019. Mr. Ng has been appointed as the Company Secretary with effect from 22 February 2019.

Mr. Chiu is the chief financial officer and company secretary of the Company. He joined the Group in February 2017. Mr. Chiu holds a Bachelor of Business Administration from the Hong Kong University of Science and Technology. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Chiu has over 20 years of experience in accounting, financial management, merge and acquisition, capital market financing and listing compliance. He is also a director of certain members of the Group.

Mr. Ng has been appointed as the Financial Controller and the Company Secretary with effect from 22 February 2019. Mr. Ng holds a Bachelor of Business Administration degree and a Master of Economics degree from the University of Hong Kong. Mr. Ng is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of Chartered Institute of Management Accountants. Mr. Ng has worked in an international professional services firm, a luxury chain hotel, a regional airline group and a PRC property developer, in total of over 11 years of experience in accounting, financial management, mergers and acquisitions, capital financing and listing compliance.

施南路先生，為本集團副總裁，分管健康產業。施先生於2010年6月加入眾安集團，彼先後擔任財務中心資金管理部經理、基金管理部經理、副總監，具有多年財務管理、金融管理經驗。彼自2015年6月加入中國新城市擔任副總裁至今。施先生於2007年6月獲得加拿大曼尼托巴大學(The University of Manitoba)金融與會計專業本科學歷。

劉波先生，為本集團副總裁，分管財務與產業基金。劉先生於2016年7月加入中國新城市。於加入本集團前，彼自2012年12月至2013年7月和君資本投資部工作，自2013年8月至2016年6月萬向信託業務部工作，具有多年金融投資、基金管理經驗。劉先生於2012年12月獲得美國波士頓大學碩士學位。

公司秘書

根據本公司組織章程細則，公司秘書的委任與撤職須經董事會批准。趙先生自2017年起獲委任為公司秘書。趙先生已辭任公司秘書職務，自2017年2月22日起生效。吳先生已獲委任為公司秘書，自2019年2月22日起生效。

趙先生為本公司財務總監兼公司秘書。彼於2017年2月加入本集團。趙先生持有香港科技大學頒授之工商管理學士學位。彼為香港會計師公會資深會員及美國註冊會計師協會會員。趙先生於會計、財務管理、收購合併、資本市場融資及上市合規方面擁有逾20年經驗。彼亦為本集團若干成員公司的董事。

吳先生已獲委任為本公司財務總監及公司秘書，由2019年2月22日起生效。吳先生持有香港大學頒授之工商管理學士以及經濟學碩士學位。彼為香港會計師公會資深會員及英國特許管理會計師公會會員。吳先生曾供職於國際四大會計師事務所、豪華連鎖酒店、區域航空集團、內地房地產開發商，於會計、財務管理、收購合併、資本融資及上市合規方面擁有逾11年經驗。

The Report of Directors

董事會報告

The board (“Board”) of directors (the “Directors”) of China New City Commercial Development Limited (the “Company”) are pleased to present their annual report to shareholders of the Company (the “Shareholders”) and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the year ended 31 December 2018 (“the year under review”).

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in commercial property development, leasing and hotel operations. The nature of the principal activities has not changed during the year under review.

BUSINESS REVIEW, KEY PERFORMANCE INDICATORS AND FUTURE DEVELOPMENT

A discussion on the business review of the Group and an analysis of the performance of the Group based on certain financial key performance indicators for the year under review are set out in the section headed “Management Discussion and Analysis” of this annual report.

RESULTS AND DIVIDENDS

The Group’s profit for the year under review and the state of affairs of the Company and the Group at 31 December 2018 are set out in the financial statements on pages 109 to 115.

The Board does not recommend the payment of final dividend for the year ended 31 December 2018 (2017: Nil).

SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and the Prospectus, is set out on page 280. This summary does not form part of the audited financial statements.

中國新城市商業發展有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(下文稱為「本集團」)截至2018年12月31日止年度(「回顧年度」)的年報及經審核財務報表予本公司股東(「股東」)。

主要業務

本公司的主要業務為投資控股。本集團的主要業務為商業地產開發、租賃及酒店運營。於回顧年度內，主要業務的性質並無改變。

業務回顧、關鍵表現指標及未來發展

本集團業務回顧之討論及根據回顧年度內若干財務關鍵表現指標進行之本集團表現分析已載於本年報之「管理層討論與分析」一節。

業績及股息

本集團於回顧年度的利潤，連同本公司及本集團於2018年12月31日的財務狀況，載於財務報表第109至115頁。

董事會不建議派發截至2018年12月31日止年度末期股息(2017年：無)。

綜合財務資料概要

本集團摘錄自己刊發之經審核財務報表及招股章程的最近五個財政年度的業績，以及資產、負債和非控股權益概要載於第280頁。此概要並非經審核財務報表的一部份。

PROPERTY AND EQUIPMENT, AND INVESTMENT PROPERTIES

Details of movements in the property and equipment, and investment properties of the Group during the year under review are set out in notes 12 and 13 to the financial statements respectively. Further details of the Group's investment properties are set out on pages 220 to 233.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal risks and uncertainties are set out under the paragraph headed "Principal Risks and Key Controls" in the section headed "Corporate Governance Report" of this annual report.

KEY RELATIONSHIPS

An account of the Group's key relationships with its employees, customers and suppliers are set out in the paragraph headed "Relationships with Employees, Customers and Suppliers" under the section headed "Management Discussion and Analysis" of this annual report.

ENVIRONMENTAL POLICIES

A discussion on the Group's environmental policies and performance is set out in the paragraph headed "Environment Policies and Performance" under the section headed "Management Discussion and Analysis" of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year under review are set out in note 27 to the financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Scheme as disclosed in the section headed "The Report of Directors – Share Option Scheme" of this annual report and note 28 to the financial statements respectively, no equity-linked agreements were entered into by the Company during the year under review or subsisted at the end of the year under review.

物業及設備及投資物業

本集團於回顧年度內的物業及設備及投資物業的變動詳情分別載於財務報表附註12及13。本集團投資物業的進一步資料載於第220至233頁。

主要風險及不確定因素

本集團之主要風險及不確定因素載於本年報之「企業管治報告」一節內之「主要風險及關鍵控制」一段。

主要關係

本集團與其僱員、客戶及供應商之主要關係報告載於本年報之「管理層討論與分析」一節項下之「與僱員、客戶及供應商之關係」。

環保政策

有關本集團環保政策及表現之討論載於本年報之「管理層討論與分析」一節項下之「環保政策及表現」一段。

股本

本公司於回顧年度內股本的變動詳情載於財務報表附註27。

股票掛鈎協議

除了在本年報之「董事會報告—購股權計劃」一節和財務報表附註28分別披露之計劃外，本公司沒有股票掛鈎協議於回顧年度內簽訂或於本回顧年度末仍存在。

RESERVES

Details of the movements in the reserves of the Group during the year under review are set out in the consolidated statement of changes in equity and note 29 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's accumulated losses amounted to approximately RMB69,772,000 and the Company's share premium amounted to RMB573,233,000. By passing an ordinary resolution of the Company, dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Companies Law of the Cayman Islands.

SHARE OPTION SCHEME

The details of the share option scheme (the "Scheme") approved by the Shareholders on 20 May 2015 (the "Adoption Date") are disclosed below pursuant to the requirements under Chapter 17 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"):

1. Purposes of the scheme

The purpose of the Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

儲備

本集團於回顧年度內的儲備變動詳情載於綜合權益變動表及財務報表附註29。

可分派儲備

於2018年12月31日，本公司的累計損失約為人民幣69,772,000元，而本公司的股份溢價為人民幣573,233,000元。經本公司普通決議案通過，股息亦可從股份溢價賬或按照開曼群島公司法就此獲授權的任何其他資金或賬戶宣派及支付。

購股權計劃

有關股東於2015年5月20日（「採納日期」）批准的購股權計劃（「計劃」）的詳情根據於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第17章規定披露如下：

1. 計劃之目的

計劃旨在讓本集團向合資格參與者授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。董事認為，計劃憑藉其經擴大參與基礎將使本集團可獎勵僱員、董事及其他合資格參與者對本集團所作之貢獻。鑒於董事有權釐定須達到之任何表現目標以及根據計劃獲授購股權後於可行使前須持有之最短期間，及購股權之行使價不得低於上市規則規定之價格或董事可能釐定的有關較高價格，預期購期權計劃之購股權承授人將致力促進本集團業務發展，提升股份市價，以實現獲授購股權之利益。

2. Participants of the Scheme

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full-time or part-time including any executive Director but excluding any non-executive Director) of the Company, any of the Company's subsidiaries or any entity ("Invested Entity") in which any member of the Group holds an equity interest;
- (b) any non-executive Directors (including independent non-executive Directors) of the Company, any of the Company's subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity;
- (g) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group;

and, for the purposes of the Scheme, the offer for the grant of option may be made to any company wholly owned by one or more persons belonging to any of the above classes of participants.

For avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of participants shall not, by itself, unless the Board otherwise determine, be construed as a grant of option under the Scheme.

2. 計劃的參與者

董事會可全權酌情邀請屬於下列參與者類別之任何人士接納可認購股份之購股權：

- (a) 本公司或其任何附屬公司或本集團任何成員公司持有股權之任何實體（「所投資實體」）之任何全職或兼職僱員（包括任何執行董事但不包括任何非執行董事）；
- (b) 本公司、本公司任何附屬公司或任何所投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何所投資實體之任何貨品或服務供應商；
- (d) 本集團任何成員公司或任何所投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何所投資實體提供研發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何所投資實體業務任何方面或業務發展之任何專業或其他諮詢人或顧問；
- (g) 已經或可能透過合營公司、業務聯盟或其他業務安排對本集團發展及增長作出貢獻的任何其他組別或類別的參與者；

而就計劃而言，可向屬於上述任何類別合資格參與者的一名或多名人士全資擁有之任何公司要約授出購股權。

為免存疑，除董事會另行決定外，本公司向屬於上述合資格參與者任何類別之人士授出可認購股份或本集團其他證券之任何購股權本身並不被詮釋為根據計劃授出購股權。

The eligibility of any of the above class of participants to an offer for the grant of any option shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution to the development and growth of the Group.

3. Maximum number of the Shares available for Subscription

- (a) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time.
- (b) The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Scheme and any other share option scheme of the Group) to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the number of Shares in issue as at the date of approval of the Scheme ("General Scheme Limit").
- (c) Subject to (a) above but without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Group must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshed limit and, for the purpose of calculating the refreshed limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Scheme and any other share option scheme of the Group) previously granted under the Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

上述各類獲授購股權之合資格參與者之資格不時由董事會按照其認為有關人士對本集團發展及增長所作之貢獻而釐定。

3. 可供認購的最高股份數目

- (a) 因行使所有根據計劃及本集團採納之任何其他購股權計劃已授出而尚未行使之購股權而配發及發行之最高股份數目，合共不得超過本公司不時已發行股本30%。
- (b) 因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權（就此而言，不包括根據計劃及本集團任何其他購股權計劃之條款失效之購股權）而可能配發及發行之股份總數，合共不得超過批准計劃當日已發行股份數目10%（「一般計劃上限」）。
- (c) 在上文第(a)分段的規限下，在不影響下文第(d)分段之情況下，本公司可在股東大會上徵求股東批准更新一般計劃上限，惟因行使所有根據計劃及本集團任何其他購股權計劃授出之購股權而可能配發及發行之股份總數，不得超過批准更新上限當日已發行股份數目10%，而於計算更新上限時，之前已根據計劃及本集團任何其他購股權計劃授出之購股權（包括根據計劃及本集團任何其他購股權計劃尚未行使、已註銷、已失效或已行使之購股權）不予計算。本公司向股東發出之通函應包括（其中包括）上市規則第17.02(2)(d)條規定的資料及上市規則第17.02(4)條規定的免責聲明。

(d) Subject to (a) above and without prejudice to (c) above, the Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a generic description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(d) 在上文第(a)分段的規限下，在不影響上文第(c)分段之情況下，本公司可另行在股東大會上徵求股東批准根據購股權計劃向本公司於徵求批准前特別指明之合資格參與者授出超逾一般計劃上限或（如適用）上文第(c)分段所述更新上限的購股權。在此情況下，本公司須向股東發出通函，載有對特定參與者的一般描述、將予授出購股權數目及條款、授予特定參與者購股權的目的連同購股權的條款如何達成有關目的的解釋以及上市規則第17.02(2)(d)條規定的有關其他資料及上市規則第17.02(4)條規定的免責聲明。

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the number of Shares in issue for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting of the Company with such grantee and his close associates (or his associates if the grantee is a connected person of the Company) abstaining from voting. The number and terms (including the exercise price) of options to be granted must be fixed before the approval of the Shareholders and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

4. 每名參與者所獲購股權上限

每名承授人因行使於任何12個月期間內根據計劃及本集團任何其他購股權計劃獲授之購股權（包括已行使或尚未行使之購股權）而已獲發行及可能獲發行之股份總數，不得超過當時已發行股份數目1%（「個人上限」）。倘任何進一步授出購股權將導致於截至及包括再獲授購股權當日止12個月期間內超逾個人上限，則必須另行於本公司股東大會上獲得股東批准，而有關承授人及其緊密聯繫人（或倘承授人為本公司關連人士，則為聯繫人）不得參與投票。向該承授人授出之購股權數目及條款（包括行使價）必須於股東批准前釐定，而於根據上市規則第17.03(9)條附註(1)計算行使價時，為批准進一步授出購股權而舉行之董事會會議日期將視為授出日期。

5. Grant of options to the Directors, chief executive or substantial shareholders of the Company or their respective associates

- (a) Any grant of options under the Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associates is the proposed grantee of the options).
- (b) Where any grant of options to a substantial shareholder or an independent non-executive Director or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each offer for the grant, in excess of HK\$5 million;

such further grant of options must be approved by Shareholders in general meeting. The Company must send a circular to the Shareholders. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to a substantial shareholder or an independent non-executive Director or any of their respective associates must be approved by the Shareholders in general meeting.

5. 向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權

- (a) 根據計劃向本公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人授出任何購股權必須獲得獨立非執行董事（不包括身為購股權建議承授人之獨立非執行董事或其聯繫人）批准。
- (b) 倘向主要股東或獨立非執行董事或任何彼等各自之聯繫人授出任何購股權將導致該人士因行使於截至及包括獲授購股權當日止12個月期間內已獲授及將獲授之所有購股權（包括已行使、註銷及尚未行使之購股權）而已獲發行及將獲發行之股份：
- (i) 總數超過已發行股份0.1%；及
 - (ii) 根據每次授出購股權當日股份收市價計算之總值超過5,000,000港元；

則該等進一步授出購股權必須在股東大會上獲得股東批准。本公司須向股東發出通函。承授人、其聯繫人及本公司所有核心關連人士須於有關股東大會上放棄投贊成票，任何關連人士可於有關股東大會上投反對票（惟其已於通函中表明其意圖並按此行事）則除外。於大會上批准授出有關購股權的任何表決須以投票方式進行。授予主要股東或獨立非執行董事或任何彼等各自聯繫人的購股權之條款的任何變動須由股東於股東大會上批准。

6. Minimum period for which an option must be held before it can be exercised and the exercise period of the option:

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Board and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

7. Amount payable on acceptance of the option and the period within which payment must be made:

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option and options may be accepted by a participant within 21 days from the date of the offer of grant of the option.

8. Basis of determining the exercise price:

The exercise price for the Shares under the Scheme shall be a price determined by the Board, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

9. Remaining life of the Scheme:

The Scheme became effective on 20 May 2015 and unless otherwise cancelled or amended, will remain in force for a period of 10 years from that date.

6. 於購股權可獲行使前必須持有購股權的最低期限及購股權的行使期限：

購股權可於董事會決定並知會各承授人之期間隨時根據購股權計劃之條款行使。上述行使期自建議授出購股權當日起計，惟無論如何不得遲於建議授出購股權當日起計10年，並須受有關提早終止的條文規限。除董事會另有決定並於向承授人提出有關授出購股權之建議內列明外，計劃並無規定承授人於行使購股權前必須持有購股權之最低期限。

7. 接納購股權時應付款項及必須作出付款的期限：

接納授出購股權時須支付1港元名義代價及參與者可於授出購股權當日起計21日內接納購股權。

8. 釐定行使價的基準：

計劃下股份之行使價由董事會釐定，惟不得低於(i)建議授出購股權當日(須為營業日)聯交所每日報價表所列股份之收市價；(ii)於緊接建議授出購股權前日五個營業日聯交所每日報價表所列之股份平均收市價；及(iii)股份面值(以最高者為準)。

9. 該計劃的剩餘有限期：

計劃於2015年5月20日生效，並且除非經另行註銷或修改外，將於該日起十年內一直有效。

OUTSTANDING OPTIONS

In 2018, no option was granted, exercised or cancelled by the Company or had lapsed under the Scheme. There was no outstanding option under the Scheme as at 31 December 2018 as no option was granted during the relevant period.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The sales attributable to the five largest customers of the Group accounted for approximately 5% of the Group's consolidated revenue for the year under review.

The purchases attributable to the five largest suppliers of the Group accounted for about 43% of the Group's consolidated purchases for the year under review.

The largest supplier of the Group accounted for about 27% of the Group's consolidated purchases for the year under review.

None of the Directors, their close associates (as defined in the Listing Rules) or any Shareholders (who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest suppliers.

DIRECTORS

The Directors during the year under review and up to the date of this report were as follows:

Executive Directors

Mr. Dong Shuixiao

Ms. Jin Ni

Ms. Tang Yiyang

Non-executive Director

Mr. Shi Kancheng (alias Shi Zhongan)

Independent non-executive Directors

Mr. Ng Sze Yuen, Terry

Mr. Xu Chengfa

Mr. Yim Chun Leung

尚未行使的購股權

於2018年，概無根據計劃授出、行使、被本公司註銷或已經失效的購股權。於2018年12月31日，計劃項下並無尚未行使的購股權，皆因在相關期間無授出購股權。

優先購買權

本公司的章程細則或開曼群島公司法並無優先購買權的條文，使本公司有責任按比例向現有股東提呈發售新股份。

主要客戶及供應商

本集團五大客戶應佔的銷售額，佔本集團於回顧年度內綜合收入的約5%。

本集團五大供應商應佔的採購額，佔本集團於回顧年度內採購總額約43%。

本集團最大的供應商佔本集團於回顧年度內採購總額約27%。

董事、其緊密聯繫人（定義見上市規則）或任何股東（就董事所知擁有本公司已發行股本超過5%者）概無於本集團任何五大供應商擁有任何權益。

董事

於回顧年度內及直至本報告日期在任的董事如下：

執行董事

董水校先生

金妮女士

唐怡燕女士

非執行董事

施侃成先生（又名施中安）

獨立非執行董事

吳士元先生

須成發先生

嚴振亮先生

In accordance with articles 105(A) and 105(B) of the Articles, Mr. Shi Kancheng, Mr. Dong Shuixiao and Ms. Jin Ni will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting (the “AGM”).

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

DIRECTORS’ INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the transactions as disclosed in this report notes 2 and 31 to the consolidated financial statements and in the section headed “Continuing Connected Transactions” of the Prospectus and the supplemental prospectus dated 30 June 2014 (“Supplemental Prospectus”), there was no transactions, arrangements or contracts of significance in relation to the Group’s business to which the Company, any of its subsidiaries or its holding company was a party and in which a Director is or was materially interested, whether directly or indirectly, subsisted during or at the end of the year under review.

DIRECTORS’ AND SENIOR MANAGEMENT’S BIOGRAPHIES

Biographical details of the Directors and senior management of the Group are set out on pages 69 to 73 of this annual report.

DIRECTORS’ SERVICE CONTRACTS

Each of Ms. Jin Ni, and Ms. Tang Yiyan, all being executive Directors, has entered into a service contract with the Company pursuant to which she agreed to act as the executive Director for a term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

Mr. Dong Shuixiao, being the executive Director, has entered into a service contract with the Company pursuant to which he agreed to act as the executive Director for a term of three years with effect from 16 June 2018.

Mr. Shi Kancheng, being non-executive Director, has been appointed for an initial term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

Each of Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, all being independent non-executive Directors, has been appointed for an initial term of three years with effect from 31 May 2014, which is automatically renewable for a successive term of one year from the next day upon the expiry of the appointment.

根據細則第105(A)條及105(B)條，施侃成先生、董水校先生及金妮女士將於即將召開的股東週年大會（「股東週年大會」）上輪值退任，彼等合資格並願意膺選連任。

本公司已接獲獨立非執行董事各自根據上市規則第3.13條就其獨立性發出的年度確認書，且本公司認為所有獨立非執行董事是為獨立。

董事於重大合同的權益

除本報告綜合財務報表附註2及31以及招股章程及於2014年6月30日之補充招股章程（「補充招股章程」）「持續關連交易」一節所披露之交易外，本公司、其任何附屬公司或其控股公司概無訂立於回顧年度內或回顧年度末有效而且董事現時或曾經於其中直接或間接擁有重大權益之有關本集團業務的重大交易、安排或合約。

董事及高級管理層的履歷

本公司的董事及高級管理層的履歷詳情載於本年報的第69至第73頁。

董事的服務合同

金妮女士及唐怡燕女士（全為執行董事）各自與本公司訂立服務合同，據此，彼等同意擔任執行董事，由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動按年續約一年。

董水校先生（為執行董事）與本公司訂立服務合同，據此，彼同意擔任執行董事，由2018年6月16日起計，為期三年。

施侃成先生（為非執行董事）的初始任期由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動按年續約一年。

吳士元先生、須成發先生及嚴振亮先生（全為獨立非執行董事）的初始任期由2014年5月31日起計，為期三年，並於聘任年期屆滿後翌日自動按年續約一年。

No Director (including the Directors proposed to be re-elected at the AGM) has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to directors' duties, responsibilities and performance and the results of the Group. Details of the Directors' remuneration during the year under review is set out in note 8 to the consolidated financial statements.

During the years ended 31 December 2018 and 31 December 2017, no remuneration was paid by the Group to any of the directors and chief executive or the five highest paid individuals as an inducement to join or as compensation for loss of office.

No forfeited contribution is available to reduce the contribution payable in the future years as of 31 December 2018.

The band of the remuneration of senior management personal and related number of members of senior management personnel are as follows:

Remuneration band (RMB)	薪酬組別 (人民幣)	2018	2017
		Number of individuals 人數	Number of Individuals 人數
Nil to 1,000,000	零至1,000,000元	3	1
1,000,001 to 1,500,000	1,000,001元至1,500,000元	2	2

PERMITTED INDEMNITY PROVISION

Under the Articles of the Company, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance) in force for the benefit of the Directors throughout the year under review and as at the date of approval of this report of the Directors, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year under review, no claims were made against the Directors.

概無董事(包括擬於股東週年大會上重選連任的董事)已與本公司訂立任何不可由本公司於一年內無償終止(法定賠償以外)的服務合同。

董事及高級管理層的薪酬

董事的袍金須於股東大會上獲得股東批准。其他酬金乃由董事會參考董事之職務、職責以及本集團之表現及業績而釐定。董事於回顧年度內的酬金詳情載於綜合財務報表附註8。

於截至2018年12月31日和2017年12月31日止年度內，概無報酬是由本集團支付予任何董事、主要行政人員或五名最高薪人士，以促使加入或作為離職補償。

沒有被沒收的供款可供削減自2018年12月31日起未來幾年之應付供款。

高級管理人員薪酬組別以及相關高級管理人員成員人數如下：

Remuneration band (RMB)	薪酬組別 (人民幣)	2018	2017
		Number of individuals 人數	Number of Individuals 人數
Nil to 1,000,000	零至1,000,000元	3	1
1,000,001 to 1,500,000	1,000,001元至1,500,000元	2	2

獲准許彌償條文

根據本公司細則，本公司於整個回顧年度內及於批准本董事會報告之日期為董事之利益施行獲准許彌償條文(定義見公司條例第469條)，據此，本公司須向任何董事彌償因身為董事產生之與彼所涉及任何法律程序有關之任何負債、蒙受之虧損及引致之開支，惟於任何情況下倘尋求彌償之事宜乃因董事欺詐或失信所致則除外。本公司已為董事及高級職員有關因公司活動產生之針對董事之法律行動投購保險。投購保險乃每年檢討。於回顧年度內，並無針對董事之索償。

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

董事及最高行政人員於本公司或任何聯繫法團的股份、相關股份及債權證的權益及淡倉

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as 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, were as follows:

於2018年12月31日，本公司董事及最高行政人員於本公司或任何聯繫法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部的涵義）的股份、相關股份及債權證擁有須記入根據證券及期貨條例第352條規定存置的登記冊內之權益及淡倉，或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

Name of Director	Name of Group member/ associated corporation 本集團成員公司/ 聯繫法團名稱	Capacity/nature of interest 身份/權益性質	Number of share(s) held 所持股份數目 (Note 1) (附註 1)	Approximate percentage of shareholding 股權概約百分比
Mr. Shi Kancheng 施侃成先生	The Company 本公司	Interest of controlled corporations (Note 2) 受控制法團的權益 (附註2)	1,301,303,594 shares of HK\$0.10 each (L) 1,301,303,594股每股面值 0.10港元股份(L)	70.92%
	Zhong An 眾安	Interest of controlled corporation (Note 3) 受控制法團的權益 (附註3)	3,262,411,200 shares of HK\$0.10 each (L) 3,262,411,200股每股面值 0.10港元股份(L)	56.15%
		Beneficial owner (Note 4) 實益擁有人 (附註4)	10,367,440 shares of HK\$0.10 each (L) 10,367,440股每股面值 0.10港元股份(L)	0.18%
	Whole Good 全好	Beneficial owner 實益擁有人	1 share of US\$1.00 (L) 1股面值1.00美元股份(L)	100%

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Name of Director 董事姓名	Name of Group member/ associated corporation 本集團成員公司/ 聯繫法團名稱	Capacity/nature of interest 身份/權益性質	Number of share(s) held 所持股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 股權概約百分比
Ms. Jin Ni 金妮女士	Zhong An 眾安	Beneficial owner (Note 5) 實益擁有人 (附註5)	3,722,480 shares of HK\$0.10 each (L) 3,722,480股每股面值 0.10港元股份(L)	0.06%
Mr. Dong Shuixiao 董水校先生	Zhong An 眾安	Beneficial owner (Note 6) 實益擁有人 (附註6)	3,722,480 shares of HK\$0.10 each (L) 3,722,480股每股面值 0.10港元股份(L)	0.06%
Ms. Tang Yiyan 唐怡燕女士	Zhong An 眾安	Beneficial owner (Note 7) 實益擁有人 (附註7)	600,000 shares of HK\$0.10 each (L) 600,000股每股面值 0.10港元股份(L)	0.01%

Notes:

- The letter "L" denotes the person's long position in the shares and underlying shares of the Company or the relevant associated corporation.
- Among these 1,301,303,594 ordinary shares of HK\$0.10 each in the Company ("Shares"), 1,270,000,000 Shares are held by Ideal World Investments Limited ("Ideal World"), a wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 56.15% by Whole Good Management Limited (全好管理有限公司) ("Whole Good"), which is wholly owned by Mr. Shi Kancheng. In addition, 31,303,594 Shares are held by Whole Good. By virtue of the SFO, Mr. Shi Kancheng is taken to be interested in the Shares in which each of Ideal World and Whole Good is interested.
- These shares are held by Whole Good. By virtue of the SFO, Mr. Shi Kancheng is deemed to be interested in the shares of Zhong An in which Whole Good is interested.
- These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Mr. Shi Kancheng pursuant to its share option scheme adopted on 15 May 2009.
- These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Ms. Jin Ni pursuant to its share option scheme adopted on 15 May 2009.

附註:

- 字母「L」代表該人士於本公司或有關聯繫法團股份及相關股份的好倉。
- 於此等本公司1,301,303,594股每股面值0.10港元之普通股(「股份」)中，其中1,270,000,000股股份由眾安的全資附屬公司Ideal World Investments Limited(「Ideal World」)持有。眾安的全部已發行股份由全好管理有限公司(「全好」)(由施侃成先生全資擁有)擁有約56.15%。此外，31,303,594股股份由全好持有。根據證券及期貨條例，施侃成先生被視為於Ideal World及全好各自擁有權益的股份中擁有權益。
- 此等股份由全好持有。根據證券及期貨條例，施侃成先生被視為於全好所持有的眾安股份中擁有權益。
- 此等股份即眾安的相關股份(包括於根據於2009年5月15日採納的購股權計劃向施侃成先生授出並由施侃成先生持有的購股權)。
- 此等股份即眾安的相關股份(包括於根據於2009年5月15日採納的購股權計劃向金妮女士授出並由金妮女士持有的購股權)。

6. These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Mr. Dong Shuixiao pursuant to its share option scheme adopted on 15 May 2009.
7. These shares represent the underlying shares in Zhong An comprised in the options granted to and held by Ms. Tang Yiyan pursuant to its share option scheme adopted on 15 May 2009.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as 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.

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the Prospectus, the Supplemental Prospectus and the transactions as disclosed in note 31 to the consolidated financial statements, no controlling shareholder or any of its subsidiaries has any contract of significance with the Company or its subsidiaries during the year under review.

MANAGEMENT CONTRACTS

Save as disclosed in the Prospectus, Supplemental Prospectus and in this annual report, no contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year under review.

NON-COMPETE UNDERTAKINGS

The Company has received the written confirmation from Ideal World, Zhong An, Whole Good and Mr. Shi Kancheng (collectively, the “Controlling Shareholders”) in respect of the compliance with the provisions of the non-compete undertakings (“Non-compete Undertakings”), entered into between the Controlling Shareholders and the Company as set out in the section headed “Relationship with our Controlling Shareholders – Non-compete Undertakings” of the Prospectus during the year under review.

The independent non-executive Directors had reviewed and confirmed that the Controlling Shareholders have complied with the Non-compete Undertakings and the Non-compete Undertakings has been enforced by the Company in accordance with its terms during the year under review.

6. 此等股份即眾安的相關股份（包括於根據於2009年5月15日採納的購股權計劃向董水校先生授出並由董水校先生持有的購股權）。
7. 此等股份即眾安的相關股份（包括於根據於2009年5月15日採納的購股權計劃向唐怡燕女士授出並由唐怡燕女士持有的購股權）。

除上文所披露者外，於2018年12月31日，本公司董事及主要行政人員概無於本公司或其任何聯繫法團之股份、相關股份及債權證擁有或根據證券及期貨條例被視為擁有須記入根據證券及期貨條例第352條存置之登記冊之任何權益或淡倉，或依據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

重大合同

除招股章程、補充招股章程及綜合財務報表附註31所披露之交易外，於回顧年度內，概無控股股東或其任何附屬公司與本公司或其附屬公司訂立任何重大合同。

管理合同

除招股章程、補充招股章程及本年報所披露者外，本公司並無於回顧年度內訂立或存有有任何有關本公司全部或任何重大部份業務之管理及行政之重要合同。

不競爭承諾

本公司已自Ideal World、眾安、全好及施侃成先生（統稱為「控股股東」）取得書面確認，內容有關於回顧年度內遵守招股章程「與控股股東之關係—不競爭承諾」一節所載控股股東與本公司訂立之不競爭承諾（「不競爭承諾」）的規定。

獨立非執行董事已審閱及確認，控股股東已遵守不競爭承諾，且本公司已根據其條例於回顧年度內強制執行不競爭承諾。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation", at no time during the year under review were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

As at 31 December 2018, so far as is known to the Directors, the following persons (other than a Director or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事收購股份或債權證的權利

除「董事及最高行政人員於本公司或任何聯繫法團的股份、相關股份及債權證的權益及淡倉」一節所披露者外，於回顧年度內任何時間，概無授予任何董事或彼等各自的配偶或未成年子女可透過收購本公司股份或債權證的方式獲得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無參與達成任何安排而使董事於任何其他法團獲得該等權利。

主要股東於股份及相關股份的權益及淡倉

於2018年12月31日，就董事所知，按根據證券及期貨條例第336條規定由本公司存置的登記冊所記錄，下述人士（董事或本公司的最高行政人員除外）於股份及相關股份的權益或淡倉如下：

Name of shareholder	Capacity/nature of interest	Number of Shares held	Percentage of the Company's issued share capital
股東名稱	身份／權益性質	所持股份數目 (Note 1) (附註 1)	佔本公司已發行股本百分比
Ideal World	Beneficial owner 實益擁有人	1,270,000,000 Shares (L) 1,270,000,000 股股份(L)	69.21%
Zhong An 眾安	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,270,000,000 Shares (L) 1,270,000,000 股股份(L)	69.21%
Whole Good 全好	Interest of controlled corporation (Note 2) 受控制法團的權益 (附註2)	1,270,000,000 Shares (L) 1,270,000,000 股股份(L)	69.21%
	Beneficial owner 實益擁有人	31,303,594 Shares (L) 31,303,594 股股份(L)	1.71%

Notes:

1. The Letter “L” denotes the person’s long position in the Shares.
2. These Shares are held by Ideal World, the wholly owned subsidiary of Zhong An. The entire issued shares of Zhong An are owned as to about 56.15% by Whole Good, which is wholly owned by Mr. Shi Kancheng. By virtue of the SFO, each of Zhong An, Whole Good and Mr. Shi Kancheng is taken to be interested in the Shares in which Ideal World is interested.

Save as disclosed above, as at 31 December 2018, other than the Directors and the chief executive of the Company whose interests are set out in the paragraph headed “Directors’ and chief executive’s interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of significant related party transactions of the Group are set out in note 31 to the financial statements.

Certain related party transactions as disclosed in note 31 to the financial statements also constituted continuing connected transactions. During the year under reviewed, the Group has conducted the following continuing connected transaction which was required to be disclosed pursuant to Chapter 14A and Appendix 16 to the Listing Rules:

As disclosed in the Prospectus under the section headed “Continuing Connected Transactions”, pursuant to the Cooperation Agreement (as defined in the Prospectus) dated 16 March 2014 and entered into between Yuyao Zhong’an Property Co., Ltd.* (余姚眾安置業有限公司) (“Yuyao Zhong’an Property”), an indirect non-wholly owned subsidiary of Zhong An, and Yuyao Zhongan Times Square Property Co., Ltd.* (余姚眾安時代廣場置業有限公司) (“Yuyao Zhongan Times Square Property”), an indirect non-wholly owned subsidiary of the Company, Yuyao Zhong’an Property was appointed as the exclusive project manager for the overall management and supervision of the ongoing construction, development and sales of the Times Square Residential Portion. For other major terms and conditions of the Cooperation Agreement, please refer to the section headed “Continuing Connected Transactions – Cooperation Agreement” in the Prospectus and Supplemental Prospectus for details. Pursuant the Cooperation Agreement, i) unsold apartments under the Times Square Residential Portion as of 30 June 2016 (“Unsold Apartments”); and ii) the net sales proceeds under the Cooperation Agreement should be transferred or paid by the Group to Yuyao Zhong’an Property on 30 June 2016.

附註：

1. 字母「L」代表該人士於股份的好倉。
2. 該等股份由眾安全資附屬公司Ideal World持有。眾安的全部已發行股份由全好（由施侃成先生全資擁有）持有約56.15%。根據證券及期貨條例，眾安、全好及施侃成先生各自被視為於Ideal World擁有權益的股份中擁有權益。

除上文所披露者外，於2018年12月31日，除本公司董事及最高行政人員（其權益載於上文「董事及最高行政人員於本公司或任何聯繫法團的股份、相關股份及債權證的權益及淡倉」一段）外，概無人士於股份或相關股份擁有須記錄於根據證券及期貨條例第336條規定由本公司存置的登記冊內之權益或淡倉。

關聯方及關連交易

本集團重大關聯方交易詳情載於財務報表附註31。

財務報表附註31所披露之若干關聯方交易亦構成持續關連交易。於回顧年度內，本集團已進行以下須根據上市規則第14A章及附錄十六予以披露之持續關連交易：

如招股章程「持續關連交易」一節所披露，根據眾安間接非全資附屬公司余姚眾安置業有限公司（「余姚眾安置業」）與本公司間接非全資附屬公司余姚眾安時代廣場置業有限公司（「余姚眾安時代廣場置業」）訂立日期為2014年3月16日之合作協議（定義見招股章程），余姚眾安置業已獲委任為獨家項目管理人，負責時代廣場住宅物業的持續建設、發展及銷售之整體管理及監督。有關合作協議的其他主要條款及條件之詳情，請參閱招股章程及補充招股章程「持續關連交易—合作協議」一節。根據合作協議，合作協議下i)於2016年6月30日時代廣場住宅物業未售公寓（「未售公寓」）；及ii)銷售所得款項淨額將由本集團於2016年6月30日轉讓或支付予余姚眾安置業。

The Report of Directors

董事會報告

Due to the temporary suspension of the property construction works prior to the 2016 G20 Hanzhou Summit and other reasons, there was a delay in completion of the development of the Times Square Residential Portion. In 2017, untransferred residential apartments were under renovation and, in 2018, the project was delivering its last batch of apartments, hence the apartments could not be transferred to Yuyao Zhong'an Property. A waiver dated 31 December 2018 from Yuyao Zhong'an Property has been received by the Group, pursuant to which Yuyao Zhong'an Property has agreed to waive its rights under the Cooperation Agreement in light of the breach of Cooperation Agreement by the Group, subject to the completion of transfer of unpaid net proceeds under the Cooperation Agreement by the Group to Yuyao Zhong'an Property on or before 31 December 2019.

There were no other transactions required to be disclosed as non-exempt connected transactions or non-exempt continuing connected transactions in accordance with the Listing Rules during the year under review. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

由於2016杭州G20峰會前需要暫停建築工程等原因，導致時代廣場住宅物業延遲完工。於2017年，因未轉讓的住宅公寓仍未完成改造裝修工程，以及2018年項目已經在交付尾聲，因此無法轉讓公寓予余姚眾安置業。本集團已收到余姚眾安置業於2018年12月31日的豁免函，據此，余姚眾安置業同意就本集團違反合作協議放棄其於合作協議項下的權利，惟本集團需於2019年12月31日或之前向余姚眾安置業支付合作協議下未付的所得款項淨額。

於回顧年度內，概無其他交易須按照上市規則須作為不獲豁免關連交易或不獲豁免持續關連交易予以披露。本公司已根據上市規則第14A章遵守披露規定。

CONTRACTUAL ARRANGEMENTS

Reasons for entering into contractual arrangements

According to the Regulations on the Administration of Foreign-Invested Telecommunications Enterprises promulgated by the State Council of the People's Republic of China ("PRC") ("PRC State Council") on 11 December 2001, which were subsequently amended on 10 September 2008, foreign investors are not allowed to hold more than 50% equity interests of a foreign-invested company that operates value-added telecommunications business, including internet content provision services. In addition, a foreign investor who invests in the value-added telecommunications business of a foreign enterprise must possess prior experience in operating value-added telecommunications businesses and has proven track record of business operations overseas ("Qualification Requirement"). As the Company is incorporated in the Cayman Islands with limited liability, all the member companies of the Group controlled by the Company through holding a majority of the interests or equity interests are deemed to be foreign-invested enterprises and cannot apply for telecommunications and information service operation licence ("ICP Licence").

With the above restrictions, through Run Zhou (Zhejiang) Hotel Management Company Limited (潤洲(浙江)酒店管理有限公司) ("Run Zhou Zhejiang"), an indirect wholly-owned subsidiary of the Company, the Company entered into a series of agreements with Hangzhou Teng Ce Information Technology Company Limited (杭州騰策信息科技有限公司) ("Teng Ce"), Hangzhou Ming Sheng Enterprise Management Company Limited (杭州名晟企業管理有限公司) ("Ming Sheng"), Mr. Xu Pengsheng ("Mr. Xu") and Mr. Li Xiaolong ("Mr. Li"), pursuant to which, the Company obtained the actual controlling interests of Teng Ce and all the economic benefits arising from all the existing operating businesses of Teng Ce ("Contractual Arrangements"). The Contractual Arrangements allow the financial results of Teng Ce to be consolidated in the financial statements of the Group, as if it is a wholly-owned subsidiaries of the Company.

On 22 August 2017, Mr. Xu Pengsheng, the substantial stockholder of Teng Ce, has transferred the entity interests to Mr. Zhao Tieke ("Mr. Zhao") and Teng Ce has changed its company name into "Hangzhou Hao Neng Information Technology Company Limited" (杭州浩能信息科技有限公司) ("Hao Neng") on 31 August 2017. Therefore, the aforesaid agreements are also transmitted to Hao Neng and Mr. Zhao Tieke.

合約安排

訂立合約安排之理由

根據中華人民共和國(「中國」)國務院(「中國國務院」)於2001年12月11日頒佈並隨後於2008年9月10日修改的《外商投資電信企業管理規定》，經營增值電信業務(包括互聯網內容提供服務)的外商投資電信企業的外方投資者在企業中的出資比例，不得超過50%。此外，經營增值電信業務的外商企業的外方投資者應當具有經營海外增值電信業務的運營經驗和良好業績(「資格要求」)。由於本公司為於開曼群島註冊之有限公司，本公司透過持有大部份股權或股本權益控制之所有本集團成員公司均被視為外投資企業，無法申請電訊與資訊服務經營許可證(「ICP許可證」)。

基於以上的限制，本公司透過潤洲(浙江)酒店管理有限公司(「潤洲浙江」，本公司一家間接全資附屬公司)與杭州騰策信息科技有限公司(「騰策」)、杭州名晟企業管理有限公司(「名晟」、徐鵬生先生(「徐先生」)及李小龍先生(「李先生」)訂立一系列協議，據此，本公司取得騰策的實際的控制權，並可獲取源自騰策現時所有經營業務的一切經濟利益(「合約安排」)。合約安排容許騰策的財務業績綜合納入本集團的財務報表，猶如其為本公司的全資附屬公司。

於2017年8月22日，騰策主要股東徐鵬先生轉讓股權予趙鐵科先生(「趙先生」)，及騰策公司於2017年8月31日，改名為「杭州浩能信息科技有限公司」(「浩能」)。因此，上述一系列協議亦同樣過渡到浩能及趙鐵科先生名下。

Business overview under Contractual Arrangements and the importance of relevant business to the Group

Hao Neng holds the ICP Licence that is required for operating an e-commerce platform and is permitted to operate information service business in value-added telecommunications business (only to the extent of internet information service). The validity period of the ICP Licence is up to 30 August 2020. Zhong An Homestay Travel Web launched under the Group is running its operation by relying on the ICP Licence held by Hao Neng and will obtain economic benefits therein through the Contractual Arrangements.

Information of Hao Neng

Hao Neng is a company established in the PRC with limited liability. As at the date of the report, Ming Sheng is the sole shareholder of Hao Neng, holding 100% equity interests, and Mr. Zhao and Mr. Li in turn hold 90% and 10% equity interests respectively in Ming Sheng. Neither Mr. Zhao nor Mr. Li is the shareholder, director or other connected person of any members of the Group.

To the best knowledge, information and belief of the Company and as confirmed by Mr. Zhao and Mr. Li, other than the operation and provision of services contemplated under the Contractual Arrangements, for the year ended 31 December 2018 and as at the date of the report, Hao Neng has no significant business operation nor purchased any material assets. The online services of the Group have not yet generated any revenue.

Principal terms of the relevant agreements under Contractual Arrangements

As at the date of the report, the agreements entered into under the Contractual Arrangements include:

1. Entrusted Management and Technical Service Agreement

On 25 June 2015, Run Zhou Zhejiang, Hao Neng, Ming Sheng, Mr. Zhao and Mr. Li signed the Entrusted Management and Technical Service Agreement, pursuant to which, Ming Sheng, Mr. Zhao and Mr. Li agreed to pass Hao Neng to Run Zhou Zhejiang to manage on an exclusive basis and allow Run Zhou Zhejiang to provide the technology support and technical services to Hao Neng to operate its business.

合約安排下的業務概況及有關業務對本集團的重要性

浩能持有經營電商平台所必要的ICP許可證，獲准經營增值電信業務中的資訊服務業務（僅限互聯網資訊服務）。ICP許可證的有效期至2020年8月30日。本集團推出的眾安民宿旅遊網平台依賴浩能持有的ICP許可證而經營，並將透過合約安排獲得經濟利益。

浩能之資料

浩能為於中國成立之有限責任公司。於報告日期，名晟為浩能的唯一股東，持100%股權，趙先生及李先生則分別持有名晟90%和10%股權。趙先生及李先生並非本集團任何成員公司的股東、董事或其他關連人士。

據本公司所深知、全悉及確信及獲趙先生及李先生所確認，除根據合約安排擬進行之經營及擬提供之服務外，於截至2018年12月31日止年度及於本報告日期，浩能並無重大業務經營，也未購入重大資產。本集團的線上服務也尚未產生收入。

合約安排相關協議之主要條款

於本報告日期，合約安排下訂立的協議包括：

1. 《委託管理及技術服務協定》

2015年6月25日，潤洲浙江、浩能、名晟、趙先生及李先生簽署了《委託管理及技術服務協定》，據此，名晟、趙先生和李先生同意將浩能交由潤洲浙江獨家管理運營，並允許潤洲浙江向浩能提供技術支援及技術服務以經營其業務。

The validity period of the agreement will be valid indefinitely from the date of signing, unless (1) Run Zhou Zhejiang has discharged the agreement in advance unilaterally, or (2) on the day that Run Zhou Zhejiang has acquired all the equity interests or assets of Hao Neng completely according to the Exclusive Option Agreement, or (3) Hao Neng has declared bankrupt or dissolved according to the PRC law and regulations. Unless otherwise required by the PRC law and regulations, Hao Neng, Ming Sheng, Mr. Zhao and Mr. Li have no right to terminate or discharge the agreement unilaterally.

During the term of the agreement, the entrusted management fee shall be calculated subject to the financial position of Hao Neng. Under the premise of complying with the then PRC laws and regulations, the relevant service fees shall be calculated according to the PRC accounting standards, which will be the surplus after deducting the prior year losses, necessary operating costs, expenditures and taxation. Hao Neng shall pay the entrusted management fee for the month before the 20th day of next month. The aforesaid monthly entrusted management fee shall be adjusted once after the end of each quarter but before filing the tax return (quarterly adjustment) to allow the profit after tax of Hao Neng for the quarter to become zero. Furthermore, the aforesaid monthly entrusted management fee shall be adjusted after the end of each accounting year but before the filing of tax return for the year (yearly adjustment) to allow the profit after tax of Hao Neng for the year to become zero.

2. Shareholder Proxy Agreement

On 25 June 2015, Run Zhou Zhejiang and Ming Sheng signed the Shareholder Proxy Agreement, pursuant to which, Ming Sheng agreed to designate and authorize Run Zhou Zhejiang (and persons delegated by Run Zhou Zhejiang) unconditionally and irrevocably to exercise exclusively all the shareholder rights in Hao Neng in which it is entitled to enjoy according to the PRC laws and regulations. The agreement shall not be terminated before the completion of the acquisition of all the shareholder interests or assets of Hao Neng by Run Zhou Zhejiang.

In the event that Ming Sheng is in dissolution or the occurrence of other conditions that may affect Ming Sheng in exercising the equity interests rights in Hao Neng that are being held or controlled by it, its successor or succeeding entity will be deemed to be a party to the agreement, who will succeed and undertake all the rights and obligations under the agreement.

協定的有限期從協定簽訂日起無限期生效，除非(1)潤洲浙江單方面提前解除本協議，或(2)潤洲浙江依據獨家選擇權協定收購浩能全部股權或資產完成日，或(3)浩能根據中國法律法規宣告破產或依法解散。除非根據中國法律法規另有規定，浩能、名晟、趙先生及李先生無權單方面終止或解除本協議。

本協定期間，委託管理費應根據浩能的財務狀況計算。在遵守屆時中國法律法規的前提下，有關服務費依據中國會計準則計算，經扣除過往年度虧損、必要經營成本、開支及稅項後的盈餘。浩能應在次月20號前支付本月的委託管理費。上述每月委託管理費應在每季度末之後但在納稅申報表之前調整一次(季度調整)，使浩能該季度的稅後利潤為零。另外，上述每月委託管理費應在每個會計年度末後但在年度納稅申報表之前進行調整(年度調整)，使浩能的年度稅後利潤為零。

2. 《股東委託投票代理協定》

2015年6月25日，潤洲浙江和名晟簽署了《股東委託投票代理協定》，據此，名晟同意無條件並不可撤銷地指定並授權潤洲浙江(及潤洲浙江委派的人員)來獨家代理行使其在浩能根據中國法律法規所享有的一切股東權利。該協定在潤洲浙江完成收購浩能所有股東權益或資產前，不應終止。

在名晟解散或發生其他可能影響其行使其持有或控制的浩能股權權利的情況下，其繼承人或承繼主體將被視為本協定簽署一方，繼承並承擔其在本協定下的所有權利與義務。

3. Exclusive Option Agreement

On 25 June 2015, Run Zhou Zhejiang, Ming Sheng, Hao Neng, Mr. Zhao and Mr. Li signed the Exclusive Option Agreement, pursuant to which, Ming Sheng and Mr. Zhao and Mr. Li undertake that Run Zhou Zhejiang has the irrevocable sole and exclusive call option, and Run Zhou Zhejiang has the right to purchase all or part of the equity interests of Hao Neng held by Ming Sheng or purchase all or part of the assets of Hao Neng at any time at RMB10,000,000 or the minimum price permitted by PRC laws and regulations when exercising the right.

The agreement will continue indefinitely after the parties to the agreement have signed the same and become valid, unless Run Zhou Zhejiang has notified other parties 30 days in advance to terminate the agreement.

4. Intellectual Properties Licence Agreement

On 25 June 2015, Run Zhou Zhejiang and Hao Neng signed the Intellectual Properties Licence Agreement, pursuant to which, Run Zhou Zhejiang agreed to permit Hao Neng to use the intellectual properties like website names and trademarks.

The licence fee under the agreement shall be at a certain percentage of all the business revenue of the licensee (the specific percentage will be determined subject to the negotiation between the parties thereto according to the development and contribution of the intellectual properties to the licensee's business), such fee shall be calculated on a quarterly basis and shall be paid by the licensee to the licensor within 15 days after the end of each quarter. If the licensor considers it necessary for the purpose of business development of the licensee, the licensor has the right to decide to reduce or waive all or part of licence fees payable by the licensee.

The agreement will continue to be valid indefinitely after becoming effective, unless the licensor has notified the licensee 30 days in advance to terminate the agreement.

3. 《獨家選擇權協議》

2015年6月25日，潤洲浙江、名晟、浩能、趙先生、李先生簽署了《獨家選擇權協議》，協定約定名晟及趙先生、李先生承諾潤洲浙江擁有不可撤銷的獨家及排他性購買選擇權，潤洲浙江有權以人民幣10,000,000元或行權時中國法律法規所允許的最低價格隨時購買由名晟持股的浩能所有或部份股權，或購買浩能所有或部份資產。

協定在協定各方簽署並生效以後無限期持續有效，除非潤洲浙江提前30天通知其他方終止本協議。

4. 《知識財產權許可使用協議》

2015年6月25日，潤洲浙江和浩能簽署了《知識財產權許可使用協定》，協定約定潤洲浙江同意許可浩能使用網站名稱和商標等知識財產權。

協議項下的許可使用費應為被許可方全部業務收入的一定比例（具體比例由雙方根據知識財產權對被許可方業務的發展和貢獻協商確定），該等使用費應當按季度計算並由被許可方在每季度結束後15日內向許可方支付，如許可方認為對於被許可方的業務發展有必要，則許可方有權決定減免全部或任何部份的被許可方應付使用費。

協議在生效後無限期持續有效，除非許可方提前30天通知被許可方終止本協議。

5. Equity Pledge Agreement

On 25 June 2015, Run Zhou Zhejiang, Ming Sheng, Mr. Zhao and Mr. Li signed the Equity Pledge Agreement, pursuant to which, Ming Sheng, Mr. Zhao and Mr. Li agreed that they will pledge the 100% equity interests of Hao Neng owned by them to Run Zhou Zhejiang as the pledge security for Ming Sheng, Mr. Zhao and Mr. Li to fully perform their respective obligations under the Contractual Arrangements.

Unless otherwise have obtained the prior written consent from Run Zhou Zhejiang, this agreement can only be discharged after Ming Sheng, Mr. Zhao, Mr. Li and Hao Neng have performed all their obligations and contractual responsibilities under those Contractual Arrangements and Ming Sheng, Mr. Zhao, Mr. Li and Hao Neng have paid the outstanding debts in full under those agreements and obtained the written approval from Run Zhou Zhejiang.

6. Online Information Publication Agreement

On 25 June 2015, Run Zhou Zhejiang and Hao Neng signed the Online Information Publication Agreement, pursuant to which, Run Zhou Zhejiang has entrusted Hao Neng to publish all kinds of relevant business information regarding "Another Village" (又一邨) homestay that is being collected, compiled and produced by Run Zhou Zhejiang at the Zhong Jia Le Homestay Travel Website (眾家樂民宿旅遊網) (<http://www.zjlchina.com>) operated by Hao Neng.

Run Zhou Zhejiang shall pay the information publication fees of RMB240,000 in first year. From second year onwards, the information publication fees can be adjusted but the adjustment shall not be more than 5% of the fee in the previous year.

The agreement will continue indefinitely after the parties to the agreement have signed the same and become effective, unless Run Zhou Zhejiang has given notice 30 days in advance to terminate the agreement.

5. 《股權質押協議》

2015年6月25日，潤洲浙江、名晟、趙先生、李先生簽署了《股權質押協定》，協定約定名晟、趙先生及李先生亦同意將其擁有的浩能100%股權質押給潤洲浙江，作為名晟、趙先生、李先生全面履行其各自於合約安排下之義務的質押擔保。

除非潤洲浙江事先另以書面同意，僅於名晟、趙先生、李先生及浩能全部履行該等合約安排下之義務及合約責任，以及名晟、趙先生、李先生及浩能根據該等協定全數支付所有未償債務，並為潤洲浙江以書面認可後，本協議方可解除。

6. 《網上資訊發佈協議》

2015年6月25日，潤洲浙江和浩能簽署了《網上資訊發佈協定》，協定約定潤洲浙江委託浩能在其經營的眾家樂民宿旅遊網 (<http://www.zjlchina.com>) 上發潤洲浙江採集、編輯、製作的「又一邨」民宿相關各類商務資訊。

潤洲浙江支付的資訊發佈費金額第一年度為人民幣24萬元。自第二年度起資訊發佈費可以進行調整，但調整幅度不超過上一年度費用水準的5%。

協定在協定雙方簽署並生效後無限期持續有效，除非潤洲浙江提前30天通知終止本協議。

7. Letter of Consent

On 25 June 2015, the successors of Mr. Zhao and Mr. Li signed the Letter of Consent respectively, pursuant to which, it is agreed that Mr. Zhao/Mr. Li to sign and perform all the agreements under the Contractual Arrangements, and consented that in the event that Mr. Zhao/Mr. Li is declared missing, passed away, or declared passed away, lost of civil capacity, discharge of marriage relationship or the occurrence of other similar circumstances which render them to be entitled to succeed, divide or escrow the rights and interests of Mr. Zhao/Mr. Li in Ming Sheng, then he will be subject to the terms of those agreements and shall comply with those terms and procure Ming Sheng and Hao Neng to completely and timely perform all the obligations under those agreements, and agreed that under the circumstances permitted by the PRC laws and regulations, in the event that Run Zhou Zhejiang has requested Ming Sheng to transfer the shareholder interests or assets in Hao Neng held by Ming Sheng to Run Zhou Zhejiang or its designated entity or individual, he will procure Ming Sheng to transfer the shareholder interests or assets in Hao Neng held by Ming Sheng to Run Zhou Zhejiang or its designated entity or individual at RMB10,000,000 or at the minimum, price permitted by the PRC laws and regulations and refund to the Company any consideration received as a result of the transfer of those shareholder interests or assets.

8. Letter of Undertaking

On 26 October 2015, Ming Sheng, Mr. Zhao and Mr. Li signed the Letter of Undertaking, pursuant to which, if in the future, as a result of the changes in PRC laws and regulations or policies which rendered the agreements under the Contractual Arrangements becomes invalid, being terminated/discharged or unable to perform, then Mr. Zhao, Mr. Li and Ming Sheng undertake that they shall transfer the maximum percentage of the equity interest in Hao Neng to Run Zhou Zhejiang that is permitted under PRC laws and regulations at that time to be held by foreign investment in value-added telecommunications businesses (internet information service business) and the transfer price shall be determined based on the minimum price permitted by PRC laws and regulations at that time. If the occurrence of the above circumstances have resulted that Run Zhou Zhejiang is unable to obtain the 100% of economic interests of Hao Neng, then Mr. Zhao, Mr. Li and Ming Sheng undertake that they will compensate Run Zhou Zhejiang for all the economic losses so caused.

7. 《同意函》

2015年6月25日，趙先生和李先生的繼承人分別簽署了《同意函》，同意趙先生／李先生簽署及履行合約安排下的所有協議，並同意如因趙先生／李先生宣告失蹤、死亡或宣告死亡、喪失民事行為能力、婚姻關係解除或其他類似情形發生導致其有權繼承、分割或代管趙先生／李先生于名晟的權利及利益，其將受該等協議條款所規限並須遵從該等條款及促使名晟和浩能完整、及時履行該等協定中約定的全部義務，並同意在中國法律法規允許的情況下，當潤洲浙江要求名晟向其或其指定的實體或個人轉讓其所持有的浩能之股東權益或資產時促使名晟立即以人民幣10,000,000元或中國法律法規容許的最低價格向潤洲浙江或其指定的實體或個人轉讓其所持有的浩能之股東權益或資產，並向本公司退還該等股東權益或資產轉讓所收取的任何代價。

8. 《承諾函》

2015年10月26日，名晟、趙先生和李先生簽署了《承諾函》，如未來因中國法律法規或政策變動導致合約安排下之協議無效、被終止／解除或無法履行，趙先生、李先生和名晟承諾將向潤洲浙江轉讓屆時中國法律法規允許外商投資增值電信業務（互聯網資訊服務業務）最大比例的浩能的股權，轉讓價將按屆時中國法律法規所允許的最低價格確定；如因上述情形發生導致潤洲浙江無法獲取浩能100%的經濟利益，趙先生、李先生和名晟承諾將向潤洲浙江全額補償由此導致的經濟損失。

Any party signing the agreement will be entitled to submit any disputes that arise from the agreements to China International Economic and Trade Arbitration Commission. The location of arbitration is in Shanghai, the PRC. The verdict of the arbitration shall be final and has binding effects on all parties. Each party also agreed that, prior to the formation of the arbitration court or under suitable circumstances, Hong Kong Court, Cayman Islands Court, PRC Court and other courts with competent jurisdiction where the Company and Hao Neng are located shall have the competency to issue interim measures to support the arbitration.

During the reporting period, there is no material change regarding the Contractual Arrangements and/or the circumstances adopted thereunder. As there is no cancellation of the structural contract or the restriction thereunder adopted under the Contractual Arrangements, none of the above structural contracts are being discharged.

Risks and countermeasures relevant to Contractual Arrangements

1. Legal risk

There exist significant uncertainties and restrictions in the interpretation and application of the PRC laws and regulations that regulate the operation of value-added telecommunications services. The PRC Government can determine regulations that are not applicable for the Contractual Arrangements adopted by the Group, or those regulations or their interpretation may change in the future, then the Group may be exposed to penalties, including shutting down of its website or being compelled to give up the businesses interests.

All the agreements under Contractual Arrangements have been reviewed by PRC legal adviser and legal opinions are issued, confirming that the Contractual Arrangements have fully complied with suitable PRC laws and regulations, and they are not under the circumstance of “concealing illegal intentions in a lawful form” as stated in Article 52 under the Contract Law (“Contract Law”) of PRC, nor there exists other circumstance that may result the agreements become invalid as stated in Article 52 under Contract Law. As for the Foreign Investment Law of the People’s Republic of China (Draft for Comments) (“Foreign Investment Law Draft For Comments”) promulgated by Ministry of Commerce of the PRC (“MOFCOM”) on 19 January 2015, the PRC legal adviser is of the view that, prior and subsequent to the official promulgation and implementation of Foreign Investment Law Draft For Comments, it will not result any adverse effect to the Contractual Arrangements.

簽訂協定的任何一方均有權將因協議而產生的任何爭議提交給中國國際經濟貿易仲裁委員會。仲裁地點是中國上海。仲裁裁決是最終結果並對各方具有約束力。各方亦同意，在仲裁庭組成以前或在適當的情況下，香港法院、開曼群島法院、中國法院、以及本公司及浩能所在主管司法權區之其他法院具有管轄權，可頒佈臨時措施以支持仲裁的進行。

於報告期間，合約安排及／或根據其獲採納之狀況概無重大變動。由於概無導致採納合約安排下之結構性合約或結構性合約之限制被刪除，故並無上述結構性合約被解除。

與合約安排有關之風險及應對措施

1. 法律風險

規管經營增值電信業務的中國法律及法規的詮釋及應用存在重大不確定因素及限制。中國政府可釐訂本集團所採用的合約安排不符合適用的法規、或該等法規或其詮釋可能在日後有所改變，本集團將可能面對處罰，包括關閉網站或被逼放棄業務權益。

合約安排下的所有協議已由中國法律顧問審閱及出具法律意見書，確認合約安排全面遵守適用中國法律及法規，不屬於中國《合同法》（「合同法」）第52條規定的「以合法形式掩蓋非法目的」的情形，亦不存在合同法第52條規定的其他導致合同無效的情形。對於2015年1月19日中國商務部（「商務部」）公佈《中華人民共和國外國投資法（草案徵求意見稿）》（「外國投資法草案徵求意見稿」）。中國法律顧問認為，在外國投資法草案徵求意見稿正式頒佈及實施前後，將不會對合約安排產生任何不利影響。

The Company will pay close attention regarding the development and changes of the relevant PRC laws and regulations during the subsisting period of the Contractual Arrangements, seek PRC legal adviser opinion regularly and take positive response to the adverse impacts caused by the PRC laws and regulations.

2. Control risk

The operational control under Contractual Arrangements may not as effective as those interests that are directly-owned. If Hao Neng and its shareholders are unable to perform the obligations under the Contractual Arrangements and actions of default have occurred, the Group shall seek for remedies according to the PRC laws and regulations, and these remedies may result significant litigation costs and distract the time and manpower and material resources of the management of the Group in managing its ordinary business. Furthermore, the Group is yet in the position to determine whether the remedies to the contract are effective and sufficient to carry out its interests.

As permitted under PRC laws and regulations, the Company will utilize the rights granted to the Group under Contractual Arrangements to acquire the equity interests of Hao Neng, discharge Contractual Arrangements, hold Hao Neng through direct interests and apply for continuing the operation of the value-added telecommunications services. In the event that PRC laws and regulations may not allow the Company to continue the value-added telecommunications services, the Company may engage other entities that hold ICP licences to continue the operation of the online business, such move may increase the operation costs but will not exert significant financial burden to the Group.

3. Compliance risk

If Hao Neng is unable to obtain and maintain the necessary assets, licences and approvals as required under the regulatory environment for internet content provider business in the PRC, the homestay business of the Group may be significantly and adversely affected.

本公司將會在合約安排的存續期內，密切關注中國相關法律法規的演變，定期諮詢中國法律顧問的意見，積極應對中國法律法規所造成的不利影響。

2. 控制風險

在合約安排下的營運控制未必如直接權益擁有一般有效。倘若浩能及其股東未能履行其於合約安排下的責任而出現違約行為，本集團須根據中國法律法規尋求補救方法，而該等補救方法可能導致重大訴訟成本及分散本集團管理層經營本集團日常業務之時間及人力物力。而且，本集團也無法確定合約補救方法可有效及足夠執行其利益。

在中國法律法規准許的情況下，本公司會運用合約安排下賦予本集團的權利，收購浩能的股權，解除合約安排，以直接權益持有浩能，並申請繼續經營增值電信服務。倘若中國法律法規未能允許本公司繼續經營增值電信服務，本公司可以委聘其他持有ICP許可證的實體繼續運營網上業務，此舉可能會增加運營成本，但不會對本集團造成重大的財務負擔。

3. 合規風險

倘若浩能未能按照監管環境規定為於中國經營互聯網內容供應商業務取得及維持必要資產、許可證及批文，則本集團的民宿業務發展將受到不利影響。

According to the currently applicable PRC laws and regulations, in providing its existing service, Hao Neng must obtain and maintain certain assets relevant to its business and obtain appropriate licences and approvals from the relevant regulatory authorities. Those assets and licences are extremely important for operating the internet content provider business, which in general is subject to annual review (“Annual Review”) by the relevant government authorities. If Hao Neng is unable to pass the Annual Review, it will be subject to various penalties, including but not limited to fine, termination and restriction of business operation, in which it will directly affect the business development, financial position and operating results of the Group.

Run Zhou Zhejiang will actively perform the contents of the “Entrusted Management and Technical Service Agreement”, provide technology support and technical service in relation to its business operation, strengthen asset custody and maintenance and strive to drive the operation management of Hao Neng to meet the standards required by relevant government agencies.

Qualification Requirement

It is the intention of the Group to unwind the Contractual Arrangements and obtain all the necessary and relevant licences for its business operation as soon as possible after it is allowed to operate the business under the relevant PRC laws and regulations without Contractual Arrangements. Currently, there is no applicable PRC law, regulation or rule that provides clear guidance regarding Qualification Requirement. Despite the lack of clear guidance and interpretation on Qualification Requirement, through Run Zhou Zhejiang, the Group is directly involved in the operation management of e-commerce business under Hao Neng’s name, with experience accumulating gradually for the purposes of being qualified and eligible as and when appropriate. The Group can unwind the Contractual Arrangements and acquire all the equity interests of Hao Neng when PRC laws and regulations permit foreign investors to invest in the value-added telecommunications enterprises in the PRC.

Opinion of the Independent Non-executive Directors

The independent non-executive directors have reviewed the Contractual Arrangements and confirmed that, for the year ended 31 December 2018, (1) the transactions conducted in that year were entered into according to the relevant provisions of the Contractual Arrangements; (2) no dividends or other distributions have been paid which will not be otherwise assigned or transferred to the Group thereafter.

根據現時適用的中國法律法規，浩能必須取得及維持與其業務相關的若干資產以及自相關監管機關取得適用之許可證及批文，以提供其現有服務。該等資產及許可證對營運互聯網內容服務供應商業務十分重要，一般而言需受相關政府機構每年審查（「年審」）。倘若浩能未能通過年審，則會受到各種處罰，包括但不限於罰款及終止或限制經營業務，這將直接影響本集團的業務發展、財政狀況及經營業績。

潤洲浙江將會積極執行《委託管理及技術服務協定》的內容，提供與經營業務相關的技術支援及技術服務，加強資產保管及維修，致力令浩能的管理運營可以達到相關政府機構要求的水準。

資格要求

本集團有意解除合約安排及於並無該合約安排情況下可獲中國相關法律法規允許業務營運後儘快持有其業務營運之所有必要及相關許可證。目前，並無適用的中國法律、法規或條例就資格要求提供明確指引。儘管缺乏有關資格要求的明確指引及詮釋，本集團通過潤洲浙江直接參與經營管理浩能名下的電商業務，逐步累積經驗，以於適當時候符合資格要求。當中國法律法規允許外方投資者投資於中國的增值電信企業時，本集團即可解除合約安排及收購浩能的全部股權。

獨立非執行董事之意見

獨立非執行董事已審閱合約安排並確認，於截至2018年12月31日止年度，(1)於該年進行之交易乃根據合約安排之有關條文訂立；(2)並無支付任何其後不會以其他方式轉讓或轉撥予本集團之股息或其他分派。

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 2 to the consolidated financial statements.

TAX RELIEF

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares.

CHARITABLE CONTRIBUTIONS

During the year under review, the Group donated RMB5,520,000 (2017: RMB36,000).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year under review, the Company repurchased on the Stock Exchange a total of 11,164,000 shares pursuant to the general mandate granted by the shareholders at the annual general meeting held on 5 June 2018. Details of share repurchase were as follows:-

Date of repurchase	購回日期	Number of shares repurchased 購回 股份數目	Highest price paid 已付價格 (最高) HKD 港元	Lowest price paid 已付價格 (最低) HKD 港元	Total paid 已付總額 HKD 港元
17 May 2018	2018年5月17日	740,000	1.42	1.32	1,007,100
18 May 2018	2018年5月18日	9,076,000	1.42	1.14	11,295,900
19 June 2018	2018年6月19日	1,348,000	1.42	1.24	1,804,700
Total	總計	11,164,000			14,107,700

退休計劃

本集團為其於中國之合資格僱員參與中國市級及省級政府部門所設立之界定供款退休福利計劃，並為香港僱員經營強制性公積金計劃。該等退休計劃之詳情載於綜合財務報表附註2。

稅項寬免

本公司並不知悉股東因彼等持有股份而可享有之任何稅項寬免或豁免。

慈善捐款

於回顧年度內，本集團捐贈人民幣5,520,000元（2017年：人民幣36,000元）。

購買、出售或贖回本公司的上市證券

於回顧年度內，本公司根據於2018年6月5日舉行之股東週年大會上股東授予的一般授權，於聯交所合共購回11,164,000股股份，有關股份購回的詳情載列如下：—

All shares repurchased were cancelled and accordingly the Company's issued share capital was reduced by the nominal value of these shares. The repurchases were effected for the benefit of the Company and its shareholders as a whole by enhancing the value of the net assets and earnings per share of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

EVENTS AFTER THE YEAR UNDER REVIEW

On 7 January 2019, the Group has issued 178,280,000 consideration share of China New City Commercial Development Limited to Hangzhou Oriental Culture Tourism Group Co., Ltd for the payment of the further acquisition of further equity interest in Zhejiang Xinnongdu.

Except the above, no significant events affecting the Group took place subsequent to 31 December 2018 and up to date of this report.

AUDITORS

Ernst & Young retired and a resolution for their reappointment as auditors of the Company will be proposed at the AGM.

On Behalf of the Board of
China New City Commercial Development Limited

Shi Kancheng
Chairperson

The Hong Kong, 19 March 2019

所有購回之股份已全部注銷，本公司之已發行股本亦已扣除此等股份之面值。購回股份是為提高本公司資產淨值及每股盈利，有利於本公司及其股東整體利益而進行。

除上文所披露者外，截至2018年12月31日止年度，本公司及其任何附屬公司概無收購、出售或贖回本公司任何上市證券。

回顧年度後事項

於2019年1月7日，本集團已向杭州東方文化園旅業集團有限公司發行1.7828億股中國新城市商業發展有限公司之代價股份，以支付有關收購浙江新農都進一步股權。

除上文所述者外，於2018年12月31日後及直至本報告日期並無發生影響本集團的重大事件。

核數師

安永會計師事務所退任，本公司重新聘任其為核數師的決議案將在即將舉行的股東週年大會上提呈。

代表董事會
中國新城市商業發展有限公司

主席
施侃成

香港，2019年3月19日

Independent Auditor's Report

獨立核數師報告



To the shareholders of China New City Commercial Development Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

OPINION

We have audited the consolidated financial statements of China New City Commercial Development Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 109 to 279, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASAs”) issued by the Hong Kong Institute of Certified Public Accountants (“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.

致中國新城市商業發展有限公司全體股東

(於開曼群島註冊成立的獲豁免有限公司)

意見

我們已審核載於第109頁至第279頁的中國新城市商業發展有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括在2018年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(「國際財務報告準則」)，真實公平地反映 貴集團於2018年12月31日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及其綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們乃獨立於 貴集團且我們已根據守則履行其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

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

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

Key audit matter

關鍵審計事項

Valuation of investment properties 投資物業之估值

As at 31 December 2018, the Group's investment properties amounted to RMB5,524 million, which represented 42% of the Group's total assets. Investment properties are stated at fair value. Management is required to exercise significant judgement in determining the fair value of investment properties as disclosed in note 3 to the consolidated financial statements. 於2018年12月31日，貴集團投資物業為人民幣5,524,000,000元，相當於貴集團總資產的42%。投資物業乃按公允價值列賬。誠如綜合財務報表附註3所披露，管理層於釐定投資物業之公允價值時，需進行重大判斷。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就以下各事項，我們的審計如何處理該事項之描述已於文內提供。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審計意見提供基礎。

How our audit addressed the key audit matter

我們的審計如何解決關鍵審計事項

We evaluated the competence and independence of the external valuation expert engaged by the Group. We performed audit procedures including checking those signed rental contracts, comparing the unit price of adjacent similar properties that were benchmarked in the valuation process, and assessing assumptions related to future market rents, the discount rates and future maintenance costs applied based on historical experiences with the involvement of our internal valuation specialists, who focused on the term yield, reversionary yield and market unit rent. We also assessed the adequacy of the disclosures in the consolidated financial statements.

我們評估貴集團所聘請之外部估值專家的能力及獨立性。我們的審計程序包括核證該等已簽署之出租合約，根據估值程序對比毗鄰類似物業之單價，以及由我們的內部估值專業人員評估與未來市場租金相關的假設，及評估根據歷史經驗應用的折讓率及未來維護成本，主要針對年期回報率、復歸收益率及市場單位租賃。我們亦評估於綜合財務報表的披露的充足性。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何解決關鍵審計事項

Valuation of investment properties (continued)

投資物業之估值 (續)

The Group engaged an external valuation expert to perform the valuation of investment properties. The valuation methods applied included the direct comparison approach and income approach which involved various assumptions, such as estimated rental revenues, discount rates, occupancy rates, historical transactions and market knowledge.

貴集團已聘請外部估值專家以進行投資物業之估值。採用之估值方法包括直接對比法及涉及多項假設之收入法，包括估計租金收入、折讓率、出租率、過往交易及市場知識。

The related disclosures are included in notes 2.4, 3 and 13 to the consolidated financial statements.

相關披露載於綜合財務報表附註2.4、3及13。

Net realisable value of completed properties held for sale and properties under development

持作銷售之已落成物業及發展中物業之可變現淨值

As at 31 December 2018, the Group's properties under development and completed properties held for sale amounted to RMB3,856 million, which represented 29% of the Group's total assets. These properties were stated at the lower of cost and net realisable value. The net realisable value was estimated by management based on expected selling prices less the cost of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions. The estimation of the net realisable value involved significant judgement.

於2018年12月31日，貴集團發展中物業及持作銷售之已落成物業為人民幣3,856,000,000元，相當於貴集團總資產之29%。該等物業以較低成本及可變現淨值列賬。管理層基於現行市況，根據預期售價減完成發展中物業成本及銷售物業將予產生之成本估計可變現淨值。可變現淨值估計涉及重大判斷。

The related disclosures are included in notes 3, 14 and 19 to the consolidated financial statements.

相關披露載於綜合財務報表附註3、14及19。

We reviewed the Group's net realisable value estimation and checked the expected selling prices to prices of similar properties presold by the Group recently or adjacent properties sold. For cost of completion of properties under development and the cost to be incurred in selling the properties, we evaluated management's estimation methodology which has been updated to reflect the latest historical information and refined construction and selling costs budget process.

我們已審閱貴集團可變現淨值估計，及對照預期售價與貴集團近期預售類似物業或已售毗鄰物業的價格。就完成發展中物業成本及銷售物業將予產生之成本而言，我們已評估管理層的估值方法，其已更新以反映最新歷史資料及完善建築以及銷售成本預算流程。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載除綜合財務報表及我們就此發出的核數師報告以外的資料。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則和香港公司條例的披露規定編製真實和公允的綜合財務報表及負責董事釐定為必要的內部控制，以編製不存在由於欺詐或錯誤而導致重大錯誤陳述的綜合財務報表。

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

審核委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

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

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

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

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

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

核數師就審計綜合財務報表承擔的責任

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

合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響該等綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

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

- 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.

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.

核數師就審計綜合財務報表承擔的責任（續）

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Philip Leung, Wai Lap.

Yours faithfully,

Ernst & Young

Certified Public Accountants

Hong Kong

19 March 2019

核數師就審計綜合財務報表承擔的責任（續）

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

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

出具本獨立核數師報告的審計項目合夥人是梁偉立。

此致

安永會計師事務所

執業會計師

香港

謹啟

2019年3月19日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2018 截至2018年12月31日止年度

			2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Revenue	收入	5	1,924,619	295,986
Cost of sales	銷售成本		(1,584,128)	(160,617)
Gross profit	毛利		340,491	135,369
Other income and gains	其他收入及收益	5	53,706	77,844
Selling and distribution expenses	銷售及分銷開支		(138,519)	(152,252)
Administrative expenses	行政開支		(198,455)	(114,451)
Other expenses	其他開支		(74,900)	(6,939)
Finance costs	財務費用	7	(110,330)	(13,161)
Fair value (loss)/gain upon transfer to investment properties	轉撥至投資物業之公允價值(虧損)/收益	13	(25,030)	523
Changes in fair value of investment properties	投資物業的公允價值變動	13	22,223	825,157
(Loss)/profit before tax	除稅前(虧損)/利潤	6	(130,814)	752,090
Income tax expense	所得稅開支	10	(91,183)	(285,732)
(Loss)/profit for the year	年內(虧損)/利潤		(221,997)	466,358
Attributable to:	以下應佔:			
Owners of the parent	母公司擁有人		(243,524)	488,505
Non-controlling interests	非控股權益		21,527	(22,147)
			(221,997)	466,358
Losses/earnings per share attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔每股虧損/盈利	11		
Basic	基本		(RMB13 cents) (人民幣13分)	RMB27 cents 人民幣27分
Diluted	攤薄		(RMB13 cents) (人民幣13分)	RMB27 cents 人民幣27分

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2018 截至2018年12月31日止年度

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
(Loss)/profit for the year	年內(虧損)/利潤	(221,997)	466,358
Other comprehensive income	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面收益：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(4,106)	9,678
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面收益淨額	(4,106)	9,678
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於其後期間將不會重新分類至損益的其他全面收益：		
Equity investments designated at fair value through other comprehensive income:	指定為按公允價值計入其他全面收益的股本投資：		
Change in fair value	公允價值變動	9,000	-
Income tax effect	所得稅影響	(2,250)	-
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	於其後期間將不會重新分類至損益的其他全面收益淨額	6,750	-
Total comprehensive income for the year	年內全面收益總額	(219,353)	476,036
Attributable to:	以下應佔：		
Owners of the parent	母公司擁有人	(240,880)	498,183
Non-controlling interests	非控股權益	21,527	(22,147)
		(219,353)	476,036

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2018 2018年12月31日

			31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
		<i>Notes 附註</i>		
Non-current assets	非流動資產			
Property and equipment	物業及設備	12	2,058,952	1,996,168
Investment properties	投資物業	13	5,502,607	5,472,345
Properties under development	開發中物業	14	933,400	640,170
Available-for-sale investments	可供出售投資	15	–	359,300
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資	15	416,814	–
Long term prepayments	長期預付款	16	230,981	188,707
Deferred tax assets	遞延稅項資產	17	4,553	11,057
Restricted cash	受限制現金	22	6,565	139,927
Total non-current assets	總非流動資產		9,153,872	8,807,674
Current assets	流動資產			
Completed properties held for sale	持作銷售已竣工物業	19	2,009,041	1,282,967
Properties under development	開發中物業	14	913,669	2,211,244
Inventories	存貨		22,842	11,425
Trade and bills receivables	應收貿易賬款及票據	20	21,501	19,275
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	21	403,579	143,306
Amounts due from related companies	應收關聯公司款項	31	24,541	39,288
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產		42,093	71,504
Restricted cash	受限制現金	22	69,850	149,224
Cash and cash equivalents	現金及現金等價物	22	548,907	323,312
Investment properties classified as held for sale	分類為持作銷售之投資物業	13	21,693	194,955
Total current assets	總流動資產		4,077,716	4,446,500
Current liabilities	流動負債			
Trade payables	應付貿易賬款	23	690,793	750,374
Other payables and accruals	其他應付款項及應計費用	24	184,946	179,123
Contract liabilities	合約負債	25	1,123,792	–
Advances from customers	客戶預付款	25	–	1,088,863
Amounts due to related companies	應付關聯公司款項	31	986,909	696,221
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	26	922,460	1,180,739
Tax payable	應付稅項	10	426,644	336,177
Total current liabilities	總流動負債		4,335,544	4,231,497
Net current (liabilities)/assets	流動(負債)/資產淨額		(257,828)	215,003

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2018 2018年12月31日

			31 December	31 December
			2018	2017
			2018年	2017年
			12月31日	12月31日
		<i>Notes</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
Total assets less current liabilities	總資產減流動負債		8,896,044	9,022,677
Non-current liabilities	非流動負債			
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	26	2,045,625	1,927,000
Deferred tax liabilities	遞延稅項負債	17	952,376	1,087,321
Total non-current liabilities	總非流動負債		2,998,001	3,014,321
Net assets	淨資產		5,898,043	6,008,356
Equity	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	27	144,850	147,503
Reserves	儲備	29	5,438,136	5,689,619
			5,582,986	5,837,122
Non-controlling interests	非控股權益		315,057	171,234
Total equity	總權益		5,898,043	6,008,356

Dong Shuixiao

董水校

Director

董事

Jin Ni

金妮

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2018 截至2018年12月31日止年度

Attributable to owners of the parent
母公司擁有人應佔

		Share capital	Share premium account	Capital reserve	Fair value reserve	Other reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	溢價賬	股本儲備	公允價值儲備	其他儲備	盈餘儲備	波動儲備	保留溢利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 27 附註27	Notes 27 & 29(a) 附註27及29(a)	Note 29(b) 附註29(b)		Note 28 附註28	Note 29(c) 附註29(c)					
At 1 January 2017	於2017年1月1日	138,034	426,019	1,281,751	-	5,974	81,716	228,324	3,009,835	5,171,653	170,406	5,342,059
Profit for the year	年內溢利	-	-	-	-	-	-	-	488,505	488,505	(22,147)	466,358
Other comprehensive income for the year:	年內其他全面收益:											
Exchange differences related to foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	9,678	-	9,678	-	9,678
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	9,678	488,505	498,183	(22,147)	476,036
Issue of shares	發行股份	9,469	157,817	-	-	-	-	-	-	167,286	-	167,286
Capital contributions by non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	22,975	22,975
At 31 December 2017	於2017年12月31日	147,503	583,836*	1,281,751*	-*	5,974*	81,716*	238,002*	3,498,340*	5,837,122	171,234	6,008,356
Loss for the year	年內虧損	-	-	-	-	-	-	-	(243,524)	(243,524)	21,527	(221,997)
Other comprehensive income for the year:	年內其他全面收益:											
Exchange differences related to foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	(4,106)	-	(4,106)	-	(4,106)
Changes in fair value of equity investment designated at fair value through other comprehensive income, net of tax	指定為按公允價值計入其他全面收益的股本投資的公允價值變動，扣除稅項	-	-	-	6,750	-	-	-	-	6,750	-	6,750
Total comprehensive income for the year	年內全面收益總額	-	-	-	6,750	-	-	(4,106)	(243,524)	(240,880)	21,527	(219,353)
Repurchase of shares	購回股份	(2,653)	(10,603)	-	-	-	-	-	-	(13,256)	-	(13,256)
Capital contributions by non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	122,296	122,296
At 31 December 2018	於2018年12月31日	144,850	573,233*	1,281,751*	6,750*	5,974*	81,716*	233,896*	3,254,816*	5,582,986	315,057	5,898,043

* These reserve accounts comprise the consolidated reserves of RMB5,438,136,000 (2017: RMB5,689,619,000) in the consolidated statement of financial position.

* 此等儲備賬包括綜合財務狀況表內綜合儲備人民幣5,438,136,000元(2017年: 人民幣5,689,619,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018 截至2018年12月31日止年度

		2018	2017
	Notes	2018年	2017年
	附註	RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash flows from operating activities	經營業務的現金流量		
(Loss)/profit before tax	除稅前(虧損)/利潤	(130,814)	752,090
Adjustments for:	調整:		
Depreciation	折舊	12 49,671	17,191
Fair value loss/(gain) upon transfer to investment properties	轉撥至投資物業的公允價值虧損/(收益)	13 25,030	(523)
Changes in fair value of investment properties	投資物業的公允價值變動	13 (22,223)	(825,157)
Loss/(gain) on disposal of items of investment properties	出售投資物業項目之虧損/(收益)	6 29,554	(63,221)
Investment income from financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之投資收益	5 (29,072)	(823)
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	6 30,586	(699)
Finance costs	財務費用	7 110,330	13,161
		63,062	(107,981)
Decrease in properties under development	開發中物業減少	1,093,000	373,560
Increase in investment properties and investment properties under construction	投資物業及在建投資物業增加	(24,924)	(858,814)
Increase in completed properties held for sale	持作銷售已竣工物業增加	(806,080)	(50,767)
(Increase)/decrease in trade and bills receivables	應收貿易賬款及票據(增加)/減少	(2,226)	367
Increase in deposits and other receivables	按金及其他應收款項增加	(13,532)	(9,583)
Increase in prepayments and other assets	預付款及其他資產增加	(246,741)	(31,369)
(Increase)/decrease in long term prepayments	長期預付款(增加)/減少	(42,274)	122,558
Increase in inventories	存貨增加	(11,417)	(1,986)
Decrease/(increase) in restricted cash for pre-sales proceeds	預售所得款項受限制現金減少/(增加)	41,085	(60,790)
(Decrease)/increase in trade payables	應付貿易賬款(減少)/增加	(59,581)	23,375
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	(9,467)	81,738
Increase in sales proceeds received from customers	已收客戶之銷售所得款項增加	59,347	780,743
Cash generated from operations	經營業務產生的現金	40,252	261,051
Interest paid	已付利息	(194,279)	(215,883)
Income tax and land appreciation tax paid	已付所得稅及土地增值稅	(131,407)	(89,344)
Net cash flows used in operating activities	經營業務耗用的現金流量淨額	(285,434)	(44,176)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018 截至2018年12月31日止年度

		2018	2017
	Note	2018年	2017年
	附註	RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash flows from investing activities	投資業務產生的現金流量		
Investment on equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益的股本投資的投資	(48,514)	(400,982)
Investments on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產投資	(89,822)	-
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益之金融資產之所得款項	117,719	-
Proceeds from disposal of a joint venture	出售一間合營公司之所得款項	-	759
Purchases of items of property and equipment	購買物業及設備項目	(126,776)	(252,834)
Proceeds from disposal of items of property and equipment	出售物業及設備項目所得款項	14,321	29
Increase in investment properties and investment properties under construction	投資物業及在建投資物業增加	(107,732)	(169,506)
Proceeds from disposal of investment properties	出售投資物業所得款項	298,883	920,671
Decrease/(increase) in restricted cash	受限制現金減少/(增加)	171,651	(63,870)
Net cash flows generated from investing activities	投資業務產生的現金流量淨額	229,730	34,267
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from issue of shares	發行股份所得款項	-	167,286
Received from related parties	已收關聯公司款項	305,435	48,484
Capital contributions by non-controlling shareholders	少數股東之資本注資	122,296	22,975
New interest-bearing bank and other borrowings	新計息銀行貸款及其他借款	1,658,216	1,057,740
Repayment of interest-bearing bank and other borrowings	償還計息銀行貸款及其他借款	(1,797,870)	(1,250,610)
Repurchase of shares	購回股份	(13,256)	-
Net cash flows generated from financing activities	融資活動產生的現金流量淨額	274,821	45,875
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	219,117	35,966
Cash and cash equivalents at beginning of year	年初現金及現金等價物	323,312	298,308
Effect of foreign exchange rate changes, net	匯率變動的影響，淨額	6,478	(10,962)
Cash and cash equivalents at end of year	年末現金及現金等價物	548,907	323,312
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	548,907	323,312

Notes to Financial Statements

財務報表附註

Year ended 31 December 2018 截至2018年12月31日止年度

1. CORPORATE AND GROUP INFORMATION

China New City Commercial Development Limited (the “Company”) is a limited liability company incorporated as an exempted company in the Cayman Islands on 2 July 2013 under the Companies Law (revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) were members of Zhong An Real Estate Limited (“Zhong An”) and its subsidiaries (“Zhong An Group”). Zhong An, the shares of which have been listed on the Main Board of the Stock Exchange of Hong Kong Limited (“Stock Exchange”) since November 2007, is the holding company of Zhong An Group.

The Group is principally engaged in commercial property development, leasing and hotel operations.

In the opinion of the Company’s directors (the “Directors”), the ultimate holding company of the Company is Whole Good Management Limited, a company incorporated in the British Virgin Islands on 3 May 2007.

The Company was separately listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “SEHK”) with the stock code “1321” on 10 July 2014 and raised capital amounting to HK\$608 million from the market.

1. 公司及集團資料

中國新城市商業發展有限公司（「本公司」）於2013年7月2日在開曼群島根據開曼群島公司法（修訂版）註冊成立為獲豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司。本公司及其附屬公司（統稱「本集團」）為眾安房產有限公司（「眾安」）及其附屬公司（「眾安集團」）的成員公司。眾安（其股份已自2007年11月起在香港聯合交易所有限公司（「聯交所」）主板上市）為眾安集團的控股公司。

本集團主要從事商用物業開發、租賃及酒店營運。

本公司董事（「董事」）認為，本公司的最終控股公司為全好管理有限公司（一家於2007年5月3日在英屬維爾京群島註冊成立的公司）。

本公司於2014年7月10日於香港聯合交易所有限公司（「香港聯交所」）主板獨立上市（股份代號「1321」）並自市場籌資608,000,000港元。

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries

Particulars of the Company's major subsidiaries are as follows:

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立／註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通／註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018	2017	
			2018年	2017年	
Zhejiang Zhong An Property Development Xiaoshan Co., Ltd. ⁽⁴⁾ 浙江眾安房地產蕭山開發有限公司 ⁽⁴⁾	PRC/Mainland China 3 April 1997 中國／中國內地 1997年4月3日	RMB2,000,000 人民幣2,000,000元	81.0%	81.0%	Property development 物業發展
Chunan Minfu Property Co., Ltd. ⁽⁸⁾ 淳安民福旅遊置業有限公司 ⁽⁸⁾	PRC/Mainland China 24 October 2003 中國／中國內地 2003年10月24日	RMB6,000,000 人民幣6,000,000元	100.0%	100.0%	Property development 物業發展
Shanghai Zhong An Property Development Co., Ltd. ⁽⁴⁾ 上海眾安房地產開發有限公司 ⁽⁴⁾	PRC/Mainland China 19 January 2004 中國／中國內地 2004年1月19日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Property development 物業發展
Zhejiang Huijun Real Estate Co., Ltd. ⁽²⁾ 浙江匯駿置業有限公司 ⁽²⁾	PRC/Mainland China 1 April 2005 中國／中國內地 2005年4月1日	US\$77,600,000 77,600,000美元	99.7%	99.7%	Property development 物業發展
Hangzhou Zhong An Highlong Commercial Buildings Co., Ltd. ⁽⁴⁾ 杭州眾安恆隆商廈有限公司 ⁽⁴⁾	PRC/Mainland China 20 September 2005 中國／中國內地 2005年9月20日	RMB2,000,000 人民幣2,000,000元	90.0%	90.0%	Property management 物業發展
Hangzhou Zheng Jiang Real Estate Development Co., Ltd. ⁽⁴⁾ 杭州正江房地產開發有限公司 ⁽⁴⁾	PRC/Mainland China 16 March 2006 中國／中國內地 2006年3月16日	RMB50,000,000 人民幣50,000,000元	92.5%	92.5%	Property development 物業發展

1. 公司及集團資料 (續)

主要附屬公司資料

本公司主要附屬公司詳情如下：

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018	2017	
			2018年	2017年	
Henlly Enterprise Management (Hangzhou) Co., Ltd. ⁽²⁾ 恆利企業管理(杭州)有限公司 ⁽²⁾	PRC/Mainland China 4 December 2006 中國/中國內地 2006年12月4日	US\$149,061,280 149,061,280美元	100.0%	100.0%	Property development 物業發展
Hangzhou Xiaoshan Zhong An Holiday Inn Co., Ltd. ⁽⁴⁾ 杭州蕭山眾安假日酒店有限公司 ⁽⁴⁾	PRC/Mainland China 28 May 2007 中國/中國內地 2007年5月28日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Hotel management 酒店管理
Hefei Zhong An Holiday Inn Co., Ltd. ⁽⁴⁾ 合肥眾安假日酒店有限公司 ⁽⁴⁾	PRC/Mainland China 18 March 2008 中國/中國內地 2008年3月18日	RMB350,000,000 人民幣350,000,000元	100.0%	100.0%	Hotel management 酒店管理
Yuyao Zhong An Times Square Commercial Management Co., Ltd. ⁽⁴⁾ 余姚眾安時代廣場商業管理有限公司 ⁽⁴⁾	PRC/Mainland China 6 December 2011 中國/中國內地 2011年12月6日	RMB2,000,000 人民幣2,000,000元	90.0%	90.0%	Property management 物業管理
Yuyao Zhong An Times Square Development Co., Ltd. ⁽⁴⁾ 余姚眾安時代廣場開發有限公司 ⁽⁴⁾	PRC/Mainland China 5 August 2013 中國/中國內地 2013年8月5日	RMB100,000,000 人民幣100,000,000元	90.0%	90.0%	Property development 物業發展
Yuyao Zhong An Times Square Property Co., Ltd. ⁽²⁾ 余姚眾安時代廣場置業有限公司 ⁽²⁾	PRC/Mainland China 13 August 2013 中國/中國內地 2013年8月13日	US\$16,000,000 16,000,000美元	93.0%	93.0%	Property development 物業發展

1. 公司及集團資料(續)

主要附屬公司資料(續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries (continued)

1. 公司及集團資料 (續)

主要附屬公司資料 (續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018	2017	
			2018年	2017年	
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ⁽⁴⁾ 浙江眾安盛隆商業有限公司 ⁽⁴⁾	PRC/Mainland China 9 September 2013 中國/中國內地 2013年9月9日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Property management 物業管理
Cixi Zhong An Property Co., Ltd. ⁽⁴⁾ 慈溪眾安置業有限公司 ⁽⁴⁾	PRC/Mainland China 6 December 2013 中國/中國內地 2013年12月6日	RMB50,000,000 人民幣50,000,000元	90.0%	90.0%	Property development 物業發展
Hangzhou Zhong An Sheng Long Liyumen Property Co., Ltd. ⁽⁴⁾ 杭州眾安盛隆鯉魚門置業有限公司 ⁽⁴⁾	PRC/Mainland China 21 April 2014 中國/中國內地 2014年4月21日	RMB20,000,000 人民幣20,000,000元	90.0%	90.0%	Property development 物業發展
Hangzhou Xixi Huijin Property Co., Ltd. ⁽¹⁾ 杭州西溪匯金置業有限公司 ⁽¹⁾	PRC/Mainland China 18 November 2015 中國/中國內地 2015年11月18日	US\$50,000,000 50,000,000美元	100.0%	100.0%	Property management 物業管理
Zhejiang Bairuite Hotel Management Co. Ltd. ⁽⁶⁾⁽¹⁾ 浙江伯瑞特酒店管理有限公司 ⁽⁶⁾⁽¹⁾	PRC/Mainland China 19 May 2016 中國/中國內地 2016年5月19日	RMB10,000,000 人民幣10,000,000元	90.0%	90.0%	Hotel management 酒店管理
Zhejiang New Screen Theater Management Co., Ltd. ⁽⁴⁾ 浙江新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 29 November 2016 中國/中國內地 2016年11月29日	RMB10,000,000 人民幣10,000,000元	100.0%	100.0%	Theater management 影院管理
Hangzhou Qiu Eye Hospital Co., Ltd. ⁽⁴⁾ 杭州求是眼科醫院有限公司 ⁽⁴⁾	PRC/Mainland China 12 August 2016 中國/中國內地 2016年8月12日	RMB50,000,000 人民幣50,000,000元	72.0%	72.0%	Hospital management 醫院管理

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018	2017	
			2018年	2017年	
Zhejiang Hengfa Real Estate Co., Ltd. ⁽⁴⁾ 浙江恒發置業有限公司 ⁽⁴⁾	PRC/Mainland China 6 June 2014 中國/中國內地 2014年6月6日	RMB50,000,000 人民幣50,000,000	46.0%	46.0%	Property development 物業發展
Huaibei Brilliant Hotel Co., Ltd. ⁽⁴⁾ 淮北伯瑞特酒店有限公司 ⁽⁴⁾	PRC/Mainland China 16 October 2013 中國/中國內地 2013年10月16日	RMB6,900,000 人民幣6,900,000元	100.0%	72.0%	Hotel management 酒店管理
Laizhou New Screen Theater Management Co., Ltd. ⁽⁴⁾ 萊州新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 2 May 2017 中國/中國內地 2017年5月2日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Qingdao Zhong An Xifu Investment and Development Co., Ltd. ⁽⁴⁾ 青島眾安禧福投資發展有限公司 ⁽⁴⁾	PRC/Mainland China 4 July 2017 中國/中國內地 2017年7月4日	RMB100,000,000 人民幣100,000,000元	46.0%	46.0%	Property development 物業發展
Kunming New Screen Theater Management Co., Ltd. ⁽⁴⁾ 昆明新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 27 April 2017 中國/中國內地 2017年4月27日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Yuyao New Screen Theater Management Co., Ltd. ⁽⁴⁾ 余姚新幕影院經營管理有限公司 ⁽⁴⁾	PRC/Mainland China 26 September 2017 中國/中國內地 2017年9月26日	RMB1,000,000 人民幣1,000,000元	90.0%	90.0%	Theater management 影院管理
Hefei Xinmu Cinema Management Co., Ltd. ^{(4)(c)} 合肥新幕影院管理有限公司 ^{(4)(c)}	PRC/Mainland China 19 March 2018 中國/中國內地 2018年3月19日	RMB1,000,000 人民幣1,000,000元	90.0%	N/A	Theater management 影院管理

1. 公司及集團資料 (續)

主要附屬公司資料 (續)

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries (continued)

1. 公司及集團資料 (續)

主要附屬公司資料 (續)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018 2018年	2017 2017年	
Hangzhou Xiaoshan Maggie & Rose Culture Co., Ltd. ^{(a)(c)(3)} 杭州蕭山麥琪蘿絲文化有限公司 ^{(a)(c)(3)}	PRC/Mainland China 20 September 2018 中國/中國內地 2018年9月20日	RMB1,000,000 人民幣1,000,000元	50.1%	N/A 不適用	Education development 教育發展
Hangzhou Zhongan Jinyun Investment Co., Ltd. ^{(a)(c)(4)} 杭州眾安錦韻投資有限公司 ^{(a)(c)(4)}	PRC/Mainland China 7 December 2018 中國/中國內地 2018年12月7日	RMB50,000,000 人民幣50,000,000元	90.0%	N/A 不適用	Investment management 投資管理
Yunnan Pujin Real Estate Development Co., Ltd. ^{(a)(c)(4)} 雲南普錦房地產開發有限公司 ^{(a)(c)(4)}	PRC/Mainland China 6 September 2017 中國/中國內地 2017年9月6日	RMB10,000,000 人民幣10,000,000元	49.5%	N/A 不適用	Property development 物業發展
Zhenjiang Anyuan Agricultural Development Co., Ltd. ^{(a)(c)(4)} 鎮江安源農業發展有限公司 ^{(a)(c)(4)}	PRC/Mainland China 7 February 2018 中國/中國內地 2018年2月7日	RMB200,000,000 人民幣200,000,000元	90.0%	N/A 不適用	Agricultural development 農業發展
Foshan Xinmu Cinema Management Co., Ltd. ^{(a)(c)(4)} 佛山市新幕影院經營管理有限公司 ^{(a)(c)(4)}	PRC/Mainland China 11 October 2017 中國/中國內地 2017年10月11日	RMB5,000,000 人民幣5,000,000元	90.0%	N/A 不適用	Theater management 影院管理
Xuzhou Wanxiang Real Estate Development Co., Ltd. ^{(a)(4)} 徐州市萬象置業發展有限公司 ^{(a)(4)}	PRC/Mainland China 28 September 2018 中國/中國內地 2018年9月28日	RMB50,000,000 人民幣50,000,000元	45.9%	N/A 不適用	Property development 物業發展
Hangzhou Xinhuan Cinema Management Co., Ltd. ^{(a)(c)(3)} 杭州新寰影院經營管理有限公司 ^{(a)(c)(3)}	PRC/Mainland China 25 April 2018 中國/中國內地 2018年4月25日	RMB1,000,000 人民幣1,000,000元	45.0%	N/A 不適用	Theater management 影院管理

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about major subsidiaries (continued)

Name of company 公司名稱	Place and date of incorporation/ registration and business 註冊成立/註冊及 營業地點及日期	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要活動
			2018	2017	
			2018年	2017年	
Ningbo New Screen Theater Management Co., Ltd. ^{(a)(c)(4)} 寧波新幕影院管理有限公司 ^{(a)(c)(4)}	PRC/Mainland China 10 May 2018 中國/中國內地 2018年5月10日	RMB1,000,000 人民幣1,000,000元	69.2%	N/A 不適用	Theater management 影院管理
Taizhou New Screen Theater Management Co., Ltd. ^{(a)(c)(4)} 泰州新幕影院管理有限公司 ^{(a)(c)(4)}	PRC/Mainland China 31 October 2018 中國/中國內地 2018年10月31日	RMB1,000,000 人民幣1,000,000元	69.2%	N/A 不適用	Theater management 影院管理

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:

N/A Not yet incorporated/established/acquired or liquidated by the Group

- (a) These subsidiaries were established by the Group in 2018.
- (b) Types of legal entities:
- (1) Wholly-foreign-owned enterprise
 - (2) Sino-foreign equity joint venture
 - (3) Limited liability company invested by a foreign invested enterprise
 - (4) Limited liability company
- (c) The capital of these subsidiaries has not been fully injected in 2018.

1. 公司及集團資料 (續)

主要附屬公司資料 (續)

上表列出的本公司之附屬公司，董事認為其主要影響本集團年內業績或構成本集團資產淨值的重大部分。董事認為，倘列出其他附屬公司的詳情會令篇幅過份冗長。

附註：

不適用本集團仍未註冊成立/成立/收購或清盤

- (a) 該等附屬公司於2018年由本集團成立。
- (b) 法定實體類別：
- (1) 外商獨資企業
 - (2) 中外合資企業
 - (3) 外商投資有限責任公司
 - (4) 有限責任公司
- (c) 該等附屬公司之資本於2018年尚未悉數注入。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise standards and interpretations approved by the International Accounting Standards Board (the “IASB”), and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, derivative financial instruments and equity investments which have been measured at fair value as explained in the accounting policies set out below. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2. 編製基準及會計政策

2.1 編製基準

本財務報表按照國際財務報告準則（「國際財務報告準則」）編製，而國際財務報告準則包括由國際會計準則委員會（「國際會計準則委員會」）及國際會計準則及詮釋常務委員會批准的準則及詮釋、國際會計準則委員會批准當時生效的詮釋、香港公認會計原則以及香港公司條例之披露規定。除投資物業、衍生金融工具及股本投資如以下所述的會計政策按公允價值計量外，財務報表乃按照歷史成本原則編製。除有特別註明外，本綜合財務報表以人民幣（「人民幣」）列報，且所有數值均調整至最近的千元單位。

綜合基準

綜合財務報表包括本公司及其附屬公司截至2018年12月31日止年度的財務報表。一間附屬公司乃為由本公司直接或間接控制的實體（包括結構化實體）。若本集團具有承擔或享有參與投資對象獲得或有權獲得可變回報，並能透過其對投資對象行使的權力影響該等回報，即取得控制權（即：賦予本集團當前能力以指示投資對象相關活動的現有權利）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2. 編製基準及會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

倘本公司直接或間接擁有少於投資對象大多數投票權或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與其他投資對象之投票持有人的合約安排；
- (b) 其他合約安排產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表之編製報告期間與本公司相同，使用一致之會計政策。附屬公司的業績自本集團取得控制權之日起全面合併入賬，直至失去控制權之日為止。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 編製基準及會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

溢利或虧損及其他全面收益項目的各成份歸屬本集團母公司擁有人及非控股權益，即使導致非控股權益結餘出現虧絀。有關本集團成員公司之間交易的所有集團間資產及負債、權益、收入、開支及現金流量於合併時全數對銷。

倘事實和情況顯示以上所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司所有權權益的變動在無喪失控制權下按權益交易處理。

如本集團喪失對附屬公司的控制權，則解除確認(i)附屬公司的資產(包括商譽)及負債、(ii)任何非控股權益的賬面值及(iii)於權益內錄得的累計匯兌差額，及確認(i)已收代價的公允價值、(ii)任何保留投資的公允價值及(iii)任何所產生的盈餘或損益虧絀。本集團應佔以往於其他全面收益內確認的部份按假設本集團直接出售相關資產或負債所規定的相同基準重新分類為損益或保留溢利(如適用)。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to IFRS 4	<i>Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts</i>
IFRS 9	<i>Financial Instruments</i>
IFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to IFRS 15	<i>Clarifications to IFRS 15 Revenue from Contracts with Customers</i>
IFRIC 22	<i>Foreign Currency Transactions and Advance Consideration</i>
Amendments to IAS 40	<i>Transfers of Investment Property</i>
Amendments to IFRS 1 included in <i>Annual Improvements 2014-2016 Cycle</i>	<i>First-time Adoption of International Financial Reporting Standards</i>
Amendments to IAS 28 included in <i>Annual Improvements 2014-2016 Cycle</i>	<i>Investments in Associates and Joint Ventures</i>

Except for the amendments to IFRS 4 and *Annual Improvements to IFRSs 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露

本集團已於本年度財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第2號修訂本	以股份支付交易之分類及計量
國際財務報告準則第4號修訂本	採用國際財務報告準則第4號-保險合同時一併應用國際財務報告準則第9號-金融工具
國際財務報告準則第9號	金融工具
國際財務報告準則第15號	客戶合約收入
國際財務報告準則第15號修訂本	國際財務報告準則第15號-客戶合約收入的澄清
國際財務報告詮釋委員會第22號	外幣交易及預付代價
國際會計準則第40號修訂本	轉撥投資物業
國際財務報告準則第1號修訂本(包括在2014年至2016年週期的年度改進內)	首次採納國際財務報告準則
國際會計準則第28號修訂本(包括在2014年至2016年週期的年度改進內)	於聯營公司及合營公司的投資

除與本集團財務報表編製無關的國際財務報告準則第4號修訂本及國際財務報告準則2014年至2016年週期的年度改進外，新訂及經修訂國際財務報告準則的性質及影響載述如下：

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (a) Amendments to IFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cash-settled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (a) 國際財務報告準則第2號修訂本主要解決三個方面的問題：歸屬條件對計量現金結算以股份支付交易的影響；預扣若干金額以履行僱員與以股份支付有關的納稅義務，具有股份淨額結算特徵的以股份支付交易的分類；以及對於以股份支付交易的條款及條件所作修改導致其分類由以現金結算變更為以權益結算時的會計處理。該等修訂本闡明，在計量權益結算以股份支付時就歸屬條件所用的入賬方法亦適用於現金結算以股份支付。該等修訂本引入一項例外情況，對於預扣若干金額以履行僱員的納稅義務的具有股份淨額結算特徵的以股份支付交易，在符合若干條件時，可整體獲分類為以權益結算的股份支付交易。另外，該等修訂本闡明，倘因修改現金結算以股份支付交易的條件及條款導致其成為權益結算以股份支付交易，則交易自修改日期起作為一項權益結算交易入賬。該等修訂對本集團財務狀況或表現並無任何影響，因為本集團並無任何現金結算以股份支付交易，亦無就繳納預扣稅具有淨額結算特徵的以股份支付交易。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (b) IFRS 9 *Financial Instruments* replaces IAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under IAS 39.

Classification and measurement

The following information sets out the impacts of adopting IFRS 9 on the statement of financial position, including the effect of replacing IAS 39's incurred credit loss calculations with IFRS 9's expected credit losses ("ECLs").

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (b) 國際財務報告準則第9號金融工具於2018年1月1日或之後開始的年度期間取代國際會計準則第39號金融工具：確認及計量，匯集金融工具會計處理的所有三個方面：分類及計量、減值及對沖會計處理。

本集團已於2018年1月1日針對適用權益期初結餘確認過渡調整。因此，並無重列比較資料且繼續根據國際會計準則第39號呈報。

分類及計量

以下資料載列採納國際財務報告準則第9號對財務狀況表的影響，包括國際財務報告準則第9號預期信貸虧損（「預期信貸虧損」）取代國際會計準則第39號已產生信貸虧損計算的影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(b) (continued)

Classification and measurement (continued)

A reconciliation between the change of carrying amounts under IAS 39 and the balances reported under IFRS 9, which had effect on financial accounts as at 1 January 2018 is as follows:

	Notes	IAS 39 measurement 國際會計準則 第39號計量		Re- classification	ECL 預期 信貸虧損	Other	IFRS 9 measurement 國際財務報告準則 第9號計量	
		Category	Amount				Amount	Category
	附註	類別	金額 RMB'000 人民幣千元	重新分類		其他	金額 RMB'000 人民幣千元	類別
Financial assets		金融資產						
Equity investments designated at fair value through other comprehensive income		指定為按公允價值計入其他全面收益的股本投資	N/A 不適用	359,300	-	-	359,300	FVOCI ¹ (equity) 按公允價值計入其他全面收益 ¹ (權益)
From:		自:						
Available-for-sale investments	∅	可供出售投資	AFS ² 可供出售 ²	(359,300)	-	-	-	

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(b) (續)

分類及計量 (續)

於2018年1月1日，國際會計準則第39號項下的賬面值變動與國際財務報告準則第9號項下所呈報的結餘（對財務賬目構成影響）之對賬如下：

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(b) (continued)

Classification and measurement (continued)

		IAS 39 measurement 國際會計準則 第39號計量					IFRS 9 measurement 國際財務報告準則 第9號計量		
	Notes 附註	Category 類別	Amount 金額 RMB'000 人民幣千元	Re- classification 重新分類	ECL 預期 信貸虧損	Other 其他	Amount 金額 RMB'000 人民幣千元	Category 類別	
Trade receivables	應收貿易賬款	(i)	L&R ² 貸款及 應收款項 ³	19,275	-	-	-	19,275	AC ⁴ 攤銷成本 ⁴
Financial assets included in prepayments, other receivables, and other assets	計入預付款項、其他應收款項及其他資產的金融資產		L&R 貸款及 應收款項	86,539	-	-	-	86,539	AC 攤銷成本
Long term prepayments	長期預付款		L&R 貸款及 應收款項	116,417	-	-	-	116,417	AC 攤銷成本
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產		FVPL ⁵ 按公允價值 計入損益 ⁵	71,504	-	-	-	71,504	FVPL 按公允價值 計入損益 (mandatory) (強制)
Amounts due from related companies	應收關聯公司款項		L&R 貸款及 應收款項	39,288	-	-	-	39,288	AC 攤銷成本
Restricted cash	受限制現金		L&R 貸款及 應收款項	289,151	-	-	-	289,151	AC 攤銷成本
Cash and cash equivalents	現金及現金等價物		L&R 貸款及 應收款項	323,312	-	-	-	323,312	AC 攤銷成本
Total assets	總資產			1,304,786				1,304,786	

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(b) (續)

分類及計量 (續)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(b) (continued)

Classification and measurement (continued)

1	FVOCI: Financial assets at fair value through other comprehensive income
2	AFS: Available-for-sale investments
3	L&R: Loans and receivables
4	AC: Financial assets or financial liabilities at amortised cost
5	FVPL: Financial assets at fair value through profit or loss

Notes:

- (i) The Group has elected the option to irrevocably designate certain of its previous available-for-sale equity investments as equity investments at fair value through other comprehensive income.
- (ii) The gross carrying amounts of the trade receivables and the contract assets under the column "IAS 39 measurement – Amount" represent the amounts after adjustments for the adoption of IFRS 15 but before the measurement of ECLs. Further details of the adjustments for the adoption of IFRS 15 are included in note 2.2(c) to the financial statements.

Impairment

The adoption of IFRS 9 has had no significant impact on the impairment of the financial assets of the Group.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(b) (續)

分類及計量 (續)

1	按公允價值計入其他全面收益: 按公允價值計入其他全面收益的金融資產
2	可供出售: 可供出售投資
3	貸款及應收款項: 貸款及應收款項
4	攤銷成本: 按攤銷成本計量的金融資產或金融負債
5	按公允價值計入損益: 按公允價值計入損益的金融資產

附註:

- (i) 本集團已選擇不可撤回地指定其若干先前可供出售股本投資為按公允價值計入其他全面收益的股本投資。
- (ii) 「國際會計準則第39號計量—金額」下列下應收貿易賬款及合約資產的總賬面值指就採納國際財務報告準則第15號調整後但於計量預期信貸虧損前的金額。就採納國際財務報告準則第15號調整的進一步詳情載於財務報表附註2.2(c)。

減值

採納國際財務報告準則第9號對本集團金融資產的減值並無重大影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (c) IFRS 15 and its amendments replace IAS 11 *Construction Contracts*, IAS 18 *Revenue* and related interpretation and it applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of IFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted IFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018.

The cumulative effect of the initial application of IFRS 15 was not material and no adjustment was made to the opening balance of retained profits as at 1 January 2018. The comparative information was not restated and continues to be reported under IAS 11, IAS 18 and related interpretation.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (c) 國際財務報告準則第15號及其修訂取代國際會計準則第11號 *建築合同*、國際會計準則第18號 *收入* 及相關詮釋，除有限例外情況外，適用於所有因客戶合約而產生的收入。國際財務報告準則第15號確立一個新五步模型，以入賬處理客戶合約收入。根據國際財務報告準則第15號，收入乃按反映實體預期以向客戶轉讓貨品或服務所換取的代價金額確認。國際財務報告準則第15號的原則提供結構更完善的收入計量及確認方法。該準則亦引入廣泛定質及定量披露規定，包括分拆總收入、有關履行責任的資料、各期間合約資產及負債賬戶結餘的變動以及主要判斷及估計。有關披露載於財務報表附註3及5。由於應用國際財務報告準則第15號，本集團已更改財務報表附註2.4有關收入確認的會計政策。

本集團已按經修改追溯採納法採納國際財務報告準則第15號。根據該方法，準則可用於首次應用日期所有合約或僅可用於該日尚未完成的合約。本集團已選擇將該準則用於2018年1月1日尚未完成的合約。

首次應用國際財務報告準則第15號的累計影響並不重大及並無對2018年1月1日的保留溢利期初結餘作出調整。並無重列比較資料且繼續根據國際會計準則第11號、國際會計準則第18號及相關詮釋呈報。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(c) (continued)

The detailed changes upon adoption of IFRS 15 are described below:

Accounting for revenue from sale of properties

Prior to the adoption of IFRS 15, the Group accounted for revenue from the sale of properties when significant risks and rewards of ownership have been transferred to the customers on delivery in their entirety at a single time upon vacant possession.

Under IFRS 15, for properties that have no alternative use to the Group due to contractual reasons and when the Group has an enforceable right to payment from customers for performance completed to date, the Group recognises revenue as the performance obligation is satisfied over time in accordance with the input method for measuring progress. The excess of cumulative revenue recognised in profit or loss over the cumulative billings to purchasers of properties is recognised as contract assets. The excess of cumulative billings to purchasers of properties over the cumulative revenue recognised in profit or loss is recognised as contract liabilities.

After the assessment, the Group has considered that it has an enforceable right to payment from the purchasers for performance completed to date for few properties only. Majority of revenue from sale of properties will continue to be recognised at a point in time, when the purchasers obtain control of the properties, ie. when the purchasers obtain the physical possession or the legal title of the completed properties and the Group has present right to payment from the purchasers. The adoption of IFRS 15 has had no significant impact on the timing of revenue recognition.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(c) (續)

採納國際財務報告準則第15號後的詳盡變動載述如下：

物業銷售收入的會計處理

採納國際財務報告準則第15號前，本集團於所有權的重大風險及回報於交付時一次性全部轉移予客戶時將物業銷售收入入賬。

根據國際財務報告準則第15號，就本集團因合約原因不可作其他用途的物業，且倘本集團有強制執行權就累計至今已完成的履約部分向客戶收取付款，則本集團將按計量進度的輸入法隨達成履約責任的時間而確認收入。於損益中確認的累計收入超出向物業買方累計收取的款項的差額確認為合約資產。向物業買方累計收取的款項超過於損益中確認的累計收入的差額確認為合約負債。

於評估後，本集團認為其有強制執行權就少數物業至今已完成的履約義務向買方收取款項。銷售物業的大部分收入將繼續於買方獲得物業控制權（即買方獲得實物所有權或已完工物業的法定所有權且本集團現時有權向買方收取付款）的某一時點確認。採納國際財務報告準則第15號不會對收入確認的時間造成重大影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(c) (continued)

Accounting for significant financing component for sales of properties

Prior to the adoption of IFRS 15, the Group presented sales proceeds received from customers in connection with the Group's pre-sales of properties as receipts in advance from customers in the consolidated statement of financial position. No interest was accrued on the long-term advances received under the previous accounting policy.

Upon adoption of IFRS 15, the Group recognised contract liabilities for the interest on the sales proceeds received from customers with a significant financing component. The Group elected to apply the practical expedient and did not recognise the effects of a significant financing component with a customer if the time period is one year or less. In addition, reclassifications have been made from advance from customers to contract liabilities for the outstanding balance of sales proceeds from customers. The adoption of IFRS 15 has had no significant impact on the opening retained profits as at 1 January 2018. Receipts in advance of RMB1,088,863,000 that were previously classified under advance from customers has been reclassified to contract liabilities as at 1 January 2018.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(c) (續)

物業銷售的重大融資部分之會計處理

採納國際財務報告準則第15號前，本集團將就本集團預售物業向客戶收取的銷售所得款項於綜合財務狀況表呈列為客戶預付款。根據先前會計政策，已收的長期預付款並無累計利息。

於採納國際財務報告準則第15號後，本集團將向客戶收取的具有重大融資組成部分的銷售所得款項的權益確認合約負債。本集團選擇應用實際權宜作法而不確認期限不超過一年的重大客戶融資組成部分的影響。此外，就尚未償還的客戶銷售所得款項結餘而言，已自客戶預付款重新分類至合約負債。採納國際財務報告準則第15號不會對2018年1月1日的期初保留溢利造成重大影響。先前分類為客戶預付款下之預收款項人民幣1,088,863,000元已於2018年1月1日重新分類至合約負債。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

(c) (continued)

Accounting for sales commissions

Prior to the adoption of IFRS 15, the Group expensed off the sales commission associated with obtaining agreement for sale and purchase with property buyers. Upon adoption of IFRS 15, sales commissions incurred directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in other assets. Capitalised sales commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and marketing expenses at that time. The Group elected to apply the practical expedient and did not recognise the effects of the sales commission if the time or period is one year or less. The adoption of IFRS 15 has had no significant impact on the opening retained profits as at 1 January 2018. Sales commissions of RMB39,047,000 as a type of an incremental cost were capitalised for the twelve months to 31 December 2018.

- (d) Amendments to IAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

(c) (續)

銷售佣金的會計處理

於採納國際財務報告準則第15號前，本集團將有關與物業買家達成買賣協議的銷售佣金列為開支。於採納國際財務報告準則第15號後，為獲得合約直接產生的銷售佣金如果可收回，則資本化及入賬為其他資產。資本化銷售佣金於確認有關物業銷售的收入時於損益內扣除並計入有關時間的銷售及營銷開支。本集團選擇應用實際權宜作法而不確認期限不超過一年的銷售佣金的影響。採納國際財務報告準則第15號未對2018年1月1日的期初保留溢利造成重大影響。截至2018年12月31日止十二個月，作為一類額外開支之銷售佣金人民幣39,047,000元已資本化。

- (d) 國際財務報告準則第40號修訂本澄清實體應將物業（包括在建或發展中物業）轉入或轉出投資物業的時間。該等修訂指明，物業用途只於該物業符合或不再符合投資物業之定義且有證據證明用途發生變動時才會發生變動。僅憑管理層對物業用途之意向改變不足以證明其用途有所變動。該等修訂並無對本集團的財務狀況或表現造成任何影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (continued)

- (e) IFRIC 22 provides guidance on how to determine the date of the transaction when applying IAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2. 編製基準及會計政策 (續)

2.2 會計政策變動及披露 (續)

- (e) 國際財務報告詮釋委員會第22號為實體以外幣收取或支付預付代價及確認非貨幣性資產或負債的情況下，在應用國際會計準則第21號時，應如何釐定交易日期提供指引。該詮釋釐清，就釐定於首次確認有關資產、開支或收入（或其中部分）所用的匯率時，交易日期為實體首次確認因支付或收取預付代價而產生的非貨幣性資產（如預付款項）或非貨幣性負債（如遞延收入）之日。倘確認有關項目前存在多筆預付款或預收款，實體須就每筆預付代價款或收取預付代價款釐定交易日期。該詮釋並無對本集團的財務報表造成任何影響，原因為本集團為釐定非貨幣資產或非貨幣負債首次確認而應用的匯率的會計政策與該詮釋所提供的指引一致。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i> ²
IFRS 16	<i>Leases</i> ¹
IFRS 17	<i>Insurance Contracts</i> ³
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i> ¹
Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sales or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i> ¹
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ¹
<i>Annual Improvements 2015-2017 Cycle</i>	<i>Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23</i> ¹
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> ²

- ¹ Effective for annual periods beginning on or after 1 January 2019
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於該等財務報表中應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號 修訂本	業務定義 ²
國際財務報告準則第16號	租賃 ¹
國際財務報告準則第17號	保險合同 ³
國際財務報告詮釋委員會 第23號	所得稅處理之不確定性 ¹
國際財務報告準則第9號 修訂本	具有負補償之提前還款 特性 ¹
國際財務報告準則第10號及 國際會計準則第28號修訂本	投資者與其聯營公司或 合營公司之間出售或 注入資產 ⁴
國際會計準則第19號修訂本	修訂、縮減或結算計劃 ¹
國際會計準則第28號修訂	於聯營公司及合營企業的 長期權益 ¹
2015-2017年週期之年度改進	國際財務報告準則第3號、 國際財務報告準則 第11號、國際會計準則 第12號及國際會計準則 第23號之修訂 ¹
國際會計準則第1號及 國際會計準則第8號修訂本	重大定義 ²

- ¹ 於2019年1月1日或之後開始的年度期間生效
- ² 於2020年1月1日或之後開始的年度期間生效
- ³ 於2021年1月1日或之後開始的年度期間生效
- ⁴ 並無釐定強制生效日期惟可供採納

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, the Group considers that these new and revised IFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

Further information about those IFRSs that are expected to be applicable to the Group is as follows:

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

本集團正在評估首次使用此等新訂及經修訂國際財務報告準則產生的影響。迄今，本集團認為此等新訂及經修訂國際財務報告準則不太可能對本集團的經營業績及財務狀況產生重大影響。

預期適用於本集團的該等國際財務報告準則的其他資料如下：

國際財務報告準則第3號修訂本闡明並提供有關業務的定義之其他指引。該修訂本闡明，一整套活動及資產要被視為一項業務，其必須至少包括共同對創造產出能力作出重大貢獻的投入及實質性進程。一項業務可於不包括為創造產出所需的所有投入及進程時存在。該修訂本移除對市場參與者是否有能力收購業務並持續產出的評估。相反，其關注所獲得的投入及所獲得的實質性進程是否共同對創造產出的能力作出重大貢獻。該修訂本亦縮小產出的定義，注重向客戶提供的貨品或服務、投資收入或一般活動的其他收入。此外，該修訂本為評估所獲得進程是否具實質性提供指引，並引入一個可選的集中性公允價值測試，以簡化評估一系列已獲得的活動及資產是否並非一項業務。本集團預期自2020年1月1日起前瞻性地採納該修訂本。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號修訂本針對國際財務報告準則第10號及國際會計準則第28號之間有關投資者與其聯營或合營公司之間的資產出售或注資兩者規定的不一致性作出處理。該等修訂規定，當投資者與其聯營或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營或合營公司的權益為限。該等修訂將獲前瞻性地應用。國際財務報告準則第10號及國際會計準則第28號修訂本的原強制生效日期於2015年12月已由國際會計準則委員會剔除，而新強制性生效日期將於完成對聯營公司及合營公司之更多會計審閱後釐定。然而，該等修訂現時可供採納。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC 15 *Operating Leases – Incentives* and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第16號取代國際會計準則第17號租賃、國際財務報告詮釋委員會第4號釐定安排是否包括租賃、準則詮釋委員會第15號經營租賃－優惠及準則詮釋委員會第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選擇的租賃確認豁免－低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債（即租賃負債）及代表可使用相關資產的權利的資產（即有使用權資產）。有使用權資產其後按成本減累計折舊及任何減值虧損計量，除非有使用權資產符合國際會計準則第40號投資物業之定義，或與應用重估模式的物業、廠房及設備類別有關。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人的會計處理方式。出租人將繼續使用與國際會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt IFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in IFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying IAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of IFRS 16. The Group has estimated that right-of-use assets of RMB273,178,000 and lease liabilities of RMB273,178,000 will be recognised at 1 January 2019.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第16號要求承租人及出租人較根據國際會計準則第17號作出更多披露。出租人可選擇以全面追溯或修改追溯方式應用該準則。本集團將自2019年1月1日起採納國際財務報告準則第16號。本集團計劃採納國際財務報告準則第16號之過渡規定，將首次採納的累計影響確認為對於2019年1月1日保留盈利之期初結餘的調整並將不會重列比較資料。此外，本集團計劃對以往應用國際會計準則第17號時判別為租賃的合約應用新規定並於首次應用日期按剩餘租賃付款採用本集團的增量借款利率折現的現值計量租賃負債。有使用權資產將按租賃負債的金額計量，並就緊隨首次採納日期前於財務狀況表內確認的有關租賃之任何預付款或應計租賃付款作出調整。本集團計劃對截至首次採納日期之租期於12個月內結束的租賃合約應用該準則允許的豁免。於2018年，本集團已對採納國際財務報告準則第16號的影響作出詳盡評估。本集團估計，有使用權資產人民幣273,178,000元及租賃負債人民幣273,178,000元將於2019年1月1日確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際會計準則第1號及國際會計準則第8號修訂本提供新的重大性定義。新定義載列，若有關資料遭遺漏、錯誤陳述或隱瞞，而可合理地預期將會影響通用財務報表的主要使用者以該等財務報表為基礎作出的決定，則該資料屬重大。該修訂本闡明重大性將取決於資料的性質或程度。若可合理地預期資料遭錯誤陳述將會影響主要使用者作出的決定，則資料遭錯誤陳述屬重大。本集團預期自2020年1月1日起前瞻性地採納該修訂本。該修訂本預期不會對本集團之財務報表產生任何重大影響。

國際會計準則第28號修訂本釐清國際財務報告準則第9號之豁免範圍僅包括就此應用權益法於聯營公司或合營公司之權益，而不包括實質上構成於該聯營公司或合營公司之淨投資一部分之長期權益（並無就此應用權益法）。因此，實體應用國際財務報告準則第9號而非國際會計準則第28號（包括國際財務報告準則第9號下之減值規定）將該等長期權益入賬。僅就確認聯營公司或合營公司之虧損及於聯營公司或合營公司之淨投資減值而言，國際會計準則第28號繼而應用於淨投資（包括長期權益）。本集團預期於2019年1月1日採納該修訂本，並將使用修訂本中的過渡規定基於2019年1月1日存在的事實及情況評估該等長期權益的業務模式。本集團亦擬於採納該修訂本時申請豁免重列過往期間的比較資料。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告詮釋委員會第23號闡述當處理稅務涉及影響應用國際會計準則第12號之不確定性(俗稱「不確定稅務狀況」)時之(即期及遞延)所得稅之會計處理。該詮釋不適用於國際會計準則第12號範圍以外之稅項或徵費,亦不具體包括與不確定稅務處理相關之利息及罰款之規定。該詮釋具體針對(i)實體是否分開考慮不確定稅務處理;(ii)主體對稅務機關審查稅務處理所作假設;(iii)實體如何釐定應課稅利潤或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率;及(iv)實體如何考慮事實及情況之變化。該詮釋應以全面回溯並不使用後見之明或連同應用之累積影響(作為初次應用之日期之期初股本之調整項目)回溯地應用,並無須重述比較資料。本集團預期將於2019年1月1日起前瞻性地採納該詮釋。該詮釋預期不會對本集團之財務報表產生任何重大影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies

Investments in associates and joint ventures

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint ventures is included as part of the Group's investments in joint ventures.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要

於聯營公司及合營公司的投資

聯營公司為本集團持有其一般不少於20%投票權的長期股本權益，並可對其施以重大影響的實體。重大影響乃指可參與投資對象的財務及營運政策決策之權力，惟對該等政策並無控制權或共同控制權。

合營公司指一種合營安排，據此，對安排擁有共同控制權之訂約方對合營公司之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於聯營公司及合營公司的投資乃根據權益會計法按本集團所佔資產淨值減任何減值虧損於綜合財務狀況表列賬。倘若會計政策存在任何不一致，將會作出相應調整。

綜合損益表及綜合其他全面收益表分別包括本集團應佔聯營公司及合營公司收購後的業績及其他全面收益。此外，倘一項變動直接於合營公司權益中確認，本集團將於綜合權益變動表內確認任何應佔變動（倘適用）。因本集團與其合營公司的交易而產生的未變現溢利及虧損乃以本集團於合營公司的投資為限而對銷，除非未變現的虧損提供所轉讓資產的減值證據。自收購合營公司產生的商譽屬於本集團於合營公司投資的一部份。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

於聯營公司及合營公司的投資 (續)

若於聯營公司的投資變成於合營公司的投資 (反之亦然)，保留溢利將不會重新計量。取而代之，投資繼續根據權益法入賬。於所有其他情況下，於失去對聯營公司的重大影響或對合營公司的重大影響後，本集團按公允價值計量及確認任何保留投資。於失去重大影響或共同控制後聯營公司或合營公司賬面值與保留投資公允價值之間的任何差額及出售所得款項於損益確認。

若於合營公司的投資分類為持有作出售，則會根據國際財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

業務合併及商譽

業務合併乃採用收購法處理。業務合併中轉讓的代價乃按收購日之公允價值計量，該公允價值乃按本集團所轉讓的資產、本集團向被收購方的前任所有人承擔的負債及本集團發行以交換被收購方之控制權之股本權益於收購日的公允價值之和。就每次業務合併而言，本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有人權益的非控股權益並賦予擁有人權利於清盤時按比例分佔實體淨資產的非控股權益。非控制股權益之一切其他成分乃按公允價值計量。與收購相關的成本於產生時列為開支。

當本集團收購一項業務時，根據合約條款、經濟環境及於收購日的相關條件為適當分類及名稱評估所承擔的金融資產及負債。此項評估包括被收購方將主合約內的嵌入式衍生工具分開。

倘企業合併分階段進行，先前持有的股權按收購日期的公允價值重新計量，而任何因此產生的收益或虧損於損益中確認。

由收購方將予轉讓的任何或然代價將於收購日期按公允價值確認。或然代價如被分類為資產或負債，則按公允價值計量，有關公允價值變動確認於損益。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

商譽初步按成本計量，成本乃所轉讓的代價、就非控股權益確認的金額及本集團以往於被收購方持有的股本權益的任何公允價值的總和超過所收購的可識別淨資產及所承擔的負債的差額。如代價及其他項目之和低於所收購資產淨值的公允價值，在重新評估後，差額作為討價還價採購之收益於損益中確認。

在初步確認後，商譽按成本減任何累計減值虧損計量。商譽至少每年進行減值測試一次或應任何事項的發生或環境的變化顯示賬面值可能發生減值時更頻繁地進行減值測試。本集團於12月31日進行商譽之年度減值測試。就減值測試而言，於業務合併中所收購的商譽自收購日起分配至本集團各現金產出單元或現金產出單元組，該現金產出單元或單元組預期將從合併協同效益中獲益，而無視是否有其他本集團資產或負債被分配至該等現金產出單元或單元組。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties, derivative financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

是否發生減值是通過評估商譽相關現金產出單元(組)的可收回金額決定,倘現金產出單元(組)之可收回金額低於該單元(組)之賬面值,則確認減值虧損。商譽減值虧損不會在後續的期間被轉回。

倘商譽分配至現金產出單元(或現金產出單元組),而該單位業務的一部份被出售,則在計算出售收益或虧損時,與被出售業務相關的商譽將計入該業務的賬面值。如此出售的商譽基於被出售業務與現金產出單元餘留業務的相對值計量。

公允價值計量

本集團於各報告期末按公允價值計量其投資物業、衍生金融工具和股本投資。公允價值為於計量日期市場參與者在有序交易中出售資產可收取或轉讓負債須支付之價格。公允價值計量乃基於假設於資產或負債的主要市場,或倘無主要市場,則於資產或負債最有利的市場進行出售資產或轉讓負債的交易而釐定。主要或最有利市場須由本集團評估。一項資產或負債的公允價值於計量時乃採用市場參與者於對資產或負債定價時採用的假設,並假設市場參與者以其最佳經濟利益行事。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

公允價值計量 (續)

非金融資產的公允價值計量乃考慮市場參與者通過將資產用途最佳及最大化或將其出售予另外能將資產用途最佳及最大化的參與者而產生經濟利益的能力。

本集團使用當時適當的估值技術及有充足的數據可供計量公允價值，最大化使用相關可觀察輸入數據及減少使用不可觀察輸入數據。

於財務報表用於計量或披露公允價值的所有資產及負債於公允價值架構內分類，如下所述，乃基於對公允價值計量整體而言相當重大的最低等級輸入而釐定：

- 第一級 – 基於相同資產或負債於活躍市場的報價（未經調整）
- 第二級 – 基於最低等級輸入可直接或間接觀察且對公允價值計量有重大影響的估值技術
- 第三級 – 基於最低等級輸入不可觀察且對價值計量有重大影響的估值技術

就按經常發生基準於財務報表確認的資產及負債而言，本集團於各報告期末通過重新評估類別（根據對公允價值計量整體而言屬重大的最低級別數據）釐定各層級之間是否發生轉移。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, completed properties held for sale, properties under development, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值

如果一項資產(除了存貨、遞延稅項資產、金融資產、持作銷售已落成物業、開發中物業、投資物業及非流動資產/分類為持作銷售的出售組別)存在減值跡象,或需要進行年度減值測試,則需估計該資產的可收回金額。資產可收回金額按該資產或現金產出單元的使用價值和公允價值減出售費用兩者中的較大者計算,並按單個資產單獨確認,除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入,這種情況下,可確認該資產所屬的現金產出單元的可收回金額。

只有資產賬面金額超過其可收回金額時,才確認減值虧損。評估使用價值時,採用反映當前市場對資金時間價值和資產的特定風險的估價的稅前折現率,將估計未來現金流量折成現值。減值虧損計入其產生之期間之損益表內,除非該資產按重估金額入賬則另作別論,在此情況下,減值虧損則根據該重估資產之相關會計政策入賬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值 (續)

於每一報告期末評估是否有跡象表明以前確認的減值虧損可能已不存在或可能降低。如果存在上述跡象，則對可收回金額進行估計。對於一項除商譽以外的資產來說，只有在用於釐定該資產可收回金額的估計發生變動時，以前確認的減值虧損才能轉回，但是由於該等資產的減值虧損的轉回而增加的資產賬面金額，不應高於資產以前年度沒有確認減值虧損時的賬面金額（減去任何折舊／攤銷）。這種減值虧損的轉回計入其發生當期的損益表，若資產按經重估金額列值，則減值虧損的轉回按照該經重估資產的有關會計政策入賬。

關聯方

在下列情況下，以下各方被視為與本集團有關連：

- (a) 如有以下情況的個人及其近親
 - (i) 能夠控制或共同控制本集團；
 - (ii) 能夠對本集團行使重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

關聯方 (續)

- (b) 如有以下情況的實體：
- (i) 該實體與本集團為同一集團內成員；
 - (ii) 一家實體為另一家實體（或該實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 一家實體為第三方的合營公司，而另一家實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
 - (vi) 該實體由(a)節界定的人士控制或共同控制；
 - (vii) (a)(i)節界定的個人對該實體能夠實施重大影響，或該人士為該實體或該實體的母公司的主要管理人員；及
 - (viii) 實體或其所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation

Property and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property and equipment.

Expenditure incurred after items of property and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊

物業及設備(在建工程除外)乃按成本值減累計折舊及任何減值虧損入賬。物業及設備的成本包括其購買價及任何使資產達至營運狀況及地點以作計劃用途的直接相關成本。成本亦可能包括轉撥自股本的物業及設備外幣購置項目的合資格現金流量對沖所產生任何收益或虧損。

物業及設備項目投產後產生的支出，如維修及保養費用等，一般計入產生期間的損益表。倘達到確認標準，則重大檢查的開支會於資產賬面值中資本化作為替換。倘須定期更換物業及設備的重要組成部分，則本集團將該等部分確認為擁有特定可使用年限的單獨資產，並作出相應折舊。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation (continued)

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The estimated residual values and useful lives for this purpose are as follows:

	Useful lives	Residual values
Buildings	20 years	5% to 10%
Hotel properties	40 years	5% to 10%
Office equipment	5 years	5%
Motor vehicles	5 years	5%
Leasehold improvements	Shorter of the lease terms and 5 years	–

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊 (續)

估值乃足頻密地進行以確保重估資產之公允價值與其賬面值不會有重大差異。物業及設備之價值變動作物業重估儲備變動處理。如按個別資產基準，此儲備之總數不足以彌補虧絀，則超逾虧絀之數在損益表扣除。其後任何重估盈餘計入損益表，惟以過往扣除之虧絀為限。基於資產經重估賬面值之折舊與基於該項資產原來成本之折舊之差額部份，每年會由資產重估儲備轉撥至保留溢利。出售一項重估資產時，於以往估值變現之資產重估儲備之有關部份乃轉入保留溢利，作為儲備之變動處理。

物業及設備採用直線法在計算折舊的估計使用年限內削減其成本至其殘值。為此而採用之估計殘值及可使用年期如下：

	可使用年限	殘值
樓宇	20年	5%至10%
酒店物業	40年	5%至10%
辦公室設備	5年	5%
汽車	5年	5%
租賃物業裝修	按租期及5年之較短者	–

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Property and equipment and depreciation (continued)

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業及設備及折舊 (續)

倘物業及設備項目之各部分有不同可使用年期，則有關項目之成本將按各部分之合理基礎分配，而每部分將作個別折舊。殘值、可使用年期及折舊法至少須於各財政年度年結日予以檢討，並作調整（如適用）。

物業及設備項目（包括初始確認的任何重大部分）於出售或預期不會從其使用或出售獲取未來經濟利益時終止確認。於終止確認資產之年度在損益表確認之任何出售或報廢損益，為有關資產出售所得款項淨額與賬面金額之差額。

在建工程指在建樓宇，按成本減任何減值虧損呈列且不計提折舊。成本包括建築期內的直接建設成本及相關借入資金之已資本化借款成本。在建工程竣工且可供使用時，將重新分類至物業及設備的恰當類別。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Investment properties comprise completed investment properties and investment properties under construction. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

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

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資物業

投資物業為持作賺取租金收入及／或資本增值（而非用於生產或供應貨品或服務或行政目的），或在日常業務過程中出售之土地及樓宇（包括在其他方面符合投資物業定義之物業之經營租約下之租賃權益）之權益。投資物業包括已落成投資物業及在建投資物業。該等物業最初以包括交易成本的成本計量。於初始確認後，投資物業按反映報告期末市況的公允價值列賬。

投資物業公允價值之變動所產生之盈利或虧損，計入所產生年度之損益表。

報廢或出售投資物業之任何收益或虧損均於報廢或出售年度之損益表中予以確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investment properties (continued)

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

The Group determines whether completed properties held for sale and properties under development would be transferred to investment properties when, only when, there is a change in use, evidenced by the following criteria: (a) the Group has prepared a business plan that reflects the future rental income generated by the property and this is supported with evidence that there is demand for rental space; (b) the Group can demonstrate that it has the resources, including the necessary financing or capital, to hold and manage an investment property; (c) the change in use is legally permissible; (d) if the property must be further developed for the change in use, the development has commenced and (e) change in use is approved by the board.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資物業 (續)

就投資物業轉撥至自用物業或待售投資物業而言，物業其後作會計處理的推定成本為其於用途變更當日的公允價值。若本集團佔用作自用物業的物業轉撥為投資物業，本集團直至用途變更當日會根據「物業及設備以及折舊」所述的政策將該物業入賬，且該物業的賬面金額與公允價值於該日的任何差額根據上述「物業及設備以及折舊」所述的政策入賬列作重估。就開發中物業及持作銷售已落成物業轉撥至投資物業而言，物業於轉撥當日的公允價值與其先前賬面值之間的任何差額於損益確認。

本集團釐定持作銷售已落成物業及開發中物業是否轉撥至投資物業，當且僅當用途出現變更且由如下標準加以佐證時：(a)本集團已擬訂反映物業日後租金收入的業務計劃，並有租賃需求證據作支持；(b)本集團能證明其有資源（包括必要融資或資本）持有及管理投資物業；(c)法律允許變更改用途；(d)如須進一步發展物業以改變物業用途，則已開始相關發展及(e)董事會批准變更改用途。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Properties under development

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

Properties under development which are intended to be held for sale and expected to be completed within 12 months from the end of the reporting period are classified as current assets.

Properties under development which are intended to be held for sale and expected to be completed beyond 12 months from the end of the reporting period are classified as non-current assets.

Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the selling price, less estimated costs to be incurred in selling the properties based on prevailing market conditions.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

開發中物業

開發中物業乃按成本及可變現淨值兩者的較低者列賬，包括土地成本、建築成本、借入成本、專業費用及該物業於開發期間直接應佔的其他成本。

計劃持作銷售並預期由報告期末起計會在12個月內完成的開發中物業列為流動資產。

計劃持作銷售並預期由報告期末起計會在12個月以後完成的開發中物業列為非流動資產。

持作銷售已竣工物業

持作銷售已竣工物業按成本及可變現淨值兩者的較低者列賬。成本按待售物業應佔土地及樓宇總成本的比例釐定。可變現淨值已基於現行市況，考慮銷售價格，並減去估計銷售物業所產生的成本。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property and equipment.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

經營租賃

將資產擁有權的所有報酬及風險實質歸出租人所有的租賃，均列作經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，而根據經營租賃的應收租金則在總租期內以直線法計入損益表。倘本集團為承租人，則經營租賃的應付租金（扣除任何從出租人所得之已收獎勵）在總租期內以直線法計入損益表。

經營租賃項下的預付土地租金款項最初按成本列報，並於其後以直線法在租約年期內確認。

倘租賃付款無法可靠地在土地及樓宇之間進行分配，所有租賃付款會作為物業及設備之融資租賃列作該土地及樓宇之成本。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策)

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公允價值計入其他全面收益及按公允價值計入損益。

金融資產於初始確認時的分類視乎金融資產合約現金流量的特徵及本集團管理該等資產的業務模式。除並無重大融資成分或本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款外，本集團初始按金融資產的公允價值加（倘並非按公允價值計入損益的金融資產）交易成本計量金融資產。如下文「收入確認（自2018年1月1日起適用）」所載政策，並無重大融資成分或本集團就此應用實際權宜方法的應收貿易賬款根據國際財務報告準則第15號按交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益分類及計量，其需產生僅為支付本金及未償還本金利息（「SPPI」）的現金流量。

本集團管理金融資產的業務模式指為產生現金流量管理金融資產的方式。業務模式釐定現金流量會否來自收取合約現金流量、出售金融資產或以上兩者。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Initial recognition and measurement (continued)

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 marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

初始確認及計量 (續)

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或者出售該項資產的日期。所謂常規買賣乃指需按法規規定或市場慣例在一定期間內交付資產的金融資產買賣。

其後計量

其後計量的金融資產視其以下分類而定：

按攤銷成本列賬的金融資產 (債務工具)

倘以下兩項條件均獲達成，則本集團會按攤銷成本計量金融資產：

- 金融資產於目的為持有金融資產以收取合約現金流量的業務模式持有。
- 金融資產的合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

按攤銷成本列賬的金融資產隨後使用實際利率法計量，並可予減值。收益及虧損於資產終止確認、修改或減值時於收益表中確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

按公允價值計入其他全面收益之金融資產 (債務工具)

倘以下兩項條件均獲達成，則本集團會按公允價值計入其他全面收益計量債務工具：

- 金融資產乃於以持有作收取合約現金流量及出售為目標的業務模式內持有。
- 金融資產合約條款訂明於指定日期的現金流量僅可用作償還本金及未償還本金利息。

就按公允價值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或回撥乃於收益表確認，計算方式與計算按攤銷成本計量的金融資產者相同。餘下公允價值變動於其他全面收益確認。於終止確認後，於其他全面收益確認的累計公允價值變動回流至損益表。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

指定為按公允價值計入其他全面收益之金融資產 (股本投資)

於初始確認後，倘股本投資符合國際會計準則第32號金融工具：呈列項下的股權定義，且並非持作買賣，本集團可選擇不可撤回地將該股本投資分類為指定為按公允價值計入其他全面收益之股本投資。分類乃按個別工具基準而釐定。

該等金融資產的收益及虧損永不回流損益表。倘已確立股息付款權，而股息相關經濟利益很可能流向本集團，且股息金額能可靠計量，則股息於損益表確認為其他收入，惟倘本集團受惠於該等所得款項作為收回部分金融資產成本，則作別論，在此情況下，有關收益會入賬為其他全面收益。指定為按公允價值計入其他全面收益的股本投資無須進行減值評估。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

按公允價值計入損益的金融資產

按公允價值計入損益的金融資產包括持作買賣金融資產、於初始確認後指定為按公允價值計入損益的金融資產，或需要強制公允價值計量的金融資產。倘金融資產乃為於近期進行出售或購回而收購，則金融資產會分類為持作買賣。衍生工具（包括獨立嵌入式衍生工具）亦分類為持作買賣，除非衍生工具指定為實際對沖工具，則作別論。現金流量並非僅可用作償還本金及未償還本金利息的金融資產分類為按公允價值計入損益計量，而不論業務模式。儘管如上文所述債務工具可分類為按攤銷成本或按公允價值計入其他全面收益，倘能夠消除或顯著減少會計錯配，則債務工具或會於初步確認時指定為按公允價值計入損益。

按公允價值計入損益的金融資產乃於財務狀況表按公允價值列賬，而公允價值變動淨額則於損益表確認。

該分類包括本集團並無不可撤銷地選擇分類為按公允價值計入其他全面收益的衍生工具以及股本投資。股本投資之股息分類為按公允價值計入損益之金融資產，並於付款權確認時亦於損益表確認為其他收入，其可能涉及經濟利益可能流入本集團，且股息金額能可靠計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

按公允價值計入損益的金融資產 (續)

當嵌入混合合約 (包含金融負債或非金融主體) 的衍生工具具備與主體不緊密相關的經濟特徵及風險; 具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義; 且混合合約並非按公允價值計入損益計量, 則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公允價值計量, 且公允價值的變動於損益表中確認。僅當合約條款出現變動, 以致大幅改變其他情況下所須現金流量時或當原分類至按公允價值計入損益的金融資產獲重新分類時, 方進行重新評估。

嵌入混合合約 (包含金融資產主體) 的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公允價值計入損益的金融資產。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets 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 as defined by IAS 39.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於2018年1月1日前適用之國際會計準則第39號項下之政策)

初始確認與計量

金融資產於初始確認時分類為按公允價值計入損益的金融資產、貸款及應收款項和可供出售金融資產，或分類為指定於實際對沖中作對沖工具的衍生工具 (如適用)。金融資產於初始確認時都以公允價值加上收購金融資產產生的交易成本計量，惟按公允價值計入損益記錄的金融資產除外。

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或者出售該項資產的日期。所謂常規買賣乃指需按法規規定或市場慣例在一定期間內交付資產的金融資產買賣。

其後計量

其後計量的金融資產視其以下分類而定：

按公允價值計入損益的金融資產

按公允價值計入損益的金融資產包括持作交易的金融資產及於初始確認後指定為按公允價值計入損益的金融資產。倘購買金融資產的目的為於近期出售，則金融資產應分類為持作交易用途。除非被指定為對沖國際會計準則第39號所界定關係的對沖工具，否則衍生工具 (包括嵌入衍生工具) 亦分類為持作交易用途。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition (applicable before 1 January 2018)” below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

按公允價值計入損益的金融資產 (續)

按公允價值計入損益的金融資產於財務狀況表中按公允價值列賬，而公允價值正變動淨額則於損益表中呈列為其他收入及收益，公允價值負變動淨額則呈列為融資成本。該等公允價值變動淨額不包括該等金融資產根據下文「收入確認」（於2018年1月1日前適用）所載政策確認賺取之任何股息或利息。

僅在滿足國際會計準則第39號之標準時，於初始確認日將金融資產指定為按公允價值計入損益的金融資產。

嵌入主合約之衍生工具入賬列作獨立衍生工具，倘其經濟特徵及風險與主合約的經濟特徵及風險並無密切聯繫且主合約並非持作買賣或指定為按公允價值計入損益，則按公允價值入賬。該等嵌入式衍生工具按公允價值計量，公允價值的變動於損益表中確認。僅在合約條款變動大幅改變現金流量或在金融資產按公允價值重新分類至損益類別時方會按要求重新評估。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

貸款及應收款項

貸款及應收款項指具有固定或可確定回收金額的但缺乏活躍市場的非衍生金融資產。初始計量後，該等資產的價值其後以實際利率法計算的攤銷成本減去任何減值準備確定。計量攤銷成本時考慮收購時產生的任何折價或溢價，包括構成實際利率不可或缺部分的費用或成本。實際利率攤銷計入損益表中的其他收入及收益內。減值虧損在損益表的貸款融資成本及其他應收款項開支中確認。

可供出售金融投資

可供出售金融投資為上市及非上市股本投資及債務證券中的非衍生金融資產。分類為持作銷售的股本投資指既不是分類為持作交易亦非指定按公允價值計入損益的股本投資。此類別中的債務證券指擬持作不確定期限且可因應流動性需要或市況變動出售的資產。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Available-for-sale financial investments (continued)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

可供出售金融投資 (續)

初始確認後，可供出售金融投資其後按公允價值計量，而未變現收益或損失於可供出售投資重估儲備內確認為其他全面收益，直到該投資終止確認（此時累計收益或虧損於損益表的其他收益內確認），或直到該投資被認定發生減值（此時累計收益或虧損從可供出售投資重估儲備重新分類至損益表的其他收益或虧損內）。根據下文「收入確認（於2018年1月1日前適用）」所載的政策，當持有可供出售金融投資所賺取的利息及股息作為其他收入於損益表確認，並分別列示為利息收入及股息收入。

倘非上市股本投資的公允價值由於(a)合理的公允價值估計數範圍的變動對於該投資影響重大或(b)符合該範圍的多種估計數不能合理評估並用於估計公允價值，而導致公允價值不能可靠計量，則此類投資按成本減去任何減值虧損入賬。

本集團評估在短期內將可供出售金融資產出售之能力及意圖是否仍然適用。當（於罕見情況下）交易市場不活躍致使本集團無法買賣該等金融資產時，倘管理層有能力及有意持有金融資產至可預見將來或直至到期，本集團或會選擇對該等金融資產進行重新分類。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Available-for-sale financial investments (continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets (policies under IFRS 9 applicable from 1 January 2018 and policies under IAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

可供出售金融投資 (續)

就某項金融資產在可供出售金融資產中重新分類時，於重新分類當日之公允價值賬面值轉為其新攤銷成本，而該資產相關之任何過往收益或虧損，在投資之剩餘年限按照實際利率於權益確認並攤銷至損益。經攤銷之新成本與到期款項之間之差額亦應在該資產之剩餘年限按照實際利率攤銷。倘該資產其後釐定為減值，當時計入權益之金額則重新分類至損益表。

終止確認金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策)

金融資產 (或 (倘適用) 一項金融資產之一部份或一組同類金融資產之一部份) 在下列情況將首先終止確認 (即自本集團綜合財務狀況表剔除) :

- 收取該項資產所得現金流量的權利已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或須根據一項「轉付」安排，有責任在無重大延誤情況下將所收取現金流量悉數支付予第三方; 及 (a) 本集團已轉讓該項資產的絕大部份風險及回報，或 (b) 本集團並無轉讓或保留該項資產的絕大部份風險及回報，但已轉讓該項資產的控制權。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Derecognition of financial assets (policies under IFRS 9 applicable from 1 January 2018 and policies under IAS 39 applicable before 1 January 2018) (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

終止確認金融資產 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排，會評估其有否保留該項資產的絕大部份風險和回報，以及其程度。如本集團並無轉讓或保留該項資產的絕大部份風險及回報，且並無轉讓該項資產的控制權，本集團將按本集團的持續參與程度而繼續確認轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

以轉讓資產擔保方式之持續參與按資產之原賬面值與本集團可能被要求償還之對價最高金額之較低者計量。

金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策)

本集團確認對並非持有按公允價值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他增信措施。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認以來未有顯著增加的信貸風險而言，本集團就未來12個月內可能發生違約事件而導致的信貸虧損 (12個月預期信貸虧損) 作出預期信貸虧損撥備。就自初始確認以來已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備 (全期預期信貸虧損)。

於各報告日期，本集團就金融工具之信貸風險自初始確認以來有否大幅增加進行評估。作出評估時，本集團將報告日期金融工具發生違約之風險與初始確認日期金融工具發生違約之風險進行比較，並會考慮無需付出不必要的成本或努力即可獲得之合理可靠資料，包括歷史經驗及前瞻性資料。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

General approach (continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

一般方法 (續)

就按公允價值計入其他全面收益之債務投資而言，本集團採用低信貸風險簡化法。於各報告日期，本集團使用無需付出不必要的成本或努力即可獲得之所有合理可靠資料評估債務投資是否被視為低信貸風險。作出評估時，本集團會重新評估債務投資之外部信貸評級。此外，本集團認為，當合約付款逾期超過30日，則表示信貸風險顯著增加。

本集團認為，倘合約付款逾期超過90日，則金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在計及本集團持有的任何增信措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期可收回合約現金流量，則撇銷金融資產。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

一般方法 (續)

按公允價值計入其他全面收益之債務投資及按攤銷成本列賬之金融資產須根據一般方法估計減值，且彼等被分類為下列計量預期信貸虧損之階段，惟下文所詳述之應收貿易賬款及合約資產使用簡化法除外。

- 第一階段 – 信貸風險自初始確認以來並無顯著增加且按相當於12個月預期信貸虧損之金額計量虧損撥備之金融工具
- 第二階段 – 信貸風險自初始確認以來已顯著增加而並非已發生信貸減值之金融資產，且按相當於全期預期信貸虧損之金額計量虧損撥備之金融工具
- 第三階段 – 於報告日期已發生信貸減值 (惟並非購入或產生時已發生信貸減值) 且按相當於全期預期信貸虧損之金額計量虧損撥備之金融資產

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策) (續)

簡化法

就並無重大融資成分或當本集團就此應用不調整重大融資成分影響實際權宜方法的應收貿易賬款及合約資產而言，本集團於計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

就包含重大融資成份及租賃應收款項之應收貿易賬款及合約資產而言，本集團於上述政策中選擇於計算預期信貸虧損時採用簡化法作為其會計政策。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (於2018年1月1日前適用之國際會計準則第39號項下之政策)

本集團於各報告期末對金融資產進行評價，以判斷是否存在客觀證據表明某項金融資產或某組金融資產可能已經發生減值。倘於初始確認後發生一個或多個事件致使某項金融資產或某組金融資產的預計未來現金流量受影響，且該影響金額可以可靠估計，則存在減值。發生減值的證據可能包括債務人或一組債務人出現重大財政困難，違約或拖欠利息或本金支付，有面臨破產或進行其他財務重組之可能以及有公開資料表明其預計未來現金流量確已減少且可靠計量，如債務人支付能力或所處經濟環境逐步惡化。

按攤銷成本入賬的金融資產

就按攤銷成本入賬的金融資產而言，本集團首先對個別重大的金融資產單獨評估是否存在減值，或對個別不重大的金融資產共同進行評估。如果本集團認定單獨評估的金融資產之客觀減值證據並不存在，無論其金額是否重大，其應當包括在具有類似信用風險特性的金融資產組合內共同進行減值測試。已單獨進行減值測試及已確認減值虧損或繼續確認減值虧損的金融資產，不應包括在金融資產組合中進行減值測試。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Financial assets carried at amortised cost (continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

按攤銷成本入賬的金融資產 (續)

任何已識別減值虧損的金額按該資產的賬面值與所估計未來現金流量 (不包括尚未發生的未來信貸虧損) 的現值兩者的差額計算。估計未來現金流量的現值按該金融資產的原實際利率 (即初始確認時估算的實際利率) 折現。

該資產的賬面值可透過使用備抵賬方式予以削減，而虧損則於損益表確認。利息收入應繼續按照計量減值虧損時對未來現金流量進行折現採用的折現率為基準按減少後的賬面值計算。當未來收回的前景甚微及所有抵押品已變現或轉至本集團，該貸款及應收款項及有關撥備須予撇銷。

倘在後續期間，在減值虧損確認後發生致使估計減值虧損金額增加或減少的事件，則會調整撥備賬以增加或減少先前確認的減值虧損。倘撇銷其後收回，則收回金額計入損益表其他開支中。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

按成本值入賬的資產

倘有客觀證據顯示因公允價值未能可靠計算而不以公允價值入賬的非上市股本工具或與其掛鈎衍生工具資產產生減值虧損及必須交付該項非上市股本工具而結算，則虧損金額按該資產的賬面值與以同類金融資產按當前市場利率折算的估計未來現金流量現值的差額計算。該等資產的減值虧損不予撥回。

可供出售金融投資

就可供出售金融投資而言，本集團將於各報告期末評估一項投資或一組投資有否出現客觀減值跡象。

倘可供出售之資產減值，包括其成本 (扣除任何本金付款及攤銷) 與現時公允價值之差額在扣除先前於損益表確認之任何減值虧損後之金額，從其他全面收益中剔除並於損益表內確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018) (continued)

Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產的減值 (於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

可供出售金融投資 (續)

就分類為可供出售之股本投資而言，客觀證據包括一項投資之公允價值出現重大或持久下降，以至低於其成本值。評估是否屬於「重大」時，乃與該項投資之原成本比較，而評估是否屬於「持久」時，則以公允價值低於其原成本為時長短為據。若有證據出現減值，累計虧損（按收購成本與現時公允價值之間差額計量，再扣除先前就該項投資於損益表確認之任何減值虧損）於其他全面收益中剔除，並於損益表中確認。分類為可供出售之股本工具之減值虧損不會透過損益表撥回。減值後公允價值之增幅乃直接於其他全面收益中確認。

於釐定「重大」或「持久」時須作出判斷。於作出有關判斷時，本集團評估多項因素，其中包括投資之公允價值低於其成本之持續時間或程度。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, an amount due to the ultimate holding company, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (於2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策)

初始確認與計量

金融負債於初始確認時被分類為按公允價值計入損益的金融負債、貸款及借款、應付款項、或分類為指定於實際對沖中作對沖工具的衍生工具 (如適用)。

初始確認所有金融負債時，按公允價值計量，若為貸款及借款以及應付款項，則須扣除直接歸屬之交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款、應付最終控股公司款項、衍生金融工具以及計息銀行貸款及其他借款。

其後計量

金融負債按其分類之其後計量如下：

貸款及借款

在初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量，除非折現影響不重大，這種情況下，它們按成本計量。在終止確認負債以及透過實際利率進行攤餘程序時，收益及虧損於損益表中確認。

攤銷成本按照考慮任何折現或收購溢價以及作為實際利率一部份之費用或成本計算所得。實際利率之攤銷包含於損益表的財務費用中。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018) (continued)

Financial guarantee contracts (policies under IFRS 9 applicable from 1 January 2018)

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (於2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

財務擔保合約 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策)

本集團作出的財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)根據「金融資產的減值 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策)」所載政策計量的預期信貸虧損撥備；及(ii)初始確認的金額減 (如適用) 所確認的累計收入金額 (以較高者為準) 計量財務擔保合約。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018) (continued)

Financial guarantee contracts (policies under IAS 39 applicable before 1 January 2018)

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (於2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策) (續)

財務擔保合約 (於2018年1月1日前適用之國際會計準則第39號項下之政策)

財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)於報告期末承擔現有責任所需開支的最佳估計金額；及(ii)初始確認的金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

金融負債之終止確認 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策)

如果負債義務已履行、撤銷或屆滿，則金融負債終止確認。

如果現有金融負債被同一貸款方以實質上幾乎全部不同條款之另一金融負債取代，或者現有負債條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債以及確認一項新負債處理，且各自賬面金額之間的差額於損益表確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Offsetting of financial instruments (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and on disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

抵銷金融工具 (自2018年1月1日起適用之國際財務報告準則第9號項下之政策及於2018年1月1日前適用之國際會計準則第39號項下之政策)

當現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務時，則金融資產及金融負債可予抵銷，而其淨額於財務狀況表內呈列。

存貨

存貨按成本或可變現淨值兩者較低者計價。成本按加權平均法釐定。淨變現價值按估計銷售價減去任何完成交易及出售將產生的估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及購入後通常於三個月內到期的可隨時轉換為已知金額現金的短期高變現能力但價值改變的風險不大的投資，減須於要求時償還的銀行透支，組成本集團現金管理的一部份。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款（包括並無限制用途的定期存款及性質類似現金的資產）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

Employee retirement benefits

Pursuant to the relevant regulations of the PRC government, the companies comprising the Group operating in Mainland China (the "PRC group companies") have participated in a local municipal government retirement benefit scheme (the "Scheme"), whereby the PRC group companies are required to contribute a certain percentage of the salaries of their employees to the Scheme to fund their retirement benefits. The only obligation of the Group with respect to the Scheme is to pay the ongoing contributions under the Scheme. Contributions under the Scheme are charged to the statement of profit or loss as incurred.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

撥備

倘因過往事件須承擔現時之責任(法定或推定)，而承擔該責任可能導致日後資源外流，且對責任金額能夠可靠地估計，則確認撥備。

當折現的影響重大時，就撥備確認的金額乃指預計在日後履行責任時所需開支在報告期末日的現值。由於時間流逝導致折現值的金額的增加，乃作為財務費用在損益表內入賬。

於業務合併中確認的或有負債初始確認時以其公允價值計量。其後，其則以(i)根據上述計提撥備的一般原則確認的金額；及(ii)初始確認金額扣減(倘適用)按照收入確認原則計算的累計攤銷所得金額中的較高者計量。

僱員退休福利

按照中國政府的有關法規，在中國內地經營的附屬公司(「中國集團公司」)已經參加了當地市政府的退休金計劃(「該計劃」)，該計劃要求中國集團公司按公司員工基本工資一定比例向該計劃供款，為職工的退休福利提供資金。本集團在該計劃的唯一義務是持續向上述計劃繳納所規定的供款。該計劃項下的供款在發生時計入損益表。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax

Income tax comprises current and deferred tax and land appreciation tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項以及土地增值稅。與在損益以外確認的項目有關的所得稅在損益以外的其他全面收益內確認或直接於權益內確認。

當期稅項資產及負債以預期從稅務當局收回或向其支付之金額予以估量，基於本集團業務經營所在國家普遍通行之解釋與慣例，按照已頒佈或在報告期末前已經實質執行之稅率（及稅務法例）來確定。

遞延稅項乃於報告期末就資產及負債的稅基與其作財務報告用途的賬面值之間的所有暫時差額採用負債法作出撥備。

遞延稅項負債根據全部應課稅暫時差額確認入賬，但以下情況除外：

- 進行交易（業務合併除外）時，由初步確認商譽或資產或負債而產生的遞延稅項負債對會計利潤或應課稅盈虧概無構成影響；及
- 就於附屬公司及合營公司的投資有關的應課稅暫時差額而言，倘暫時差額的撥回時間可予控制及暫時差額在可見將來可能不會撥回時。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed the at end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

所有可扣減暫時性差額及未動用稅項抵免與任何未動用稅務虧損結轉，均被確認為遞延稅項資產。倘可能具有應課稅利潤抵銷可扣減暫時性差額、及未動用稅項抵免及未動用稅項虧損結轉，則會確認遞延稅項資產，惟下述情況除外：

- 因有關可扣減暫時性差額的遞延稅項資產源自初次確認一項交易中的資產或負債，而有關交易（業務合併除外）進行時不會影響會計溢利或應課稅利潤或虧損；及
- 就有關附屬公司及合營公司投資所產生之可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可預見的將來可能撥回，而且具有應課稅利潤用以抵銷暫時性差額時，方會予以確認。

遞延稅項資產賬面值會在各報告期末予以檢討，並在不大可能再有足夠應課稅利潤撥用全部或部份遞延稅項資產時予以削減。未確認的遞延稅項資產於各報告期末日亦須予以重新檢討，並在可能仍有足夠應課稅利潤收回全部或部份遞延稅項資產時予以確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產及負債乃以報告期末已實行或大體上實行的稅率（及稅務法例）為基礎，按預期有關資產或有關負債予以變現或列支的期間適用的稅率計算。

倘本集團有合法權利以本期稅項資產抵銷本期稅項負債，而遞延稅項與同一應課稅實體及同一稅務機關有關，則可將遞延稅項資產及遞延稅項負債抵銷。

政府補貼

企業能夠合理地保證政府補貼所附條件得到滿足，並且能夠收到該補貼，此時即應按公允價值確認政府補貼。與開支項目有關的補貼，應在有關期間（即能夠使該補貼系統地與被補償費用相匹配的期間）確認為收入。

與資產有關的補貼，應將其公允價值記入遞延收益賬的貸項，並在有關資產的預期使用年限內，以等額按年攤分方式撥入損益表，或自資產賬面值扣除及以削減折舊支出方式在損益表內解除。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Government grants (continued)

Where the Group receives grants of non-monetary assets, grants are recorded at the fair value of the non-monetary assets and released to the statement of profit or loss over the expected useful lives of the relevant assets by equal annual instalments.

Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for “Financial liabilities” above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

政府補貼 (續)

如本集團收取一項非貨幣資產補貼，則有關補助乃按該非貨幣資產的公允價值列賬，並於相關資產的預期可使用年期內按等額分期形式每年撥入損益表。

如本集團就建設合資格資產而獲取不計息或以低於市場水平的息率計息的政府貸款，則有關政府貸款的初始賬面值將以實際利率法釐定，而有關方法將於上文「金融負債」所載的會計政策內進一步闡釋。獲授不計息或以低於市場水平息率計息的政府貸款的益處，即該等貸款初始賬面值與所得款項兩者之差額，會當作政府補貼處理，並於有關資產的預期可使用年期內按等額分期形式每年撥入損益表。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用)

客戶合約收入

客戶合約收入乃於貨品或服務的控制權轉移至客戶時按反映本集團預期該等貨品或服務所換取的代價金額確認。

當合約代價包含可變金額時，代價金額按本集團將就向客戶轉讓貨品或服務所換取的代價金額進行估計。可變代價於合約開始時作出估計並受估計金額所限，除非可變代價相關的不確定因素於其後消除，否則很可能不會在已確認的累計收入金額中出現重大的收入回撥。

倘合約包含融資部分，其為客戶提供明顯的裨益，即為向客戶轉讓貨品或服務提供超過一年的資金，收入乃按應收款項的現值計量，使用合約開始時本集團與客戶間另行訂立的一項融資交易中反映的折現率折現。當合約包含融資部分，其為本集團提供超過一年的重大財務裨益，則合約項下確認的收入包括合約負債根據實際利率法所產生利息開支。就客戶付款與轉讓承諾貨品或服務的相隔為一年或以內的合約而言，交易價格使用國際財務報告準則第15號項下的實際權宜方法，不會作出調整以反映重大融資部分的影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018) (continued)

Revenue from contracts with customers (continued)

(a) Revenue from sale of properties

Revenues are recognised when the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; and
- do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用) (續)

客戶合約收入 (續)

(a) 物業銷售收入

收入於資產的控制權轉移至客戶時確認。資產的控制權是在一段時間內或某一時間點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團在履約過程中符合下列條件，資產的控制權乃在一段時間內轉移：

- 提供全部利益，而客戶亦同時收到並消耗有關利益；及
- 並無創建對本集團有替代用途的資產，且本集團可強制執行其權利以收取累計至今已完成履約部分的付款。

倘資產的控制權在一段時間內轉移，則收入乃於整個合約期間經參考完成履行履約責任的進度確認。否則，收入乃按於客戶獲得資產的控制權之時間點確認。

完成履約責任之進度乃基於本集團為完成履約責任而產生的支出或投入，參考直至報告期已產生之合約成本佔每份合約之預計成本總額之百分比後計算。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018) (continued)

Revenue from contracts with customers (continued)

(a) Revenue from sale of properties (continued)

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the purchasers obtain the physical possession or the legal title of the completed properties and the Group has present right to payment from the purchasers.

(b) Revenue from hotel operation

Revenue from hotel operation is derived from room rental, food and beverage sales and income from the provision of other ancillary services, and is recognised when the services are rendered.

(c) Revenue from property management

Revenue from property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用) (續)

客戶合約收入 (續)

(a) 物業銷售收入 (續)

就物業的控制權按某一時間點轉移之物業開發及銷售合約而言，收入於買方獲得物業控制權或已完工物業的法定所有權且本集團現時有權向買方收取付款時確認。

(b) 酒店營運收入

酒店營運收入來自房租、食品及飲料銷售及提供其他配套服務的收入，並於服務提供時確認。

(c) 物業管理收入

由於客戶同時收取及消耗本集團提供的利益，故物業管理服務收入在預定期間按直線法確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable from 1 January 2018) (continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用) (續)

其他來源收入

租金收入於租期內按時間比例確認。

其他收入

利息收入以實際利率法按應計基準確認，而所採用的利率為將估計未來現金收入按金融工具預期年期或較短期間 (如適用) 準確折現至金融資產賬面淨值之利率。

股息收入乃當股東收取款項的權利已確定時予以確認，本集團很可能取得與股息有關的經濟利益且股息金額能夠可靠計量。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable before 1 January 2018) (continued)

Revenue from the sale of properties in the ordinary course of business is recognised when all the following criteria are met:

- (a) the significant risks and rewards of ownership of the properties are transferred to the purchasers;
- (b) neither continuing managerial involvement to the degree usually associated with ownership, nor effective control over the properties is retained;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the Group; and
- (e) the cost incurred or to be incurred in respect of the transaction can be measured reliably.

The above criteria are met when construction of the relevant properties has been completed and the Group has obtained the project completion report issued by the relevant government authorities, the properties have been delivered to the purchasers, and the collectability of related receivables is reasonably assured. Payments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under current liabilities.

Property leasing income derived from the leasing of the Group's properties is recognised on a time proportion basis over the lease terms.

Property management fee income derived from the provision of property maintenance and management services is recognised upon the rendering of the relevant services over the scheduled period on a straight-line basis.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用) (續)

在日常業務過程中銷售物業所得收入於達成所有下列標準時確認：

- (a) 與物業擁有權有關的重大風險及回報轉予買家；
- (b) 並無保留一般與擁有權有關的持續管理參與權或物業的有效控制權；
- (c) 收入金額能可靠計算；
- (d) 本集團很可能取得與交易有關的經濟利益；及
- (e) 交易已產生或將予產生的成本能可靠計量。

當相關物業的建築工程已完工及本集團已取得有關政府機關發出的物業完工報告、物業交付予買家及有關應收款項的可收回性能合理地確保時，才符合上述標準。銷售物業時收取的付款於收入確認當日列入綜合財務狀況表中流動負債項下。

來自租賃本集團物業的租賃物業收入於租賃期間按時間比例確認。

來自提供物業維修及管理服務的物業管理費乃於提供相關服務時在預定期間按直線法確認。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Revenue recognition (applicable before 1 January 2018) (continued)

Hotel operating income which includes room rental, food and beverage sales and income from the provision of other ancillary services is recognised when the services are rendered.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established.

Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收入確認 (於2018年1月1日前適用) (續)

酒店營運收入 (包括房租、食品及飲料銷售及提供其他配套服務的收入) 於提供服務時確認。

利息收入以實際利率法按應計基準確認，而所採用的利率為將估計未來現金收入按金融工具預期年期或較短期間 (如適用) 準確折現至金融資產賬面淨值之利率。

股息收入乃當股東收取款項的權利已確定時予以確認。

合約負債 (自2018年1月1日起適用)

合約負債指本集團因已向客戶收取代價 (或代價款項已到期)，而須向客戶轉讓貨品或服務的責任。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，則於作出付款或付款到期時 (以較早者為準) 確認合約負債。合約負債於本集團履行合約時確認為收入。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Commission in obtaining contracts (applicable from 1 January 2018)

Sales commissions incurred directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in other assets. Capitalised sales commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and marketing expenses at that time. The Group elected to apply the practical expedient and did not recognise the effects of the sales commission if the time period is one year or less.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 29 to the financial statements.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

獲得合約之佣金 (自2018年1月1日起適用)

若可收回款項為獲得合約而直接產生之銷售佣金，則將其資本化及入賬列為其他資產。資本化銷售佣金於確認來自有關物業銷售之收入時在損益表中扣除，並計入當時之銷售及營銷開支。本集團選擇應用實際權宜作法而不確認期限不超過一年的銷售佣金的影響。

以股份為基礎的支付

本公司設有一項購股權計劃，旨在對本集團業務成功作出貢獻的合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份為基礎的支付方式收取報酬，而僱員則提供服務作為股本工具之代價（「股權結算交易」）。

與2002年11月7日之後獲授購股權的僱員進行股權結算交易的成本是參考授出購股權當日的公允價值計算。公允價值由外部估值師採用二項式期權定價模型釐定，有關進一步詳情載於財務報表附註29。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

以股份為基礎的支付 (續)

股權結算交易之成本，連同權益相應增加部份，在表現及／或服務條件獲得履行之期間於僱員福利開支內確認。在歸屬日期前，每個報告期末確認之股權結算交易之累計開支，反映歸屬期已到期部份及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認之變動。

於釐定獎勵的授出日期公允價值時，不會考慮服務及非市場表現條件，惟會對達成條件的可能性作出評估，作為本集團有關最終將獲歸屬的股本工具數目的最佳估計之一部份。市場表現條件會於授出日期公允價值內反映。獎勵附帶的任何其他條件（但並無關連服務規定）被視為非歸屬條件。非歸屬條件會於獎勵的公允價值內反映並引致即時將獎勵支銷，惟亦有服務及／或表現條件時則除外。

對於因未達成非市場表現及／或服務條件而最終未歸屬的購股權獎勵，不會確認任何開支。倘獎勵包括市場或非歸屬條件，只要所有其他表現及／或服務條件已經達成，則不論市場或非歸屬條件是否達成，交易均會被視為歸屬。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

以股份為基礎的支付 (續)

倘若以股權支付的購股權的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水平。此外，倘若按變更日期計量，任何變更導致以股份為基礎的支付交易的總公允價值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若股權結算的購股權被註銷，應被視為已於註銷日期歸屬，任何尚未確認有關授予購股權的開支，均應即時確認。這包括在本集團所能控制的非歸屬條件或僱員未能達至下的任何購股權。然而，若授予新購股權代替已註銷的購股權，並於授出日期指定為替代購股權，則已註銷的購股權及新購股權，均應被視為原購股權的變更（如前段所述）。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally and used for the purpose of obtaining qualifying assets, a capitalisation rate of 9.39% (2017: 8.63%) has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

借款成本

收購、興建或生產合資格資產(即需要大量時間製作以供擬定用途或銷售的資產)應佔的直接借款費用,將資本化作為該等資產的部份成本。在該等資產實際上可作擬定用途或銷售時終止借款費用的資本化。待用作未完成資產開支的特定借款的臨時投資所賺取的投資收入,自資本化的借款費用中扣除。所有其他借款成本在產生期間內列作開支。借款成本包括實體就借入資金產生的利息及其他成本。

如一般借入資金,及用作取得合資格資產,對個別資產開支應用9.39%(2017年:8.63%)的資本化率。

股息

末期股息於股東在股東大會上予以批准時確認為負債。

中期股息乃同時建議派發及宣派。因此,中期股息乃於建議派發及宣派時隨即確認為負債。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies

The Company and certain subsidiaries incorporated outside Mainland China use the Hong Kong dollar (“HK\$”) and the United States dollar (“US\$”) as their functional currencies, respectively. The functional currency of Mainland China subsidiaries is the RMB. As the Group mainly operates in Mainland China, the RMB is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group’s net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣

本公司及若干於中國內地以外註冊成立的附屬公司分別以港元(「港元」)及美元(「美元」)作為其記賬本位幣。中國內地附屬公司記賬本位幣為人民幣。由於本集團主要在中國內地經營，故人民幣被用作本集團的呈報貨幣。本集團屬下各實體均可自行釐定所用的記賬本位幣，而各實體的財務報表計入的項目均以該記賬本位幣列賬。本集團屬下各實體記錄的外幣交易最初以交易日的各自記賬本位幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的記賬本位幣匯率換算。結算或換算貨幣項目的差額計入損益表。

結算或換算貨幣項目的差額計入損益表，惟指定為對沖本集團於海外業務投資淨值的一部份的貨幣項目除外。該等貨幣項目直至投資淨值獲出售方計入其他全面收益，此時，累計款項乃重新分類至損益表。就該等貨幣項目匯兌差額應佔的稅項支出及抵免亦計入其他全面收益中。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of non-PRC established subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

按歷史成本以外幣計量的非貨幣項目，以最初交易日的匯率換算。按公允價值計量並以外幣為單位的非貨幣項目按計量公允價值當日的匯率換算。換算以公允價值計量及非貨幣項目所產生的收益或虧損與確認該項目公允價值變動的盈虧的處理方法一致（換言之，於其他全面收益或損益確認公允價值盈虧的項目的匯兌差額，亦分別於其他全面收益或損益確認）。

於釐定終止確認與墊付代價有關的非貨幣資產或非貨幣負債的相關資產、開支或收入於初步確認的匯率時，初步交易日期為本集團初步確認因預付代價而產生的非貨幣資產或非貨幣負債的日期。倘有多次預支或預收，本集團就每次支付或收取墊付代價釐定交易日期。

若干非於中國成立的附屬公司之記賬本位幣為人民幣以外的貨幣。於報告期末，該等實體的資產與負債乃根據報告期末的現行匯率換算為人民幣，而損益表是按年內的加權平均匯率換算為人民幣。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of non-PRC established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of non-PRC established companies which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

因此產生之匯兌差額於其他全面收益內確認及在外幣折算差額儲備內累計。於出售海外實體時，在該海外實體的權益內確認的遞延累計數額於損益表確認入賬。

收購海外業務產生的任何商譽及對收購產生的資產及負債賬面值作出的任何公允價值調整作為海外業務的資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，非於中國成立附屬公司的現金流量按產生現金流量當日的現行匯率換算為人民幣。非於中國成立公司在整個年度內經常產生的現金流量是按年內的加權平均匯率換算為人民幣。

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響所呈報收入、開支、資產及負債的金額及其隨附披露以及對或有負債的披露。由於有關假設及估計的不確定因素，可導致管理層須就未來受影響的資產或負債賬面金額作出重大調整。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

(ii) Classification between investment properties, completed properties held for sale and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately, the Group accounts for the portions separately or leased out separately under a finance lease. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計 (續)

判斷

在應用本集團會計政策過程中，管理層作出下列對財務報表內所確認金額有最重大影響的判斷，涉及估計者除外：

(i) 經營租賃承擔—本集團作為出租人

本集團就其投資物業組合訂有商用物業租約。本集團根據對有關安排條款及條件的評估，釐定其於以經營租約租出的物業保留所有與擁有權有關的重大風險及回報。

(ii) 投資物業、持作銷售已落成物業及業主自佔物業的分類

本集團會釐定物業是否符合資格列為投資物業，並已建立作出判斷的準則。投資物業為持有以賺取租金或資本增值或兩者的物業。因此，本集團考慮物業產生的現金流是否大部份獨立於本集團持有的其他資產。

若干物業部份持有以供賺取租金或資本增值，而部份則持有供生產或供應貨品或服務或行政用途。倘若該等部份可單獨銷售，本集團會將該等部份分開入賬或根據融資租賃單獨租出。倘若該等部份不能夠單獨銷售，則僅會在持有供生產或供應貨品或服務或行政用途的部份只佔很微小部份時，方視物業為投資物業。判斷乃按個別物業基準作出，以釐定配套服務所佔比例是否偏高以致有關物業不符合被列為投資物業。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

(iii) Classification of current and non-current properties under development

The Group classifies properties under development according to the construction progress and estimated commencement date of presale. Properties under development are classified as current assets after the construction commences.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

(i) Fair value of investment properties

Investment properties were revalued based on the appraised market value by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimate, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location or subject to different lease or other contracts, adjusted to reflect those differences;

3. 重大會計判斷及估計 (續)

判斷 (續)

(iii) 流動及非流動開發中物業分類

本集團根據建造進程及估計開始預售日期分類開發中物業。開發中物業於動工後分類為流動資產。

估計的不明朗因素

於報告期末，有關未來的主要假設及估計的不明朗因素的其他主要來源構成須對下一財政年度資產及負債的賬面值作出重大調整的重大風險，茲論述如下：

(i) 投資物業公允價值

投資物業按獨立專業估值師對其評估市值重估。該等估值乃基於若干假設，而該等假設受不明朗因素影響，並可能與實際結果有大幅偏差。在作出估計時，本集團考慮活躍市場類似物業的現價，並採用主要依據報告期末現有市況而作出的假設。

若無類似物業在活躍市場的現價，本集團按照來自不同來源之資料釐定公允價值，包括：

- (a) 不同性質、狀況或地點或受不同租約或其他合約規限之物業當時在活躍市場上之價格（可予調整以反映該等差異）；

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(i) Fair value of investment properties (continued)

- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing leases and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition, appropriate discount rates, expected future market rents and future maintenance costs. The carrying amount of investment properties at 31 December 2018 was RMB5,524,300,000 (2017: RMB5,667,300,000). Further details, including the key assumptions used for fair value measurement, are given in note 13 to the financial statements.

(ii) Net realisable value of properties under development and completed properties held for sale

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(i) 投資物業公允價值 (續)

- (b) 活躍程度稍遜之市場所提供類似物業近期價格 (可予調整以反映自按有關價格成交當日以來經濟狀況之任何變動); 及
- (c) 根據未來現金流量之可靠估計而作出之折現現金流量預測, 該預測乃根據任何現有租約及其他合約之條款, 以及 (如有可能) 外在因素 (如相同地點及狀況之類似物業之現行市場租金等) 而作出, 並採用可反映當時市場對不確定之現金流量金額及時間之評估之折現率計算。

本集團估計公允價值的主要假設包括地處相同位置及狀況的類似物業之當前市場租金、適用折現率、預計未來市場租金及未來維修成本。於2018年12月31日, 投資物業賬面值為人民幣5,524,300,000元 (2017年: 人民幣5,667,300,000元)。進一步詳情 (包括公允價值計量所使用的主要假設) 載於財務報表附註13。

(ii) 開發中物業及持作銷售已落成物業的可變現淨值

本集團開發中物業及持作銷售已落成物業按成本及可變現淨值兩者的較低者列賬。本集團根據其過往經驗及有關物業的性質, 基於現行市況估計售價、開發中物業竣工成本及銷售物業產生的成本。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

(ii) Net realisable value of properties under development and completed properties held for sale (continued)

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgements and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the period in which the estimate is changed will be adjusted accordingly.

(iii) PRC land appreciation tax ("LAT")

LAT in the PRC is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures.

The subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT. However, the implementation of these taxes varies amongst various cities in Mainland China and the Group has not finalised its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the statement of profit or loss and the provision for LAT in the period in which the determination is made.

3. 重大會計判斷及估計 (續)

估計的不明朗因素 (續)

(ii) 開發中物業及持作銷售已落成物業的可變現淨值 (續)

倘若完工成本增加，或售價淨額減少，則可變現淨值將會減少，並可能因而導致就開發中物業及持作銷售已落成物業作出撥備。該撥備須運用判斷及估計。在預期與原有估計有差異時，將於該估計有改變的期間對物業的賬面值及撥備作出相應調整。

(iii) 中國土地增值稅 (「土地增值稅」)

中國的土地增值稅按土地增值 (即出售物業所得款項減可扣減支出 (包括土地成本、借款成本及其他物業發展支出)) 以累進稅率30%至60%徵收。

本集團在中國內地從物業開發業務的附屬公司須繳納土地增值稅。然而，在中國內地不同城市，該等稅項的實施各有差異，且本集團尚未與不同稅務機關落實其土地增值稅報稅表。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。於日常業務過程中最終的稅項釐定仍不確定。本集團按照管理層的最佳估計確認該等負債。倘該等事項的最終稅項結果與最初記賬的金額不同，則有關差異將會影響損益表，並就該釐定期間的土地增值稅作出撥備。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on income derived from business and has four reportable operating segments as follows:

- (a) the commercial property development segment develops and sells commercial properties in Mainland China;
- (b) the property rental segment leases investment properties in Mainland China;
- (c) the hotel operations segment owns and operates a hotel; and
- (d) the "others" segment comprises, principally, the Group's property management services business, which provides management and security services to commercial properties.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit before tax from continuing operations except that interest income, finance costs, dividend income, fair value gains/losses from the Group's financial instruments as well as head office and corporate expenses are excluded from the measurement.

Segment assets exclude deferred tax assets, tax recoverable, pledged deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料

就管理而言，本集團根據業務所產生收入設立業務單位，並有四個可報告經營分部如下：

- (a) 商用物業開發分部，在中國內地開發及銷售商用物業；
- (b) 物業租賃分部，在中國內地租賃投資物業；
- (c) 酒店營運分部，擁有及經營酒店；及
- (d) 「其他」分部，主要包括本集團的物業管理服務業務，為商用物業提供管理及保安服務。

管理層會單獨監察本集團經營分部業績以作出有關資源分配及表現評估的決定。分部表現根據可報告分部利潤／虧損（以來自持續經營業務之經調整除稅前利潤／虧損計量）予以評估。來自持續經營業務之經調整除稅前利潤／虧損與本集團來自持續經營業務之除稅前利潤一貫計量，惟利息收入、融資成本、股息收入、本集團金融工具之公允價值收益／虧損以及總辦事處及企業費用均不計入該計量內。

分部資產不包括遞延稅項資產、可收回稅項、質押存款、現金及現金等價物及其他未分配總辦事處及企業資產，原因是該等資產按組合基準管理。

分部負債不包括計息銀行及其他借款、應繳稅項、遞延稅項負債及其他未分配總辦事處及企業負債，原因是該等負債按組合基準管理。

分部間銷售及轉讓參照根據當時通行市價向第三方作出的銷售所採用的售價進行交易。

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

Year ended 31 December 2018	截至2018年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店經營 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	分部收入：					
Sales to external customers	對外部客戶銷售	1,578,447	160,369	111,328	74,475	1,924,619
Intersegment sales	分部間銷售	-	35,952	-	1,722	37,674
		1,578,447	196,321	111,328	76,197	1,962,293
<i>Reconciliation:</i>	<i>調節：</i>					
Elimination of intersegment sales	分部間銷售對銷					(37,674)
Revenue from operations	經營業務收入					1,924,619
Segment results	分部業績	154,965	(29,623)	(51,693)	(107,844)	(34,195)
<i>Reconciliation:</i>	<i>調節：</i>					
Interest income	利息收入					13,711
Finance costs	財務費用					(110,330)
Profit before tax	除稅前利潤					(130,814)
Segment assets	分部資產	4,780,196	5,565,032	2,107,184	760,815	13,213,227
<i>Reconciliation:</i>	<i>調節：</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(638,266)
Corporate and other unallocated assets	企業及其他未分配資產					656,627
Total assets	總資產					13,231,588
Segment liabilities	分部負債	1,875,708	126,107	257,391	1,365,501	3,624,707
<i>Reconciliation:</i>	<i>調節：</i>					
Elimination of intersegment payables	分部間應付款項對銷					(638,266)
Corporate and other unallocated liabilities	企業及其他未分配負債					4,347,104
Total liabilities	總負債					7,333,545
Other segment information:	其他分部資料：					
Depreciation	折舊	750	1,995	39,753	7,173	49,671
Capital expenditure	資本開支	10,603	414	17,725	98,034	126,776

4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料(續)

Year ended 31 December 2017	截至2017年 12月31日止年度	Commercial property development 商用物業開發 RMB'000 人民幣千元	Property rental 物業租賃 RMB'000 人民幣千元	Hotel operations 酒店營運 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue:	分部收入:					
Sales to external customers	對外部客戶銷售	148,234	63,610	66,815	17,327	295,986
Intersegment sales	分部間銷售	-	9,424	-	2,909	12,333
		148,234	73,034	66,815	20,236	308,319
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	分部間銷售對銷					(12,333)
Revenue from operations	經營業務收入					295,986
Segment results	分部業績	76,996	743,659	(29,520)	(28,253)	762,882
<i>Reconciliation:</i>	<i>調節:</i>					
Interest income	利息收入					2,369
Finance costs	財務費用					(13,161)
Profit before tax	除稅前利潤					752,090
Segment assets	分部資產	4,740,198	5,722,824	2,135,646	351,521	12,950,189
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項對銷					(346,290)
Corporate and other unallocated assets	企業及其他未分配資產					650,275
Total assets	總資產					13,254,174
Segment liabilities	分部負債	1,865,859	70,620	394,408	729,983	3,060,870
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項對銷					(346,289)
Corporate and other unallocated liabilities	企業及其他未分配負債					4,531,237
Total liabilities	總負債					7,245,818
Other segment information:	其他分部資料:					
Depreciation	折舊	966	704	11,066	4,455	17,191
Capital expenditure	資本開支	63,482	8,146	147,485	33,721	252,834

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information

All of the Group's revenue is derived from customers based in Mainland China and all of the non-current assets of the Group are located in Mainland China except one property in Japan.

Information about major customers

No sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the years ended 31 December 2018 and 2017.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

Revenue from contracts with customers	客戶合約收入
– Sale of properties	– 物業銷售
– Hotel operating income	– 酒店營運的收入
– Property management fee income	– 物業管理費收入
Revenue from other sources	其他來源收入
– Property leasing income	– 物業租賃收入

4. 經營分部資料 (續)

地區資料

本集團的全部收入源自於中國內地客戶，及本集團全部非流動資產（除一處物業位於日本外）亦位於中國內地。

關於主要客戶的資料

並無對某單一客戶或處於共同控制下的客戶組別的銷售額佔本集團截至2018年及2017年12月31日止年度收入的10%或以上。

5. 收入、其他收入及收益

收入的分析如下：

	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Revenue from contracts with customers		
– Sale of properties	1,578,447	148,234
– Hotel operating income	111,328	66,815
– Property management fee income	74,475	17,327
Revenue from other sources		
– Property leasing income	160,369	63,610
	1,924,619	295,986

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2018

Timing of revenue recognition	收入確認時間	Property development	Property management and other related services	Hotel operations	Total
		物業開發 RMB'000 人民幣千元	物業管理及其他 相關服務 RMB'000 人民幣千元	酒店營運 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At a point in time	某一時間點	1,578,447	-	111,328	1,689,775
Over time	一段時間	-	74,475	-	74,475
Total revenue from contracts with customers	客戶合約總收入	1,578,447	74,475	111,328	1,764,250

Revenue from sales of properties recognised that was included in contract liabilities at the beginning of the reporting period is amounted to RMB942,899,000.

於報告期初計入合約負債的已確認物業銷售收入為人民幣942,899,000元。

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Other income	其他收入		
Subsidy income	補貼收入	1,879	798
Bank interest income	銀行利息收入	13,709	2,368
Investment income	投資收入	29,072	823
Others	其他	9,046	9,568
		53,706	13,557
Gains	收益		
Gain on disposal of investment properties	出售投資物業之收益	-	63,221
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益的金融資產之公允價值變動	-	699
Foreign exchange gain	匯兌收益	-	367
		-	64,287
		53,706	77,844

There was no significant impact on revenue recognition under IFRS 15 during the year.

年內，根據國際財務報告準則第15號進行的收入確認並未受到重大影響。

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前利潤

本集團除稅前利潤經扣除／（計入）下列各項：

			2018	2017
			2018年	2017年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Cost of properties sold	已出售物業成本	19	1,330,618	79,425
Depreciation	折舊	12	49,671	17,191
Minimum lease payments under operating leases:	根據經營租賃的最低租金款項：			
– Office premises	– 辦公室物業		38,979	7,413
Auditors' remuneration	核數師酬金		1,600	1,200
Staff costs including directors' and chief executive's remuneration:	員工成本（包括董事及主要行政人員酬金）：	8		
– Salaries and other staff costs	– 工資及其他員工成本		106,133	77,153
– Pension scheme contributions	– 退休金計劃供款		16,983	10,671
Foreign exchange differences, net	匯兌差額·淨值		3,495	(367)
Direct operating expenses (including repairs and maintenance arising on investment properties)	直接經營開支（包括投資物業產生的維修及修理）		3,856	7,312
Investment income from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產之投資收入		(29,072)	(823)
Loss/(gain) on disposal of investment properties	出售投資物業之虧損／（收益）		29,554	(63,221)
Fair value losses/(gains), net:	公允價值虧損／（收益）·淨值：			
Changes upon transfer to investment properties	轉撥至投資物業的變動	13	25,030	(523)
Changes in fair value of investment properties	投資物業公允價值的變動	13	(22,223)	(825,157)
Changes in fair value of financial assets at fair value through profit or loss	按公允價值計入損益的金融資產之公允價值變動		30,586	(699)

7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank and other borrowings	銀行貸款及其他借款利息	198,985	218,090
Less: Interest capitalised in properties under development	減：資本化開發中物業的利息	(88,655)	(204,929)
		110,330	13,161

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation, is as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	費用	600	600
Other emoluments:	其他薪酬：		
Salaries, bonuses and allowances	薪金、花紅及津貼	987	2,098
Pension scheme contributions	退休金計劃供款	28	32
		1,015	2,130
		1,615	2,730

7. 財務費用

本集團的財務費用分析如下：

8. 董事及主要行政人員酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司（披露董事利益資料）規例第2部之規定，年內董事及主要行政人員酬金如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

In 2009 and 2011, certain directors were granted share options for the shares of Zhong An Real Estate Limited, the parent company of the Group, as disclosed in note 28. The fair value of the options was determined as at the date of grant. In respect of their services to the Group, the relevant accounting impact was accounted for in the consolidated financial statements for the financial year and included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Mr. Wu Shiyuan	吳士元先生	200	200
Mr. Xu Chengfa	須成發先生	200	200
Mr. Yan Zhenliang	嚴振亮先生	200	200
		600	600

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

8. 董事及主要行政人員酬金 (續)

於2009年及2011年，若干董事獲授本集團母公司眾安房產有限公司股份購股權，見附註28所披露。該等購股權的公允價值於授出日期釐定。就彼等對本集團的服務而言，於財政年度的綜合財務報表中及上述董事薪酬披露中已計及相關會計影響。

(a) 獨立非執行董事

年內已付獨立非執行董事之費用載列如下：

	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Mr. Wu Shiyuan	200	200
Mr. Xu Chengfa	200	200
Mr. Yan Zhenliang	200	200
	600	600

年內並無其他應付獨立非執行董事之薪酬(2017年：無)。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors, a non-executive director and the chief executive

		Salaries and allowances	Bonuses	Pension Scheme contributions	Total
		薪金及津貼	花紅	退休金計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
2018	2018年				
<i>Executive directors:</i>	<i>執行董事：</i>				
Ms. Tang Yiyan	唐怡燕女士	247	67	12	326
Ms. Jin Ni	金妮女士	-	-	-	-
		247	67	12	326
<i>Non-executive director:</i>	<i>非執行董事：</i>				
Mr. Shi Kancheng	施侃成先生	-	-	-	-
<i>Chief executive:</i>	<i>主要行政人員：</i>				
Mr. Dong Shuixiao	董水校先生	540	133	16	689
		787	200	28	1,015
2017	2017年				
<i>Executive directors:</i>	<i>執行董事：</i>				
Ms. Tang Yiyan	唐怡燕女士	269	63	-	332
Ms. Jin Ni	金妮女士	863	220	16	1,099
		1,132	283	16	1,431
<i>Non-executive director:</i>	<i>非執行董事：</i>				
Mr. Shi Kancheng	施侃成先生	-	-	-	-
<i>Chief executive:</i>	<i>主要行政人員：</i>				
Mr. Dong Shuixiao	董水校先生	543	140	16	699
		1,675	423	32	2,130

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2017: Nil).

年內概無董事放棄或同意放棄任何薪酬的安排(2017年：無)。

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year did not include any (2017: two) director. Details of directors' remuneration are set out in note 8 above. Details of the remuneration of the five (2017: three) non-director, highest paid employees for the year are as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, bonuses and allowances	薪金、花紅及津貼	4,736	2,852
Pension scheme contributions	退休金計劃供款	195	38
		4,931	2,890

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees	
		僱員人數	
		2018	2017
		2018年	2017年
Nil to RMB1,000,000	零至人民幣1,000,000元	3	1
Over RMB1,000,000	超過人民幣1,000,000元	2	2
		5	3

No share options were granted to the non-director, highest paid employees.

9. 五名最高薪人士

年內五名最高薪人士無(2017年:兩名)董事,其酬金詳情已載於上文附註8。年內五名(2017年:三名)非董事最高薪酬僱員的酬金詳情如下:

薪酬介於以下組別的非董事最高薪酬僱員人數如下:

並無向非董事最高薪酬僱員授出購股權。

10. INCOME TAX

The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not have any assessable profits currently arising in Hong Kong during the year (2017: Nil).

The provision for the PRC income tax has been provided at the applicable income tax rate of 25% (2017: 25%) on the assessable profits of the Group's subsidiaries in Mainland China.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. Prior to the actual cash settlement of the LAT liabilities, the LAT liabilities are subject to the final review/approval by the tax authorities.

10. 所得稅

本集團於香港註冊成立的附屬公司於年內均無於香港產生任何即期應課稅利潤，故此毋須繳納所得稅（2017年：無）。

中國所得稅已就本集團在中國內地的附屬公司的應課稅利潤按25%（2017年：25%）的適用所得稅稅率作出撥備。

中國土地增值稅按土地增值（即出售物業所得款項減可扣減支出（包括土地成本、借款成本及其他物業發展支出））以累進稅率30%至60%徵收。本集團已根據中國有關稅務法律法規，估計、作出及在稅項內計入土地增值稅撥備。在以現金實際結算土地增值稅負債之前，土地增值稅負債須由稅務當局最終審議／核准。

		2018 2018年	2017 2017年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Current – PRC corporate income tax for the year	即期稅項－年內 中國企業所得稅	60,482	101,062
Current – PRC LAT for the year	即期稅項－年內 中國土地增值稅	161,392	81,912
Deferred	遞延稅項	(130,691)	102,758
Total tax charge for the year	年內稅項開支總額	91,183	285,732

10. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to (loss)/profit before tax using the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

10. 所得稅 (續)

根據本公司及其大多數附屬公司所在司法權區的法定稅率計算除稅前(虧損)/利潤適用稅項開支與根據實際稅率計算的稅項開支對賬如下:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
(Loss)/profit before tax	除稅前(虧損)/利潤	(130,814)	752,090
Tax at the statutory tax rate of 25% (2017: 25%)	按25% (2017年: 25%) 法定稅率計算的稅項	(32,704)	188,022
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司 可供分派溢利繳納10% 預扣稅的影響	3,503	7,270
Expenses not deductible for tax	不可扣稅開支	5,956	4,447
Tax losses utilised from previous periods	來自先前期間之已動用稅項虧損	(16,600)	(19,543)
Tax losses not recognised	未確認稅項虧損	9,984	44,101
Provision for LAT	土地增值稅的撥備	161,392	81,912
Tax effect on LAT	土地增值稅的稅務影響	(40,348)	(20,477)
Tax charge at the Group's effective rate	本集團實際稅率的稅項開支	91,183	285,732
Tax payable in the consolidated statement of financial position represents:	於綜合財務狀況表內的應付稅項指:		
PRC corporate income tax	中國企業所得稅	188,336	166,062
PRC LAT	中國土地增值稅	238,308	170,115
		426,644	336,177

11. (LOSSES)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic loss per share is based on the loss for the year attributable to ordinary equity holders of the parent of RMB243,524,000 (profit for 2017: RMB488,505,000) and the weighted average number of ordinary shares of 1,839,783,242 (2017: 1,783,872,462) in repurchase during the year, as adjusted to reflect the rights repurchased during the year.

The calculation of basic (losses)/earnings per share is based on:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
(Losses)/earnings (Loss)/profit attributable to ordinary equity holders of the parent	(虧損)/盈利 母公司普通股權益持有人應佔 (虧損)/利潤	(243,524)	488,505
Number of shares 股份數目			
		2018 2018年	2017 2017年
Shares Weighted average number of ordinary shares in issue during the year	股份 年內已發行普通股之加權平均數	1,839,783,242	1,783,872,462

No adjustment has been made to the basic (losses)/earnings per share amount presented for the years ended 31 December 2018 and 2017 in respect of a dilution as the Group had no potential dilutive ordinary shares in issue during the year ended 31 December 2018 (2017: Nil).

11. 母公司普通股權益持有人應佔每股(虧損)/盈利

每股基本虧損是根據母公司普通股權益持有人應佔年內虧損人民幣243,524,000元(2017年利潤:人民幣488,505,000元),以及年內已回購普通股的加權平均數1,839,783,242股(2017年:1,783,872,462股)計算,已予調整以反映年內回購權利。

每股基本(虧損)/盈利根據下列各項計算:

由於截至2018年12月31日止年度,本集團並無已發行潛在攤薄普通股(2017年:無),故並無就攤薄對截至2018年及2017年12月31日止年度呈列的每股基本(虧損)/盈利作出調整。

12. PROPERTY AND EQUIPMENT

12. 物業及設備

		Buildings	Hotel properties	Office equipment	Motor vehicles	Leasehold improvements	Construction in progress	Total
		樓宇	酒店物業	辦公設備	汽車	租賃物業改良	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017,	於2017年1月1日·							
net of accumulated depreciation	扣除累計折舊	36,218	104,958	1,377	2,248	4,230	1,191,207	1,340,238
Additions	添置	19	-	9,845	9,103	30,765	203,102	252,834
Transfer from properties under development	轉撥自在建物業	-	-	-	-	-	420,316	420,316
Construction in progress completed	完成在建工程	-	850,316	-	-	-	(850,316)	-
Disposals	出售	-	-	(15)	(14)	-	-	(29)
Depreciation provided during the year	年內計提折舊	(2,413)	(8,471)	(285)	(1,078)	(4,944)	-	(17,191)
At 31 December 2017,	於2017年12月31日·							
net of accumulated depreciation	扣除累計折舊	33,824	946,803	10,922	10,259	30,051	964,309	1,996,168
At 31 December 2017:	於2017年12月31日·							
Cost	成本	54,254	1,024,409	30,012	26,388	36,464	964,309	2,135,836
Accumulated depreciation	累計折舊	(20,430)	(77,606)	(19,090)	(16,129)	(6,413)	-	(139,668)
Net carrying amount	賬面淨值	33,824	946,803	10,922	10,259	30,051	964,309	1,996,168
At 1 January 2018,	於2018年1月1日·							
net of accumulated depreciation	扣除累計折舊	33,824	946,803	10,922	10,259	30,051	964,309	1,996,168
Additions	添置	8,999	-	33,250	612	23,000	60,915	126,776
Construction in progress completed	完成在建工程	-	352,848	-	-	-	(352,848)	-
Disposals	出售	(6,855)	-	(163)	(437)	(6,866)	-	(14,321)
Depreciation provided during the year	年內計提折舊	(1,312)	(35,668)	(559)	(2,144)	(9,988)	-	(49,671)
At 31 December 2018,	於2018年12月31日·							
net of accumulated depreciation	扣除累計折舊	34,656	1,263,983	43,450	8,290	36,197	672,376	2,058,952
At 31 December 2018:	於2018年12月31日·							
Cost	成本	56,398	1,377,257	63,099	26,563	52,598	672,376	2,248,291
Accumulated depreciation	累計折舊	(21,742)	(113,274)	(19,649)	(18,273)	(16,401)	-	(189,339)
Net carrying amount	賬面淨值	34,656	1,263,983	43,450	8,290	36,197	672,376	2,058,952

Although the Group had obtained the land use rights certificates of construction in progress, building ownership certificates may be not obtained before the completion of construction work.

At 31 December 2018, certain items of the Group's property and equipment with a net carrying amount of approximately RMB498,179,000 (2017: RMB90,704,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 26.

儘管本集團已獲得在建工程的土地使用權證書，但在建築工程竣工前可能無法取得房產證。

於2018年12月31日，本集團若干物業及設備項目賬面淨值約為人民幣498,179,000元（2017年：人民幣90,704,000元），如附註26所披露，已作為本集團獲授計息銀行貸款及其他借款的抵押。

13. INVESTMENT PROPERTIES

13. 投資物業

		Completed investment properties 已竣工 投資物業 RMB'000 人民幣千元	Investment properties under construction 在建 投資物業 RMB'000 人民幣千元	Investment properties held for sale 持作銷售 投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1 January 2017	2017年1月1日	5,129,937	-	237,813	5,367,750
Transfers from properties under construction to investment properties under construction	在建物業轉撥至 在建投資物業	-	858,814	-	858,814
Increase in investment properties and investment properties under construction	投資物業 及在建投資 物業增加	8,843	160,663	-	169,506
Investment properties under construction completed	已竣工在建 投資物業	1,019,477	(1,019,477)	-	-
Transfer to investment properties held for sale	轉撥至持作銷售 投資物業	(773,902)	-	773,902	-
Transfers to properties under construction	轉撥至 在建物業	(697,000)	-	-	(697,000)
Disposal	出售	-	-	(857,450)	(857,450)
Fair value gain upon transfer	轉撥後公允價值 收益	523	-	-	523
Changes in fair value of investment properties	投資物業的公允價值變動	784,467	-	40,690	825,157
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	5,472,345	-	194,955	5,667,300
Transfer from properties under construction	在建物業轉撥	-	24,924	-	24,924
Transfer to investment properties	轉撥至投資物業	24,924	(24,924)	-	-
Transfers from completed properties held for sale	已竣工持作銷售物業轉撥	80,006	-	-	80,006
Fair value loss upon transfer	轉撥後公允價值虧損	(25,030)	-	-	(25,030)
Increase in investment properties and investment properties under construction	投資物業及在建 投資物業增加	107,732	-	-	107,732
Transfer to investment properties held for sale	轉撥至持作銷售投資物業	(176,839)	-	176,839	-
Disposal	出售	-	-	(352,855)	(352,855)
Changes in fair value of investment properties	投資物業的公允價值變動	19,469	-	2,754	22,223
At 31 December 2018	於2018年12月31日	5,502,607	-	21,693	5,524,300

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

			2018	2017
			2018年	2017年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產		5,502,607	5,472,345
Current assets	流動資產	(e)	21,693	194,955
			5,524,300	5,667,300

(a) All investment properties of the Group were revalued at the end of the year by an independent professionally qualified valuer, CBRE Limited, at fair value. CBRE Limited is an industry specialist in investment property valuation. The fair value represents the amount at which the assets could be exchanged between a knowledgeable and willing buyer and a seller in an arm's length transaction at the date of valuation, in accordance with International Valuation Standards.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Investment properties held by the Group in the consolidated statement of financial position were valued into fair value hierarchy level 3 as shown below. The valuation techniques adopted are the direct comparison approach and the income approach (term and reversion approach), and key inputs are:

- (1) Term yield: the higher the term yield, the lower the fair value;
- (2) Reversionary yield: the higher the reversionary yield, the lower the fair value;
- (3) Market unit rent: the higher the market unit rent, the higher the fair value; and
- (4) Price per square metre: the higher the price, the higher the fair value.

(a) 本集團全部投資物業於年終由獨立專業合資格估值師世邦魏理仕有限公司按公允價值重估。世邦魏理仕有限公司乃專門為投資物業估值的行業專家。公允價值指可按知情自願買家及賣家於估值日期根據國際估值標準經公平交易交換資產的金額。

下表載列如何釐定此等投資物業的公允價值(尤其是,所用的估值技術及輸入數據)的資料以及根據公允價值計量輸入數值可觀察程度劃分公允價值計量的公允價值架構(第一至第三級)。

綜合財務狀況表中本集團所持有投資物業乃按下文所列的公允價值等級第三級進行估值,採納的估值技術為直接比較法及收入法(租期復歸法),而主要輸入數據為:

- (1) 租期收益率:租期收益率越高,公允價值越低;
- (2) 復歸收益率:復歸收益率越高,公允價值越低;
- (3) 市場單位租金:市場單位租金越高,公允價值越高;及
- (4) 每平方米價格:價格越高,公允價值越高。

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

The significant unobservable inputs

重大不可觀察輸入數據

Investment properties

held by the Group

本集團所持有投資物業

Significant unobservable inputs

重大不可觀察輸入數據

Property 1 –
Property in Hangzhou
(Guomao Building)
1號物業－杭州物業
(國貿大廈)

Term yield, taking into account yield of 4% for office portion and 5.5% for retail portion, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，辦公部份租期收益率為4%及零售部份5.5%。

Reversionary yield of 5.5% for office portion and 6% for retail portion, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，辦公部份復歸收益率為5.5%及零售部份6%。

Market unit rent of RMB1.7/sqm/day for office portion and RMB4.9/sqm/day for retail portion, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣1.7元（辦公部份）及每平方米每天人民幣4.9元（商舖部份）。

Price of RMB9,800/sqm for office portion and RMB23,800/sqm for retail portion, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣9,800元（辦公部份）及每平方米人民幣23,800元（商舖部份）。

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

The significant unobservable inputs (continued)

重大不可觀察輸入數據 (續)

Investment properties

held by the Group

本集團所持有投資物業

Significant unobservable inputs

重大不可觀察輸入數據

Property 2 –
Property in Shanghai
(La Vie)
2號物業—上海物業
(逸樂軒)

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，收益率為5%。

Reversionary yield of 5.5%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為5.5%。

Market unit rent of RMB7.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣7.8元。

Price of RMB50,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣50,500元。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 3 –
Property in Hangzhou
(Integrated Service Center)
3號物業－杭州物業
(綜合服務中心)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB3.8/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣3.8元。

Price of RMB20,600/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.
使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣20,600元。

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

The significant unobservable inputs (continued)

重大不可觀察輸入數據 (續)

Investment properties

held by the Group

本集團所持有投資物業

Significant unobservable inputs

重大不可觀察輸入數據

Property 4 –
Property in Hangzhou
(Retail portion of Highlong Plaza)
4號物業－杭州物業
(恒隆廣場商舖部份)

Term yield, taking into account yield of 5.5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB6.3/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣6.3元。

Price of RMB32,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣32,000元。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 5 –
Property in Hangzhou
(Landscape Garden)
5號物業－杭州物業
(山水苑)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB2.4/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣2.4元。

Price of RMB14,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣14,000元。

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

The significant unobservable inputs (continued)

重大不可觀察輸入數據 (續)

Investment properties

held by the Group

本集團所持有投資物業

Significant unobservable inputs

重大不可觀察輸入數據

Property 6 –
Property in Hangzhou
(Hidden Dragon Bay)
6號物業－杭州物業
(隱龍灣)

Term yield, taking into account yield of 5%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5%。

Reversionary yield of 6%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6%。

Market unit rent of RMB4.4/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，所得市場單位租金為每平方米每天人民幣4.4元。

Price of RMB21,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣21,000元。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

Investment properties

held by the Group

本集團所持有投資物業

Property 7 –
Property in Yuyao
(Intime City)
7號物業－余姚物業
(銀泰城)

Significant unobservable inputs

重大不可觀察輸入數據

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.
經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.
經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB4.1/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣4.1元。

Price of RMB16,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣16,500元。

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

13. INVESTMENT PROPERTIES (CONTINUED)

13. 投資物業 (續)

The significant unobservable inputs (continued)

重大不可觀察輸入數據 (續)

Investment properties

held by the Group

本集團所持有投資物業

Significant unobservable inputs

重大不可觀察輸入數據

Property 8 –
Property in Yuyao
(Retail portion of Times Square I)
8號物業 – 余姚物業
(時代廣場一期)

Term yield, taking into account yield of 5.75%, generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.

經計及同類物業產生的收益及為反映確切已取得及即將收取之租期收入而作出之調整，租期收益率為5.75%。

Reversionary yield of 6.25%, taking into account annual unit market rental income and unit market value of the comparable properties.

經計及單位市場年度租金收入及同類物業的單位市值，復歸收益率為6.25%。

Market unit rent of RMB3.0/sqm/day, using direct market comparables and taking into account location and other individual factors such as road frontage, size of property and facilities.

使用直接市場比較方法並經計及位置及臨街道路、物業大小及設施等其他個別因素，市場單位租金為每平方米每天人民幣3.0元。

Price of RMB15,000/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property.

使用直接市場比較法並計及位置與臨街道路及物業大小等其他個別因素，價格為每平方米人民幣15,000元。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

		Commercial properties 商用物業 RMB'000 人民幣千元
Carrying amount at 1 January 2017	於2017年1月1日之賬面值	2,041,750
Additions	添置	996,402
Net loss from a fair value adjustment recognised in other income and gains in profit or loss	於損益中確認為其他收入及收益之 公允價值調整之虧損淨額	(52,352)
Carrying amount at 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日之賬面值	<u>2,985,800</u>
Net loss from a fair value adjustment recognised in other expenses in profit or loss	於損益中確認為其他開支之 公允價值調整之虧損淨額	(109,500)
Carrying amount at 31 December 2018	於2018年12月31日之賬面值	<u>2,876,300</u>

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

分類為第三級公允價值等級之公允價值計量之對賬：

		Commercial properties 商用物業 RMB'000 人民幣千元
Carrying amount at 1 January 2017	於2017年1月1日之賬面值	2,041,750
Additions	添置	996,402
Net loss from a fair value adjustment recognised in other income and gains in profit or loss	於損益中確認為其他收入及收益之 公允價值調整之虧損淨額	(52,352)
Carrying amount at 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日之賬面值	<u>2,985,800</u>
Net loss from a fair value adjustment recognised in other expenses in profit or loss	於損益中確認為其他開支之 公允價值調整之虧損淨額	(109,500)
Carrying amount at 31 December 2018	於2018年12月31日之賬面值	<u>2,876,300</u>

根據貼現現金流量法，公允價值乃採用於資產年限內的所有權利益及負債的假設估值（包括退出值或最終價值）。該方法涉及對物業權益一系列現金流量的預測。採用市場衍生的貼現率預測現金流量，以確立該資產相關收益流的現值。退出收益率通常是單獨釐定且有別於貼現率。

現金流量的持續時間及流入和流出的具體時間乃由諸如租金檢討、租賃續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為（為物業類別的一個特性）所影響。定期現金流量按總收入扣除空置、不可收回開支、收取虧損、租金獎勵、保養費用、代理及佣金費用以及其他經營及管理開支估計。該一系列定期經營收入淨額，連同預計於預測期終結時的終端價值估計金額，隨後進行貼現。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

A significant increase (decrease) in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the long term vacancy rate and the discount rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

There are four properties – the International Office Center, the Office portion of Highlong Plaza and the Serviced apartment portion of Highlong Plaza, three properties in Hangzhou, and the Retail and office portion of Yuyao Zhong An Times Square Phase II, a property in Yuyao – valued and categorised into Level 2 fair value hierarchy, the valuation technique adopted is the direct comparison approach, and the key input is price per square metre. The higher the price, the higher the fair value.

The significant unobservable input for the International Office Center is the price of RMB33,200/sqm to RMB37,600/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2018, the investment property part of the International Office Center is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB2,485,000,000 (2017: RMB2,416,000,000).

The significant unobservable input for the Office portion of Highlong Plaza is the price of RMB14,500/sqm to RMB14,600/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2018, the investment property part of the Office portion of Highlong Plaza is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB68,000,000 (2017: RMB224,500,000).

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

估計租賃價值及市場租金年增長率單獨大幅增加(減少)將導致投資物業之公允價值大幅增加(減少)。長期空置率及貼現率單獨大幅增加(減少)將導致投資物業之公允價值大幅減少(增加)。一般而言，就估計租賃價值作出的假設的變動會導致租金年增長及貼現率出現類似方向變動及導致長期空置率出現反向變化。

共有四處物業—國際辦公中心、恒隆廣場辦公部份及恒隆廣場服務式公寓(三處均為於杭州)及余姚眾安時代廣場二期零售及辦公部份(一處位於余姚之物業)乃按公允價值等級第2級進行估值，採納的估值技術為直接比較法，而主要輸入數據為每平方米價格。價格越高，公允價值越高。

國際辦公中心的重大不可觀察輸入數據為每平方米人民幣33,200元至每平方米人民幣37,600元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2018年12月31日，國際辦公中心的投資物業部份按公允價值等級第2級進行估值，賬面值為人民幣2,485,000,000元(2017年：人民幣2,416,000,000元)

恒隆廣場辦公部份的重大不可觀察輸入數據為每平方米人民幣14,500元至每平方米人民幣14,600元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2018年12月31日，恒隆廣場辦公部份的投資物業部份按公允價值等級第2級進行估值，賬面值為人民幣68,000,000元(2017年：人民幣224,500,000元)。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

The significant unobservable input for the Serviced apartment portion of Highlong Plaza is the price of RMB15,800/sqm to RMB16,300/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2018, the investment property part of the Serviced apartment portion of Highlong Plaza is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB39,000,000 (2017: RMB41,000,000).

By the end of 2017, the Retail and Office portion of Times Square II was originally designed for sale. In October 2018, Management decided to change the usage of the Retail and Office portion of Times Square II from sale to lease out. Significant unobservable input for the Retail portion of Times Square II is the price of RMB14,200/sqm to RMB15,300/sqm and for the Office portion of Times Square II is the price of RMB8,000/sqm to RMB9,500/sqm, using market direct comparables and taking into account location and other individual factors such as road frontage and size of property. As at 31 December 2018, the investment property part of the Retail and Office portion of Times Square II is valued and categorised into Level 2 fair value hierarchy with a carrying amount of RMB56,000,000.

- (b) The Group's investment properties situated on the leasehold land in Mainland China are all leased for 30 to 50 years.

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

恒隆廣場辦公部份的重大不可觀察輸入數據為每平方米人民幣15,800元至每平方米人民幣16,300元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2018年12月31日，恒隆廣場辦公部份的投資物業部份按公允價值等級第2級進行估值，賬面值為人民幣39,000,000元（2017年：人民幣41,000,000元）。

於2017年底，時代廣場二期的零售及辦公部份原先乃以銷售為目的而設計。於2018年10月，管理層議決將時代廣場二期的零售及辦公部份的用途由出售更改為出租。時代廣場二期零售部份的重大不可觀察輸入數據為每平方米人民幣14,200元至每平方米人民幣15,300元的價格，而時代廣場二期的辦公部份的重大不可觀察輸入數據為每平方米人民幣8,000元至每平方米人民幣9,500元的價格，該等數值使用直接市場比較法並計及位置以及臨街道路、物業大小等其他個別因素釐定。於2018年12月31日，已對時代廣場二期的零售及辦公部份投資物業進行估值並分類為公允價值等級第2級，賬面值為人民幣56,000,000元。

- (b) 本集團的投資物業（位於中國內地的租賃土地）租期介乎於30至50年。

13. INVESTMENT PROPERTIES (CONTINUED)

The significant unobservable inputs (continued)

- (c) Investment properties leased out under operating leases

The Group leases out investment properties under operating lease arrangements. All leases run for a period of one to fifteen years, with an option to renew the leases after the expiry dates, at which time all terms will be renegotiated. The Group's total future minimum lease receivables under non-cancellable operating leases arising from investment properties are as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within one year	一年內	74,551	67,233
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	175,829	145,805
After five years	五年以上	61,957	23,330
		312,337	236,368

- (d) At 31 December 2018, certain of the Group's investment properties with a carrying amount of RMB1,238,247,000 (2017: RMB1,732,798,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 26.

As at 31 December 2018, the Group had entered into certain sale and purchase agreements to sell certain investment properties with a carrying amount of RMB21,693,000 (2017: RMB194,955,000). Besides, the Group also received deposits of approximately RMB8,153,000 (2017: RMB32,571,000), and the amount received was recognised as advances from customers as at 31 December 2018.

13. 投資物業 (續)

重大不可觀察輸入數據 (續)

- (c) 根據經營租賃已租出的投資物業

本集團根據經營租賃安排租出投資物業。所有租賃為期一至十五年，並可選擇於到期日後在重新磋商全部條款下續訂租賃。本集團根據不可取消經營租賃由投資物業所得的日後最低租賃款項總額如下：

- (d) 於2018年12月31日，根據附註26所披露，本集團賬面值為人民幣1,238,247,000元(2017年：人民幣1,732,798,000元)的若干投資物業已作本集團獲得計息銀行貸款及其他借款的抵押。

於2018年12月31日，本集團訂立若干買賣協議以出售賬面值為人民幣21,693,000元(2017年：人民幣194,955,000元)的若干投資物業。此外，本集團亦已收取按金約人民幣8,153,000元(2017年：人民幣32,571,000元)。於2018年12月31日，已收取金額獲確認為客戶預付款。

14. PROPERTIES UNDER DEVELOPMENT

14. 開發中物業

			2018	2017
			2018年	2017年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日賬面值		2,851,414	2,323,045
Additions	添置		1,157,277	1,240,691
Transfer to investment properties	轉撥至投資物業	13	(24,924)	(858,814)
Transfer to construction in progress	轉撥至在建工程	12	-	(420,316)
Transfer from investment properties	轉撥自投資物業	13	-	697,000
Transfer to completed properties held for sale	轉撥至持作銷售已落成物業	19	(2,136,698)	(130,192)
Carrying amount at 31 December	於12月31日賬面值		1,847,069	2,851,414
Current assets	流動資產		913,669	2,211,244
Non-current assets	非流動資產		933,400	640,170
			1,847,069	2,851,414

Except for one property located in Japan, the rest of the Group's properties under development are located in Mainland China.

除一處物業位於日本外，本集團其餘開發中物業位於中國內地。

14. PROPERTIES UNDER DEVELOPMENT (CONTINUED)

14. 開發中物業 (續)

		2018	2017
		2018年	2017年
Japan	日本	RMB'000	RMB'000
		人民幣千元	人民幣千元
Freehold	永久業權	77,291	-

The carrying amounts of the properties under development situated on the leasehold land in Mainland China are as follows:

開發中物業(位於中國內地的租賃土地)的賬面值如下:

		2018	2017
		2018年	2017年
Mainland China	中國內地	RMB'000	RMB'000
		人民幣千元	人民幣千元
Leases between 30 and 50 years	租期30年至50年	1,769,778	2,851,414

At 31 December 2018, certain of the Group's properties under development with a carrying amount of RMB753,053,000 (2017: RMB786,511,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 26.

於2018年12月31日,本集團若干開發中物業賬面值為人民幣753,053,000元(2017年:人民幣786,511,000元),如附註26所披露,已作為授予本集團計息銀行貸款及其他借款的抵押。

15. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ AVAILABLE-FOR-SALE INVESTMENTS

15. 指定為按公允價值計入其 他全面收益之股本投資/ 可供出售投資

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收益之股本投資		
Unlisted equity investments, at fair value	非上市股本投資·按公允價值		
Qian Ning Health Industry Co., Ltd	浙江乾寧健康產業有限公司	25,000	-
Anhui Five Star Food Co., Ltd	安徽五星食品股份有限公司	3,300	-
Hangzhou Sui Kang Nursing Home Co., Ltd	杭州隨康養老院有限公司	4,000	-
Shenzhen Xin Shi City Development Investment Co., Ltd	深圳信石城市發展投資有限公司	6,000	-
Maggie and Rose Limited	Maggie and Rose Limited	42,514	-
Zhejiang Xinnongdu Industrial Co., Ltd	浙江新農都實業有限公司	336,000	-
Total	總計	416,814	-
Available-for-sale investments	可供出售投資		
Unlisted equity investments, at fair value	非上市股本投資·按公允價值	-	359,300

15. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ AVAILABLE-FOR-SALE INVESTMENTS (CONTINUED)

Management designated the equity investments as financial assets at fair value through other comprehensive income upon initial application of IFRS 9 on 1 January 2018, as management considered them strategic investments in the long run. The fair value of the unlisted equity investments are determined by reference to the expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics. (Changes of RMB9,000,000 in fair value for the year ended 31 December 2018 or accumulated change in fair value as of 31 December 2018, respectively, has been recognized in other comprehensive income.)

15. 指定為按公允價值計入其他全面收益之股本投資／可供出售投資（續）

管理層於2018年1月1日初始應用國際財務報告準則第9號時將股本投資指定為按公允價值計入其他全面收益之金融資產，原因為管理層認為該等投資屬於長期策略投資。非上市股本投資之公允價值參考預期現金流量釐定，而該現金流量乃按適用於具類似條款及風險特征之項目之現行比率貼現得出。（截至2018年12月31日止年度之公允價值變動人民幣9,000,000元或截至2018年12月31日之累計公允價值變動已分別於其他全面收益確認。）

16. LONG TERM PREPAYMENTS

16. 長期預付款

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposit for acquisition of a subsidiary	收購一間附屬公司之按金	60,000	-
Prepaid land lease payments	預付土地租金款項	51,415	72,290
Maintenance fund	維護資金	19,441	12,031
Prepaid property lease payment	預付物業租賃付款	24,908	38,633
Construction completion deposits	竣工按金	22,944	13,480
Deposits	按金	52,273	52,273
		230,981	188,707

17. DEFERRED TAX ASSETS AND LIABILITIES

The movements in deferred tax assets and liabilities are as follows:

Deferred tax assets

		Unrealised intragroup profit or loss	Losses available for offsetting against future taxable profits	Total
		未變現 集團間損益	可供抵銷 未來應課稅 利潤的虧損	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	3,691	7,398	11,089
Deferred tax charged to the statement of profit or loss during the year	年內於損益表扣除的遞延稅項	(1,715)	1,683	(32)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	1,976	9,081	11,057
Deferred tax charged to the statement of profit or loss during the year	年內於損益表扣除的遞延稅項	-	(6,504)	(6,504)
At 31 December 2018	於2018年12月31日	1,976	2,577	4,553

17. 遞延稅項資產及負債

遞延稅項資產及負債變動如下：

遞延稅項資產

17. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax assets (continued)

In accordance with the PRC laws and regulations, tax losses could be carried forward for five years to offset against its future taxable profits. Deferred tax assets relating to unutilised tax losses are recognised to the extent that it is probable that sufficient taxable profit will be available to allow these deferred tax assets to be utilised.

The Group has no accumulated tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group has accumulated tax losses arising in Mainland China of RMB532,752,000 (2017: RMB413,204,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

17. 遞延稅項資產及負債 (續)

遞延稅項資產 (續)

根據中國法律及法規，稅項虧損可結轉五年以抵銷其日後的應課稅利潤。有關尚未動用稅項虧損的遞延稅項資產，只會在將有足夠應課稅利潤以使該等遞延稅項資產獲得動用時方會確認。

本集團並無於香港產生累計稅項虧損，可用以無限期抵銷各出現虧損的公司日後的應課稅利潤。本集團於中國內地產生人民幣532,752,000元（2017年：人民幣413,204,000元）的累計稅項虧損，將於一至五年內到期，以抵銷日後的應課稅利潤。由於該等附屬公司已產生虧損一段時間，且認為並無可能有可用作扣減稅務虧損的應課稅利潤，故並無就該等虧損確認遞延稅項資產。

17. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax liabilities

17. 遞延稅項資產及負債 (續)

遞延稅項負債

		Fair value adjustment of investment properties	Fair value adjustment of equity investment at fair value through other comprehensive income	With-holding tax	Others*	Total
		投資物業公允價值調整	按公允價值計入其他全面收益之股本投資公允價值調整	預扣稅	其他*	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	902,079	-	12,073	70,442	984,594
Realised during the year	於年內變現	(138,164)	-	-	(900)	(139,064)
Deferred tax credited to the statement of profit or loss during the year	年內於損益表進賬的遞延稅項	206,026	-	7,270	28,495	241,791
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	969,941	-	19,343	98,037	1,087,321
Realised during the year	於年內變現	(127,857)	-	-	(24,441)	(152,298)
Deferred tax(charged)/credited to the statement of profit or loss during the year	年內於損益表(扣除)/進賬的遞延稅項	(702)	-	3,503	12,302	15,103
Deferred tax credited to the statement of other comprehensive income during the year	年內於其他全面收益表進賬的遞延稅項	-	2,250	-	-	2,250
At 31 December 2018	於2018年12月31日	841,382	2,250	22,846	85,898	952,376

* Others mainly include temporary differences regarding capitalised finance costs.

* 其他主要包括與資本化融資成本相關的暫時差額。

17. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Pursuant to the PRC Corporate Income Tax Law (the “New CIT 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 Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

Other than the above deferred tax liability in relation to the PRC withholding income tax provided, no deferred taxation has been provided for the distributable retained profits of approximately RMB431,728,000 (2017: RMB352,489,000), which were derived from the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

17. 遞延稅項資產及負債 (續)

根據中國企業所得稅法(「新企業所得稅法」),須向於中國成立的外資企業的海外投資者宣派股息徵收10%預扣稅。有關規定自2008年1月1日起生效,並適用於2007年12月31日後所產生之盈利。倘中國內地與外資投資者所屬司法權區之間定有稅務優惠則可按較低預扣稅率繳稅。本集團之適用比率為10%。因此,本集團須就該等於中國成立之附屬公司就2008年1月1日起產生之盈利而分派之股息繳交預扣稅。

除與上文載列的中國預扣所得稅相關的遞延稅項負債外,概無就源自中國附屬公司的可分派保留溢利約人民幣431,728,000元(2017年:人民幣352,489,000元)作出遞延稅項撥備,因為本集團能控制暫時性差額撥回的時間且暫時性差額可能於可見未來不會撥回。

18. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

Percentage of equity interest held by non-controlling interests:

		2018 2018年	2017 2017年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 ([眾安盛隆])	10%	10%
Hangzhou Zheng Jiang Real Estate Development Co., Ltd. ("Hangzhou Zheng Jiang")	杭州正江房地產開發有限公司 ([杭州正江])	7.5%	7.5%
Zhejiang Heng Fa Real Estate Co. Ltd. ("Zhejiang Heng Fa")	浙江恒發置業有限公司 ([浙江恒發])	49%	49%

Accumulated balances of non-controlling interests at the reporting date:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	132,916	146,506
Hangzhou Zheng Jiang	杭州正江	13,791	7,613
Zhejiang Heng Fa	浙江恒發	62,486	18,175

Profit/(loss) for the year allocated to non-controlling interests:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(16,796)	(13,329)
Hangzhou Zheng Jiang	杭州正江	(2,711)	(557)
Zhejiang Heng Fa	浙江恒發	44,310	(6,325)

18. 部份擁有的附有重大非控股權益的附屬公司

擁有重大非控股權益的本集團附屬公司詳情載列如下：

非控股權益持有股權百分比：

		2018 2018年	2017 2017年
Zhejiang Zhong An Sheng Long Commercial Co., Ltd. ("Zhong An Sheng Long")	浙江眾安盛隆商業有限公司 ([眾安盛隆])	10%	10%
Hangzhou Zheng Jiang Real Estate Development Co., Ltd. ("Hangzhou Zheng Jiang")	杭州正江房地產開發有限公司 ([杭州正江])	7.5%	7.5%
Zhejiang Heng Fa Real Estate Co. Ltd. ("Zhejiang Heng Fa")	浙江恒發置業有限公司 ([浙江恒發])	49%	49%

於報告日期非控股權益累計結餘：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	132,916	146,506
Hangzhou Zheng Jiang	杭州正江	13,791	7,613
Zhejiang Heng Fa	浙江恒發	62,486	18,175

年內分派予非控股權益的盈利／(虧損)：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Zhong An Sheng Long	眾安盛隆	(16,796)	(13,329)
Hangzhou Zheng Jiang	杭州正江	(2,711)	(557)
Zhejiang Heng Fa	浙江恒發	44,310	(6,325)

18. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

18. 部份擁有的附有重大非控股權益的附屬公司 (續)

下表載列以上附屬公司的財務資料概要。所披露的金額為於任何公司間對銷前之金額：

		Zhong An	Hangzhou	Zhejiang
		Sheng Long	Zheng Jiang	Heng Fa
		眾安盛隆	杭州正江	浙江恒發
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
2018				
2018年				
Revenue	收入	53,743	13,324	291,925
Changes in fair value of investment properties	投資物業公允價值變動	(50,783)	(27,297)	–
Total expenses	開支總額	(170,922)	(22,177)	(201,496)
(Loss)/profit and total comprehensive income for the year	年內(虧損)/溢利及全面收益總額	(167,962)	(36,150)	90,429
Current assets	流動資產	3,260,460	709,094	379,004
Non-current assets	非流動資產	3,003,544	236,477	6,682
Current liabilities	流動負債	(4,447,845)	(761,688)	(259,890)
Non-current liabilities	非流動負債	(487,000)	–	–
Net cash flows (used in)/generated from operating activities	營運活動(耗用)/產生現金流量淨額	(43,217)	619	(675)
Net cash flows generated from investing activities	投資活動產生現金流量淨額	165,712	207	–
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	122,495	826	(675)

18. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations: (continued)

18. 部份擁有的附有重大非控股權益的附屬公司(續)

下表載列以上附屬公司的財務資料概要。所披露的金額為於任何公司間對銷前之金額：(續)

		Hangzhou		
		Zhong An	Zheng	Zhejiang
		Sheng Long	Jiang	Heng Fa
		眾安盛隆	杭州正江	浙江恒發
2017		RMB'000	RMB'000	RMB'000
2017年		人民幣千元	人民幣千元	人民幣千元
Revenue	收入	43,737	13,576	–
Changes in fair value of investment properties	投資物業公允價值變動	(19,578)	(23,028)	–
Total expenses	開支總額	(86,513)	2,022	16,154
(Loss)/profit and total comprehensive income for the year	年內(虧損)/溢利及全面收益總額	(62,354)	(7,430)	16,154
Current assets	流動資產	2,639,851	713,528	298,017
Non-current assets	非流動資產	3,147,234	346,180	3,627
Current liabilities	流動負債	(3,652,964)	(839,676)	(266,277)
Non-current liabilities	非流動負債	(637,000)	–	–
Net cash flows generated from/(used in) operating activities	營運活動產生/(耗用)現金流量淨額	538,109	(1,183)	(56,654)
Net cash flows used in investing activities	投資活動耗用現金流量淨額	(538,109)	(10)	(497)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	–	(1,193)	(57,151)

19. COMPLETED PROPERTIES HELD FOR SALE

19. 持作銷售已竣工物業

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	1,282,967	1,232,200
Transfer from properties under development	轉撥自開發中物業	2,136,698	130,192
Transfer to investment properties	轉撥至投資物業	(80,006)	-
Cost of properties sold	已出售物業成本	(1,330,618)	(79,425)
Carrying amount at 31 December	於12月31日之賬面值	2,009,041	1,282,967

As at 31 December 2018, certain of the Group's completed properties held for sale of RMB1,524,606,000 (2017: RMB1,086,533,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group as disclosed in note 26.

於2018年12月31日，本集團若干持作銷售已落成物業為人民幣1,524,606,000元（2017年：人民幣1,086,533,000元），如附註26所披露，已作為授予本集團計息銀行貸款及其他借款的抵押。

20. TRADE AND BILLS RECEIVABLES

20. 應收貿易賬款及票據

The Group's trading terms with its customers are mainly lease receivables on credit. The credit period is generally one month, extending up to three months for major customers. All balances of the trade receivables as at the end of the year were neither past due nor impaired and aged within one to three months, and are expected to be recovered within one year. The Group assessed that there is no significant loss allowance recognised in accordance with the ECL model under IFRS 9 as at 31 December 2018.

本集團與其客戶訂立的貿易條款主要為信貸租賃應收款項。信貸期一般為一個月，就主要客戶而言最多延長至三個月。應收貿易賬款於年底的所有餘額均未逾期或減值，且賬齡為一至三個月及預期於一年內可予收回。於2018年12月31日，本集團評估概無根據國際財務報告準則第9號項下預期信貸虧損模式已確認之重大虧損撥備。

The movements in the loss allowance for impairment of trade receivables are as follows:

就應收貿易賬款減值計提虧損撥備的變動如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
At beginning of year	於年初	-	-
Effect of adoption of IFRS 9	採納國際財務報告準則第9號的影響	-	-
At beginning of year (restated)	於年初（經重列）	-	-
Impairment losses	減值虧損	-	-
At end of year	於年末	-	-

Trade receivables are non-interest-bearing and unsecured.

應收貿易賬款為免息及無抵押。

21. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

21. 預付款項、其他應收款項及其他資產

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Advances to suppliers	預付款給供應商	32,563	30,015
Project construction guarantee deposits	項目工程擔保按金	44,592	39,312
Recoverable prepayment for land acquisition cancelled	已註銷土地收購的可收回預付款項	122,500	-
Prepaid other tax	預付其他稅項	113,444	26,752
Other receivables	其他應收款項	90,480	47,227
		403,579	143,306

As at 31 December 2018, other receivables of the Group are considered to be low credit risk and thus the Group has assessed that the ECL for other receivables is immaterial under the 12 months expected loss method.

The movements in the loss allowance for impairment of prepayments, other receivables and other assets are as follows:

於2018年12月31日，本集團之其他應收款項被視為信貸風險較低，故本集團已根據12個月預期虧損法評估，其他應收款項之預期信貸虧損乃屬不重大。

就預付款項、其他應收款項及其他資產減值計提虧損撥備的變動如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
At beginning of year	於年初	-	-
Effect of adoption of IFRS 9	採納國際財務報告準則第9號的影響	-	-
At beginning of year (restated)	於年初(經重列)	-	-
Impairment losses	減值虧損	-	-
At end of year	於年末	-	-

22. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

22. 現金及現金等價物及受限制現金

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	618,757	430,000
Time deposits	定期存款	6,565	182,463
		625,322	612,463
Less: Restricted cash	減：受限制現金	(76,415)	(289,151)
Cash and cash equivalents	現金及現金等價物	548,907	323,312
Current assets	流動資產	69,850	149,224
Non-current assets	非流動資產	6,565	139,927
Restricted cash	受限制現金	76,415	289,151

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place in designated bank accounts certain amounts of pre-sale proceeds of properties as guarantee deposits for the construction of the related properties. The deposits can be used for purchases of construction materials and payments of the construction fees of the relevant property projects when approval from the relevant local government authorities is obtained. As at 31 December 2018, these guarantee deposits amounted to approximately RMB64,820,000 (2017: RMB105,905,000).

Besides, certain of the Group's bank accounts of approximately RMB5,030,000 (2017: RMB783,000) were pledged to banks for the timely repayment of the loans.

銀行存款基於銀行日常儲蓄率以浮動利率計息。短期定期存款為一天至三個月不等的期限（視本集團的即時現金需求而定），及按不同的短期定期存款利率計息。銀行結餘及受限制現金均存放於近期並無違約歷史的信譽良好之銀行。

根據中國相關法規，本集團的若干物業開發公司須將所收取的若干物業預售所得款項存放於指定銀行賬戶，作為相關物業建設的擔保按金。當取得相關當地政府部門的批准後，按金可用於購置相關物業項目的建築材料及支付建築費用。於2018年12月31日，該擔保按金約為人民幣64,820,000元（2017年：人民幣105,905,000元）。

此外，本集團之若干銀行賬目約人民幣5,030,000元（2017年：人民幣783,000元）已質押予銀行，以時償還貸款。

22. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (CONTINUED)

As at 31 December 2018, none of the Group's current time deposits (2017: RMB42,536,000) was pledged to secure interest-bearing bank loans and other borrowings granted to the Group as disclosed in note 26.

As at 31 December 2018, certain of the Group's non-current time deposits of RMB6,562,000 (2017: RMB1,000,000) were pledged to banks as guarantees for mortgage facilities granted to purchasers of the Group's properties.

As at 31 December 2018, certain of the Group's non-current time deposits of RMB3,000 (2017: RMB138,927,000) were pledged to secure interest-bearing bank loans and other borrowings granted to the Group as disclosed in note 26.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB561,718,204 (2017: RMB420,390,604). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

23. TRADE PAYABLES

An aging analysis of the Group's trade payables as at the end of the reporting period, based on the payment due dates, is as follows:

Within six months	6個月內
Over six months but within one year	超過6個月但於1年內
Over one year	超過1年

The trade payables are unsecured and interest-free and are normally settled based on the progress of construction.

22. 現金及現金等價物及受限制現金 (續)

誠如附註26所披露，於2018年12月31日，本集團概無質押即期定期存款（2017年：人民幣42,536,000元），作為本集團獲授計息銀行貸款及其他借款之擔保。

於2018年12月31日，本集團之若干非即期定期存款人民幣6,562,000元（2017年：人民幣1,000,000元）已質押予銀行，作為向本集團物業買家獲授按揭信貸之擔保。

誠如附註26所披露，於2018年12月31日，本集團之若干非即期定期存款人民幣3,000元（2017年：人民幣138,927,000元）已予以質押，作為本集團獲授計息銀行貸款及其他借款之擔保。

於報告期末，本集團以人民幣列值的現金及銀行結餘為人民幣561,718,204元（2017年：人民幣420,390,604元）。人民幣不得自由兌換為其他貨幣，然而，根據中國內地外匯管制規定以及結匯、售匯及付匯管理規定，本集團獲准透過有權進行外匯業務的銀行將人民幣兌換為其他貨幣。

23. 應付貿易賬款

本集團應付貿易賬款於報告期末按付款到期日計算的賬齡分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within six months	6個月內	602,405	590,329
Over six months but within one year	超過6個月但於1年內	64,857	117,687
Over one year	超過1年	23,531	42,358
		690,793	750,374

應付貿易賬款乃無抵押及免息且一般按建築進度支付。

24. OTHER PAYABLES AND ACCRUALS

24. 其他應付款項及應計費用

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposits related to construction	有關建築的按金	30,317	40,894
Payables for acquisition of subsidiaries	就收購附屬公司應付的款項	15,059	15,060
Tax surcharges	附加稅	26,842	19,548
Guarantee deposits	擔保按金	46,231	41,540
Other payables	其他應付款項	66,497	62,081
		184,946	179,123

Other payables are unsecured and interest-free.

其他應付款項為無抵押並且不計息。

25. CONTRACT LIABILITIES/ADVANCES FROM CUSTOMERS

25. 合約負債／客戶預付款

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract liabilities	合約負債	1,123,792	-
Advance from customers	客戶預付款	-	1,088,863
		1,123,792	1,088,863

Contract liabilities and advances from customers represent sales proceeds received from buyers in connection with the Group's pre-sale of properties.

合約負債及客戶預付款指就本集團之預售物業已收買方之銷售所得款項。

Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:

於2018年12月31日及2018年1月1日之合約負債詳情如下：

		31 December	1 January
		2018	2018
		2018年	2018年
		12月31日	1月1日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Short-term advances received from customers</i>	已收客戶的短期預付款		
Sale of properties	銷售物業	1,123,792	1,088,863

26. INTEREST-BEARING BANK AND OTHER BORROWINGS

26. 計息銀行貸款及其他借款

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current:	即期：		
Bank loans – secured	銀行貸款－有抵押	922,460	1,130,739
Bank loans – unsecured	銀行貸款－無抵押	–	50,000
		922,460	1,180,739
Non-current:	非即期：		
Bank loans – secured	銀行貸款－有抵押	1,235,625	1,117,000
Other loans – secured	其他貸款－有抵押	810,000	810,000
		2,045,625	1,927,000
		2,968,085	3,107,739
Repayable:	須於下列期間償還：		
Within one year or on demand	一年內或要求時	922,460	1,180,739
Over one year but within two years	多於一年但少於兩年	320,500	1,270,000
Over two years but within five years	多於兩年但少於五年	1,565,000	487,000
Over five years	五年以上	160,125	170,000
		2,968,085	3,107,739

Except for certain short term bank and other borrowings amounting to RMB1,010,000,000 (2017: RMB1,201,000,000) that bear interest at fixed rates, all bank loans bear interest at floating rates.

除若干按固定利率計息之短期銀行貸款及其他借款人民幣1,010,000,000元(2017年：人民幣1,201,000,000元)·所有銀行貸款按浮動利率計息。

26. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

The Group's bank and other borrowings bear interest at effective interest rates ranging as follows:

		2018 2018年	2017 2017年
Effective interest rates	實際利率	0.90% – 8.20%	0.90% – 8.20%

The carrying amounts of all the Group's borrowings during the year were denominated as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
RMB loans and borrowings	人民幣貸款及借款	2,968,085	2,787,390
US\$ loans and borrowings	美元貸款及借款	–	282,784
JPY loans and borrowings	日元貸款及借款	–	37,565
		2,968,085	3,107,739

The Group's bank and other borrowings were secured by the pledges of the following assets at the end of reporting period as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying value of the Group's assets:	本集團資產的賬面值：		
Investment properties	投資物業	1,238,247	1,732,798
Properties under development	開發中物業	753,053	786,511
Completed properties held for sale	持作銷售已落成物業	1,524,606	1,086,533
Restricted cash	受限制現金	5,033	182,246
Property and equipment	物業及設備	498,179	90,704
		4,019,118	3,878,792

At 31 December 2018, the Group's borrowings of RMB479,000,000 (2017: Nil) were guaranteed by Mr. Shi Kancheng (Note 31(3)(iii)).

本集團的銀行貸款及其他借款按以下實際利率計息：

本集團於年內所有借款的賬面值按以下貨幣計值，詳情如下：

於報告期末，本集團銀行貸款及其他借款由以下資產質押作抵押：

於2018年12月31日，本集團之借款人民幣479,000,000元（2017年：無）乃由施侃成先生提供擔保（附註31(3)(iii)）。

27. SHARE CAPITAL

Shares

Authorised:
5,000,000,000 (2017: 5,000,000,000)
ordinary shares of HK\$0.10 each

法定：
5,000,000,000股
每股面值0.10港元的普通股
(2017年：5,000,000,000股)

Issued and fully paid:
1,834,968,000 (2017: 1,846,132,000)
ordinary shares of HK\$0.10 each

已發行及繳足：
1,834,968,000股
每股面值0.10港元的普通股
(2017年：1,846,132,000股)

27. 股本

股份

2018
2018年
RMB'000
人民幣千元

2017
2017年
RMB'000
人民幣千元

HK\$500,000港元

HK\$500,000港元

RMB人民幣144,850元

RMB人民幣147,503元

A summary of movements in the Company's issued share capital is as follows:

本公司已發行股本變動概述如下：

		Number of shares in issue 已發行 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2017	於2017年12月31日	1,846,132,000	147,503	583,836	731,339
Repurchase of shares (Note(a))	回購股份 (附註(a))	(11,164,000)	(2,653)	(10,603)	(13,256)
At 31 December 2018	於2018年12月31日	1,834,968,000	144,850	573,233	718,083

Note:

附註：

(a) On 17 May 2018 and 18 May 2018, the Company repurchased its own shares amounting to 740,000 and 9,076,000 separately at market value of HK\$1.45 per share. On 7 June 2018, the Company cancelled these shares. On 19 June 2018, the Company repurchased its own shares amounting to 1,348,000 at market value of HK\$1.42 per share. On 7 July 2018, the Company cancelled these shares. The share capital was written down by RMB797,000 and RMB1,856,000 respectively at a historical convert proportion, and the share premium was written down by the remaining amount.

(a) 於2018年5月17日及2018年5月18日，本公司分別按市值每股1.45港元購回其自身股份740,000股及9,076,000股。於2018年6月7日，本公司註銷該等股份。於2018年6月19日，本公司按市值每股1.42港元購回其自身股份1,348,000股。於2018年7月7日，本公司註銷該等股份。股本按歷史兌換比例分別撇減人民幣797,000元及人民幣1,856,000元，股份溢價已按餘額撇減。

28. OTHER RESERVE

Other reserve represented the reserve from the share option scheme adopted by Zhong An Real Estate Limited (the “Parent Company”), the parent company of the Group, who operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations. The Scheme became effective on 15 May 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from the offer date.

Certain directors of the Group were granted these share options. In respect of their services to the Group, the relevant share-based payment transactions were accounted for in the consolidated financial statements.

Pursuant to the Scheme adopted by the Parent Company, the initial maximum number of shares which may be allotted and issued upon exercise of all options granted (excluding options which have lapsed in accordance with the terms of the Scheme and other share option schemes of the Parent Company and its subsidiaries (the “Parent Group”), if any) under the Scheme and other share option schemes of the Parent Group (if any) must not exceed 10% of the shares of the Parent Company in issue as at 15 May 2009, being the date of approval of the Scheme by the shareholders at the annual general meeting of the Parent Company. Such maximum number may however be refreshed at a general meeting of the Parent Company by shareholders. In addition, no options may be granted under the Scheme or other share option schemes adopted by the Parent Group (if any) if the grant of such option will result in the maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted but yet to be exercised under the Scheme and other share option schemes adopted by the Parent Group (if any) exceeding 30% of the issued share capital of the Parent Company from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Parent Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

28. 其他儲備

其他儲備指來自本集團母公司眾安房產有限公司（「母公司」）所採納的購股權計劃的儲備。購股權計劃（「該計劃」）由母公司營運，以向為本集團營運成功作出貢獻的合資格參與者提供鼓勵及獎勵。該計劃於2009年5月15日起生效，除非另行註銷或修訂，否則將由要約日期起十年內有效。

本集團若干董事獲授該等購股權，就彼等對本集團的服務而言，相關以股份為基礎支付的交易獲計及並已計入有關期間綜合財務報表。

根據母公司所採納的該計劃，因根據該計劃及母公司及其附屬公司（「母公司集團」）其他購股權計劃（如有）所授出的全部購股權（不包括根據該計劃及母公司集團其他購股權計劃（如有）的條款已告失效的購股權）獲行使而可予配發及發行的初步最高股份數目，不得超過母公司於2009年5月15日（即股東於母公司股東週年大會上批准該計劃之日期）已發行股份的10%。然而，有關最高股份數目可於母公司股東大會上由股東作出更新。此外，倘授出有關購股權將導致根據購股權計劃及母公司集團採納的其他購股權計劃（如有）已授出但未行使的所有購股權獲行使而可予配發及發行的最高股份數目超過母不時已發行股本的30%，則不可根據購股權計劃或母公司集團採納的其他購股權計劃（如有）授出該等購股權。於任何十二個月期間內可根據購股權向該計劃下每名合資格參與者發行的最高股份數目，僅限於母公司於任何時間已發行股份的1%。任何進一步授出超過此限額的購股權須於股東大會上取得股東的批准。

28. OTHER RESERVE (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Parent Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Parent Company, or to any of their associates, in excess of 0.1% of the shares of the Parent Company in issue at any time or with an aggregate value (based on the price of the Parent Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted by the grantee within 21 days from the date of offer at a consideration of HK\$1.00. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one to five years and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the highest of:

- (i) the Stock Exchange closing price of the Parent Company's shares on the date of offer of the share options;
- (ii) the average Stock Exchange closing price of the Parent Company's shares for the five trading days immediately preceding the date of offer; and
- (iii) the nominal value of a share of the Parent Company.

28. 其他儲備 (續)

授予母公司董事、主要行政人員或主要股東或彼等任何聯繫人士的購股權，須事先獲得獨立非執行董事的批准。此外，如果於任何十二個月期間授予母公司主要股東或獨立非執行董事，或彼等的任何聯繫人的任何購股權超過母公司於任何時間已發行股份的0.1%或其總值（根據本公司於授出日期的股價計算）超過5,000,000港元，則須事先於股東大會上取得股東批准。

授出購股權的要約可自要約日期起21日內由承授人按代價1.00港元接納。所授出購股權之行使期由董事釐定，並於一至五年之歸屬期後開始，至自購股權要約日期起不遲於十年之日或該計劃之屆滿日期（以較早發生者為準）為止。

購股權之行使價由董事釐定，但不可低於以下最高者：

- (i) 母公司股份於購股權要約日期在聯交所之收市價；
- (ii) 母公司股份於緊接要約日期前五個營業日在聯交所之平均收市價；及
- (iii) 母公司每股股份的面值。

28. OTHER RESERVE (CONTINUED)

The share options granted to certain directors of the Group were outstanding under the Scheme during the reporting periods:

		2018 2018年 Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	2018 2018年 Number of options 購股權 數目 '000 千份	2017 2017年 Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	2017 2017年 Number of options 購股權 數目 '000 千份
At 1 January	於1月1日	2.12	5,053	2.12	5,053
At 31 December	於12月31日	2.12	5,053	2.12	5,053

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting periods are as follows:

2018

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日
2,403	HK\$2.58 2.58港元	9 July 2010 to 8 July 2019 2010年7月9日至2019年7月8日
<u>5,053</u>		

2017

Number of options 購股權數目 '000 千份	Exercise price* 行使價* per share 每股	Exercise period 行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日
2,403	HK\$2.58 2.58港元	9 July 2010 to 8 July 2019 2010年7月9日至2019年7月8日
<u>5,053</u>		

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Parent Company's share capital.

The Group did not recognise any share option expense during the year ended 31 December 2018. (2017: Nil)

28. 其他儲備 (續)

於報告期間，授予本集團若干董事的購股權乃該計劃下尚未行使之購股權：

		2018 2018年 Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	2018 2018年 Number of options 購股權 數目 '000 千份	2017 2017年 Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	2017 2017年 Number of options 購股權 數目 '000 千份
At 1 January	於1月1日	2.12	5,053	2.12	5,053
At 31 December	於12月31日	2.12	5,053	2.12	5,053

於報告期末，尚未行使購股權之行使價及行使期如下：

2018年

購股權數目 '000 千份	行使價* 行使價* 每股	行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日
2,403	HK\$2.58 2.58港元	9 July 2010 to 8 July 2019 2010年7月9日至2019年7月8日
<u>5,053</u>		

2017年

購股權數目 '000 千份	行使價* 行使價* 每股	行使期
2,650	HK\$1.85 1.85港元	22 January 2014 to 21 January 2021 2014年1月22日至2021年1月21日
2,403	HK\$2.58 2.58港元	9 July 2010 to 8 July 2019 2010年7月9日至2019年7月8日
<u>5,053</u>		

* 購股權的行使價在供股或紅股發行或母公司股本的其他相若變動情況下可予調整。

截至2018年12月31日止年度，本集團並無確認任何購股權開支。(2017年：無)

29. RESERVES

(a) Share premium

The share premium represents the excess of ordinary shares paid by the shareholders over their nominal value.

(b) Capital reserve

- (i) On 30 May 2014, the Company and its related parties signed the deed of novation, assignment and set-off (the "Deed"). The Deed settled and set-off the outstanding balances of the Company with related parties. The net debts due to and owing by the Company to Ideal World after set-off, amounting to approximately RMB963,639,000, were settled by the Company by allotting and issuing 1,000,000 new shares amounting to RMB80,000 credited as fully paid to Ideal World.
- (ii) On 31 May 2014, the directors were authorised to capitalise HK\$126,700,000, equivalent to RMB100,825,000, by using the exchange rate on that day, standing to the credit of the capital reserve account of the Company, so that 1,267,000,000 shares were allotted and issued, pursuant to this resolution.
- (iii) Deemed contribution by the controlling shareholder represented certain residual interests of the residential business remaining in certain subsidiaries and was contributed by the controlling shareholder to the Group.

29. 儲備

(a) 股份溢價

本公司股份溢價指股東支付之普通股金額超過其面值。

(b) 資本儲備

- (i) 於2014年5月30日，本公司及其關聯方訂立更替、轉讓及抵銷契據（「該契據」）。該契據結算及抵銷本公司與關聯方的尚未償還結餘。於抵銷後，本公司應付及欠付Ideal World的債務淨額約為人民幣963,639,000元，由本公司透過向Ideal World配發及發行1,000,000股入賬列作繳足新股份而償付，金額達人民幣80,000元。
- (ii) 於2014年5月31日，董事獲授權擴充資本126,700,000港元（按當日匯率計算相當於人民幣100,825,000元），計入本公司資本儲備賬，以根據本決議案配發及發行1,267,000,000股股份。
- (iii) 被視為控股股東出資指若干附屬公司餘下的住宅業務的若干權益，並由控股股東注入本集團。

29. RESERVES (CONTINUED)

(c) Statutory surplus reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC group companies, each of the subsidiaries of the Group that is domiciled in Mainland China is required to allocate 10% of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of its registered capital.

In addition, certain of the PRC group companies are foreign investment enterprises which are not subject to the SSR allocation. According to the relevant PRC regulations applicable to foreign investment enterprises, each of these subsidiaries is required to allocate a certain portion (not less than 10%) of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory reserve fund until such reserve reaches 50% of its registered capital.

29. 儲備

(c) 法定盈餘儲備

根據中國公司法及中國集團公司各自的組織章程細則，位於中國內地的本集團各附屬公司須撥付其除稅後利潤的10%（根據中國會計準則釐定）至法定盈餘公積（「法定盈餘公積」），直至該項公積達至其各自註冊資本的50%。

此外，由於若干中國集團公司為外資企業，故毋須提取法定盈餘公積。根據適用於外資企業的有關中國法規，該等附屬公司均須將根據中國會計準則所釐定的除稅後利潤的若干部份（不少於10%）撥至法定準備金，直至該項準備金達至其註冊資本的50%。

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in financial liabilities arising from financing activities

30. 綜合現金流量表附註

融資活動產生之金融負債變動

		Bank and other loans 銀行及其他貸款 人民幣千元 RMB'000
At 1 January 2018	於2018年1月1日	3,107,739
Changes from financing cash flows	融資現金流量變動	(139,654)
At 31 December 2018	於2018年12月31日	2,968,085
At 1 January 2017	於2017年1月1日	3,300,609
Changes from financing cash flows	融資現金流量變動	(192,870)
At 31 December 2017	於2017年12月31日	3,107,739

31. RELATED PARTY TRANSACTIONS

31. 關聯方交易

(1) Name and relationship

(1) 名稱及關係

Name of related parties 關聯方名稱	Relationship with the Group 與本集團關係
Mr. Shi Kancheng 施侃成先生	Ultimate controlling shareholder 最終控股股東
Yuyao Zhong An Property Co., Ltd. 余姚眾安置業有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhejiang Zhong An Property Management Co., Ltd. 浙江眾安物業服務有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Group Co., Ltd. 眾安集團有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Real Estate Co., Ltd. 眾安房產有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Glorious Days Management Co., Ltd. 好時管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Anhui Zhong An Real Estate Development Co., Ltd. 安徽眾安房地產開發有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhejiang Anyuan Agriculture Development Co., Ltd. 浙江安源農業開發有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Hong Kong Huiyuan Real Estate Limited 香港匯源地產有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Ruikai Management Co., Ltd. 瑞凱管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Asset Management Co., Ltd. 眾安資產管理有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Corporate Finance Limited 眾安融資有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Finance Limited 眾安財務有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司
Zhong An Securities Limited 眾安證券有限公司	Company controlled by the ultimate controlling shareholder 由最終控股股東控制的公司

31. RELATED PARTY TRANSACTIONS (CONTINUED)

(2) Outstanding balances with related parties:

(i) Amounts due from related companies

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Zhong An Real Estate Co., Ltd.	眾安房產有限公司	7,017	7,523
Glorious Days Management Co., Ltd.	好時管理有限公司	17,524	31,765
		24,541	39,288

Amounts due from related companies were interest-free, unsecured and had no fixed terms of repayment.

(2) 與關聯方的未償還結餘：

(i) 應收關聯公司款項

應收關聯公司款項為免息、無抵押及無固定償還期限。

31. RELATED PARTY TRANSACTIONS (CONTINUED)

(2) Outstanding balances with related parties: (continued)

(ii) Amounts due to related companies

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Hangzhou Huijun Information Technology Co., Ltd.	杭州匯駿信息技術有限公司	107,912	-
Hangzhou Junjie Investment Co., Ltd.	杭州駿捷投資有限公司	55,427	-
Zhong An Group Co., Ltd.	眾安集團有限公司	260,515	427,715
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	800	800
Anhui Zhong An Real Estate Development Co., Ltd.	安徽眾安房地產開發有限公司	186,316	186,316
Yuyao Zhong An Property Co., Ltd.	余姚眾安置業有限公司	79,298	79,044
Zhejiang Anyuan Agriculture Development Co., Ltd.	浙江安源農業開發有限公司	1,685	2,346
Hong Kong Huiyuan Real Estate Limited	香港匯源地產有限公司	252,330	-
Ruikai Management Co., Ltd.	瑞凱管理有限公司	35,645	-
Zhong An Asset Management Co., Ltd.	眾安資產管理有限公司	1,745	-
Zhong An Corporate Finance Limited	眾安融資有限公司	1,745	-
Zhong An Finance Limited	眾安財務有限公司	1,746	-
Zhong An Securities Limited	眾安證券有限公司	1,745	-
		986,909	696,221

Amounts due to related companies were interest-free, unsecured and had no fixed terms of repayment.

應付關聯公司款項為免息、無抵押及無固定償還期限。

31. 關聯方交易 (續)

(2) 與關聯方的未償還結餘：(續)

(ii) 應付關聯公司款項

31. RELATED PARTY TRANSACTIONS (CONTINUED)

(3) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

(i) Property service fee

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Zhejiang Zhong An Property Management Co., Ltd.	浙江眾安物業服務有限公司	800	800

(ii) Compensation of key management personnel of the Group, which comprises the remuneration of the directors, is disclosed in note 8.

(iii) As disclosed in note 26, the Group's borrowings of RMB479,000,000 (2017: Nil) were guaranteed by Mr. Shi Kancheng at 31 December 2018.

32. COMMITMENTS

The Group had the following commitments for property development expenditure at the end of the reporting period:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for: Properties under development	已訂約但未撥備： 開發中物業	480,259	520,421

31. 關聯方交易 (續)

(3) 除於該等財務報表其他部份的交易詳情外，於年內本集團與關聯方進行的交易如下：

(i) 物業服務費用

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		800	800

(ii) 本集團主要管理人員的薪酬(包括董事薪酬)已於附註8披露。

(iii) 誠如附註26所披露，於2018年12月31日，本集團之借款人民幣479,000,000元(2017年：無)乃由施侃成先生提供擔保。

32. 資本承擔

於報告期末，本集團就物業開發支出的資本承擔如下：

33. OPERATING LEASE COMMITMENTS**As lessor**

The Group leases its investment properties under operating lease arrangements on terms ranging from one to fifteen years and with an option for renewal after the expiry dates, at which time all terms will be renegotiated.

At 31 December 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	74,551	67,233
In the second to fifth years, inclusive	第二至第五年(首尾兩年包括在內)	175,829	145,805
After five years	五年後	61,957	23,330
		312,337	236,368

As lessee

The Group leases certain of its office properties and office equipment under operating lease arrangements, negotiated for terms from one to nine years with an option for renewal after the expiry dates, at which time all terms will be renegotiated.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	18,599	22,850
In the second to fifth years, inclusive	第二至第五年(首尾兩年包括在內)	105,975	98,848
After five years	五年後	256,700	283,321
		381,274	405,019

33. 經營租賃承擔**作為出租人**

本集團根據經營租賃安排出租其投資物業，租期介乎一至十五年，並可選擇於到期日後在重新磋商全部條款下續訂租賃。

於2018年12月31日，本集團根據與其租戶訂立的不可註銷經營租賃而於下列期間到期的日後最低應收租賃款項總額如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	74,551	67,233
In the second to fifth years, inclusive	第二至第五年(首尾兩年包括在內)	175,829	145,805
After five years	五年後	61,957	23,330
		312,337	236,368

作為承租人

本集團根據經營租賃安排租用其若干辦公室物業及辦公設備，租期經磋商介乎一至九年，並可選擇於到期日後在重新磋商全部條款下續訂租賃。

於2018年12月31日，本集團根據不可註銷經營租賃而於下列期間到期的日後最低應付租賃款項總額如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	18,599	22,850
In the second to fifth years, inclusive	第二至第五年(首尾兩年包括在內)	105,975	98,848
After five years	五年後	256,700	283,321
		381,274	405,019

34. CONTINGENT LIABILITIES

34. 或有負債

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantees given to banks for:	就以下項目給予銀行的擔保：		
Mortgage facilities granted to purchasers of the Group's properties	本集團物業買家獲授銀行按揭信貸	332,636	232,541

The Group provided guarantees in respect of the mortgage facilities granted by certain banks to the purchasers of the Group's properties. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee periods commence from the dates of grant of the relevant mortgage loans and end after the execution of individual purchasers' collateral agreements.

The Group did not incur any material losses during the reporting period in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

本集團就若干銀行向本集團物業的買家授出的按揭信貸出具擔保。根據擔保安排條款，倘買家未能償還按揭款項，本集團有責任向銀行償還買家結欠的餘下按揭貸款及任何應計利息及罰款。本集團其後有權接收相關物業的合法所有權。本集團的擔保期由授出相關按揭貸款日期起至個別買家訂立抵押協議後止。

於報告期間，本集團並無就本集團物業的買家獲授予的按揭信貸所提供的擔保而產生任何重大虧損。董事認為，倘出現未能還款的情況，相關物業的可變現淨值足以償還餘下的按揭貸款及任何應計利息及罰款，因此並無就該等擔保作出撥備。

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018

35. 以類別劃分的金融工具

各類金融工具於報告期末的賬面值如下：

2018年

		Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Total
		按攤銷成本的金融資產	按公允價值計入其他全面收益的金融資產	按公允價值計入損益的金融資產	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets:	金融資產：				
Long term prepayments	長期預付款	102,385	-	-	102,385
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入的股本投資	-	416,814	-	416,814
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	-	-	42,093	42,093
Trade and bills receivables	應收貿易賬款及票據	21,501	-	-	21,501
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	135,072	-	-	135,072
Amounts due from related companies	應收關聯公司款項	24,541	-	-	24,541
Restricted cash	受限制現金	76,415	-	-	76,415
Cash and cash equivalents	現金及現金等價物	548,907	-	-	548,907
		908,821	416,814	42,093	1,367,728

35. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

35. 以類別劃分的金融工具 (續)

Financial liabilities at amortised cost

按攤銷成本的
金融負債

RMB'000

人民幣千元

Financial liabilities:	金融負債：	
Trade payables	應付貿易賬款	690,793
Other payables and accruals	其他應付款項及應計費用	158,104
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	2,968,085
Amounts due to related companies	應付關聯公司款項	986,909
		4,803,891

2017

2017年

	Financial assets at fair value through profit or loss 按公允價值 計入損益的 金融資產 RMB'000 人民幣千元	Loans and receivables 貸款及 應收款項 RMB'000 人民幣千元	Available-for- sale financial assets 可供出售 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets:				
Available-for-sale investments	-	-	359,300	359,300
Equity investment at fair value through profit or loss	71,504	-	-	71,504
Long term prepayments	-	116,417	-	116,417
Trade receivables	-	19,275	-	19,275
Financial assets included in prepayments, other receivables and other assets	-	86,539	-	86,539
Amounts due from related companies	-	39,288	-	39,288
Restricted cash	-	289,151	-	289,151
Cash and cash equivalents	-	323,312	-	323,312
	71,504	873,982	359,300	1,304,786

35. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

35. 以類別劃分的金融工具 (續)

		Financial liabilities at amortised cost 按攤銷成本的 金融負債 RMB'000 人民幣千元
Financial liabilities:	金融負債：	
Trade payables	應付貿易賬款	750,374
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用中的金融負債	159,575
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	3,107,739
Amounts due to related companies	應付關聯公司款項	696,221
		4,713,909

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

36. 金融工具的公允價值及公允價值架構

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

本集團金融工具的賬面值及公允價值如下，惟賬面值與公允價值合理相若者除外：

		Carrying amounts 賬面值 2018 2018年 RMB'000 人民幣千元	Carrying amounts 賬面值 2017 2017年 RMB'000 人民幣千元	Fair values 公允價值 2018 2018年 RMB'000 人民幣千元	Fair values 公允價值 2017 2017年 RMB'000 人民幣千元
		Financial liabilities	金融負債		
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	2,968,085	3,107,739	2,923,871	3,024,522

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Management has assessed that the fair values of cash and cash equivalents, the current portion of restricted cash, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, amounts due from/to related companies, approximate to their carrying amounts largely due to the short term maturities of these instruments. The non-current portions of restricted cash, long term deposits and financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income approximate to their carrying amounts largely due to the insignificant amount or short remaining maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

36. 金融工具的公允價值及公允價值架構 (續)

由於現金及現金等價物、受限制現金的即期部份、應收貿易賬款、應付貿易賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用中的金融負債、應收／應付關聯公司款項於短期內到期，故管理層認為該等工具公允價值與其賬面值相若。受限制現金非即期部份、長期存款以及按公允價值計入損益的金融資產及按公允價值計入其他全面收益的金融資產與其賬面值相若，主要由於該等工具數額不大或剩餘期限短所致。

金融資產及負債的公允價值以該工具於自願交易方（而非強迫或清倉銷售）當前交易下的可交易金額入賬。下列方法及假設乃用於估算公允價值：

計息銀行貸款及其他借款的公允價值乃透過使用具類似條款、信貸風險及餘下到期日的金融工具現時所用折現率將預期未來現金流量折現而計算。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income, which were previously classified as available-for-sale equity investments, have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and calculates an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation (“EV/EBITDA”) multiple and price to earnings (“P/E”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, which were previously classified as available-for-sale equity investments, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model and has quantified an increase in fair value of approximately RMB9,000,000, using more favourable assumptions.

36. 金融工具的公允價值及公允價值架構 (續)

上市股本投資的公允價值按市場報價釐定。先前分類為可供出售股本投資的指定為按公允價值計入其他全面收益的非上市股本投資的公允價值使用市場估值方法並假設並無可觀察的市場價格或利率估計。估值要求董事根據行業、規模、槓桿及策略釐定可比較公眾公司(同業公司)並就識別的每個可比較公司計算合適的價格倍數,如企業價值比息稅折舊攤銷前利潤倍數及市盈率倍數。該倍數按可比較公司的企業價值除以盈利計算,然後根據各公司具體事實及情況就可比較公司間的流動資金及規模差異等因素對交易倍數進行折現。折現後的倍數用於計算非上市股本投資的相應盈利,從而計量公允價值。董事認為估值技術導致的估計公允價值(於綜合財務狀況表入賬)及公允價值的相關變動(於其他全面收益入賬)乃屬合理且為報告期末最適當的估值。

就先前分類為可供出售股本投資的按公允價值計入其他全面收益的非上市股本投資的公允價值,管理層已估計使用合理可能替代工具作為估值模型輸入數據的潛在影響,並根據更有利的假設量化公允價值增加約人民幣9,000,000元。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2018 and 2017:

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據的敏感度 RMB'000 人民幣千元
Unlisted equity investments (2017: unlisted available-for-sale equity investments) 非上市股本投資 (2017年: 非上市可供出售股本投資)	Valuation multiples 估值倍數	Average P/B multiple of peers (Or Average P/E multiple of peers) 同業公司的平均市賬率倍數 (或同業公司的平均市盈率倍數)	2018: 1.19 to 1.45 (2017: 1.09 to 1.41) 2018年: 1.19至1.45 (2017年: 1.09至1.41)	5% (2017: 5%) increase/decrease in multiple would result in increase/decrease in fair value by 16,577 (2017: 16,699) 倍數增加/減少5% (2017年: 5%) 將導致公允價值增加/減少16,577 (2017年: 16,699)
		Discount for lack of marketability 缺乏市場流通性折現	2018: 25% (2017: 25%) 2018年: 25% (2017年: 25%)	5% (2017: 5%) increase/decrease in discount would result in decrease/increase in fair value by 5,384 (2017: 5,788) 折現增加/減少5% (2017年: 5%) 將導致公允價值減少/增加5,384 (2017年: 5,788)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

36. 金融工具的公允價值及公允價值架構 (續)

以下為於2018年及2017年12月31日金融工具估值所使用的重大不可觀察輸入數據及定量敏感度分析概要:

缺乏市場流通性折現指市場參與者在對投資進行定價時會考慮的由本集團釐定的溢價及折現金額。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities
- Level 2 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable)
- Level 3 — Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable)

Fair value hierarchy

All the above financial assets and liabilities had Level 2 inputs other than financial assets at fair value through profit or loss and equity investments designated at fair value through other comprehensive income which had Level 1 and Level 3 inputs respectively. The fair value hierarchy of investment properties is disclosed in note 13 to the financial statements.

36. 金融工具的公允價值及公允價值架構 (續)

確認或披露公允價值的所有金融工具，均根據對公允價值計量整體而言屬重要輸入數據之最低層級在下列公允價值等級內進行分類：

- 第1級別 — 同類資產或負債於活躍市場的報價（即未經調整的價格）
- 第2級別 — 估值技術（藉此直接或間接觀察對公允價值計量而言屬重要之最低層級輸入數據）
- 第3級別 — 估值技術（藉此不可觀察對公允價值計量而言屬重要之最低層級輸入數據）

公允價值架構

除按公允價值計入損益的金融資產及指定為按公允價值計入其他全面收益的股本投資有第1級別及第3級別輸入數據外，以上所有金融資產及負債均有第2級別輸入數據。投資物業的公允價值等級已於財務報表附註13披露。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

36. 金融工具的公允價值及公允價值架構 (續)

公允價值架構 (續)

下表列示本集團金融工具的公允價值計量架構：

		Fair value measurement using 使用以下各項的公允價值計量			
		Quoted prices in active markets 活躍市場 的報價 (Level 1) (第1級別) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級別) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級別) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	42,093	–	–	42,093
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入的股本投資	–	–	416,814	416,814
As at 31 December 2018	於2018年12月31日	42,093	–	416,814	458,907
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	71,504	–	–	71,504
As at 31 December 2017	於2017年12月31日	71,504	–	–	71,504

During the reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

於報告期間，第1級別與第2級別之間並無公允價值計量轉移，且並無轉入或轉出第3級別。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, short term deposits and interest-bearing bank and other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Interest rate risk

The Group has no significant interest-bearing assets. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings with floating interest rates. The Group has not used any interest rate swaps to hedge its interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity, assuming all the increases or decreases are dealt with in profit or loss, without consideration of interest capitalisation.

37. 財務風險管理目標及政策

本集團的金融工具主要包括現金及現金等價物、短期存款和計息銀行貸款及其他借款。這些金融工具主要用於為本集團營運籌集資金。本集團擁有其他各類金融資產及負債，例如應收貿易賬款及應付貿易賬款，是直接從其營運產生。

本集團金融工具所產生的主要風險是利率風險、外幣風險、信貸風險和流動資金風險。本集團沒有持有或發行衍生金融工具作買賣用途。以下為董事會檢討並同意管理上述每項風險的政策概要：

(a) 利率風險

本集團並無重大計息資產。本集團就市場利率轉變所承受的風險主要與本集團的浮息銀行貸款及其他借款有關。本集團未有使用任何利率掉期對沖其利率風險。

下表列出利率合理可能變動下，透過浮動利率借貸的影響，本集團除稅前利潤及本集團權益的敏感度（所有其他因素保持不變），假設所有增加或減少於損益入賬，而不計及利息資本化。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Interest rate risk (continued)

37. 財務風險管理目標及政策 (續)

(a) 利率風險 (續)

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in (loss)/profit before tax 除稅前 (虧損)/利潤 增加/(減少) RMB'000 人民幣千元	Increase/ (decrease) in equity 權益 增加/(減少) RMB'000 人民幣千元
2018	2018年			
RMB	人民幣	50	(14,840)	(11,130)
RMB	人民幣	(50)	14,840	11,130
2017	2017年			
RMB	人民幣	50	(250)	(188)
US\$	美元	50	(1,414)	(1,061)
JPY	日元	50	(188)	(141)
RMB	人民幣	(50)	250	188
US\$	美元	(50)	1,414	1,061
JPY	日元	(50)	188	141

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Foreign currency risk

The Group's businesses are located in Mainland China and all transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB, except for certain bank balances and bank loans denominated in US\$ and HK\$.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and HK\$ exchange rates, with all other variables hold constant, of the Group's (loss)/profit before tax and the Group's equity.

37. 財務風險管理目標及政策 (續)

(b) 外幣風險

本集團的業務全部在中國內地進行，所有交易都採用人民幣。本集團大部份資產及負債以人民幣計值，若干以美元及港元計值的銀行結餘及銀行貸款除外。

下表列示本集團除稅前(虧損)/利潤及本集團權益於報告期末對美元及港元匯率合理可能變動的敏感度，惟所有其他可變因素保持不變。

		Increase/ (decrease) in foreign currency rate	Increase/ (decrease) in (loss)/profit before tax 除稅前 (虧損)/利潤 增加/(減少) 人民幣千元 RMB'000	Increase/ (decrease) in equity 權益 增加/(減少) 人民幣千元 RMB'000
2018	2018年			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	294	220
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	(294)	(220)
If RMB weakens against US\$	倘人民幣兌美元貶值	5	1,720	1,290
If RMB strengthens against US\$	倘人民幣兌美元升值	(5)	(1,720)	(1,290)
2017	2017年			
If HK\$ weakens against US\$	倘港元兌美元貶值	5	(8,831)	(6,623)
If HK\$ strengthens against US\$	倘港元兌美元升值	(5)	8,831	6,623
If RMB weakens against US\$	倘人民幣兌美元貶值	5	3,556	2,667
If RMB strengthens against US\$	倘人民幣兌美元升值	(5)	(3,556)	(2,667)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk

The Group has no concentration of credit risk. The Group's cash and cash equivalents are mainly deposited with overseas banks and state-owned banks in Mainland China. The carrying amounts of the other receivables, restricted cash and cash and cash equivalents included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group has no other financial assets which carry significant exposure to credit risk. The Group has arranged bank financing for certain purchasers of its property units and has provided guarantees to secure the obligations of these purchasers for repayments. Detailed disclosures of these guarantees are included in note 34.

(d) Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

37. 財務風險管理目標及政策 (續)

(c) 信貸風險

本集團並無集中的信貸風險。本集團的現金及現金等價物主要為存放在海外銀行及中國內地國營銀行的存款。綜合財務狀況表內所列的其他應收款項、受限制現金以及現金及現金等價物的賬面值為本集團就其金融資產所承擔的最高信貸風險。本集團並無附帶重大信貸風險的其他金融資產。本集團有為其若干物業單位的買家安排銀行融資並提供擔保以保證該等買家的還款責任，有關該等擔保的詳細披露載於附註34。

(d) 流動資金風險

本集團採用經常性流動資金計劃工具監察其資金儲備風險。該工具考慮其金融工具及金融資產（如應收貿易賬款）兩者之到期情況及經營業務之預計現金流量。

本集團的目的乃透過利用銀行貸款及其他借款，維持資金延續性與靈活性之間的平衡。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

37. 財務風險管理目標及政策 (續)

(d) Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

(d) 流動資金風險 (續)

根據訂約未貼現付款，本集團金融負債於報告期末的到期概況如下：

	On demand 按要求	Less than 3 months 少於3個月	3 to less than 12 months 3至12個月	1 to 5 years 1至5年	Over 5 years 5年以上	Total 總計
2018 2018年	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Interest-bearing bank and other borrowings 計息銀行貸款及其他借款	-	214,000	1,518,460	1,075,500	160,125	2,968,085
Interest payable in relation to bank and other borrowings 有關銀行及其他借款之應付利息	-	41,651	66,816	139,286	21,791	269,544
Trade payables 應付貿易賬款	-	602,405	88,388	-	-	690,793
Other payables and accruals 其他應付款項及應計費用	158,104	-	-	-	-	158,104
	158,104	858,056	1,673,664	1,214,786	181,916	4,086,526
	On demand 按要求	Less than 3 months 少於3個月	3 to less than 12 months 3至12個月	1 to 5 years 1至5年	Over 5 years 5年以上	Total 總計
2017 2017年	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Interest-bearing bank and other borrowings 計息銀行貸款及其他借款	-	195,565	985,174	1,757,000	170,000	3,107,739
Interest payable in relation to bank and other borrowings 有關銀行及其他借款之應付利息	-	46,729	120,205	137,843	8,428	313,205
Trade payables 應付貿易賬款	-	590,329	160,045	-	-	750,374
Other payables and accruals 其他應付款項及應計費用	159,575	-	-	-	-	159,575
	159,575	832,623	1,265,424	1,894,843	178,428	4,330,893

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 31 December 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes interest-bearing bank and other borrowings, trade payables, other payables and the accruals, less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of each of the reporting periods was as follows:

37. 財務風險管理目標及政策 (續)

(e) 資本管理

本集團資本管理的主要目的旨在保障本集團能夠持續經營及維持穩健的資本比率，以支持其業務及使股東價值最大化。

本集團管理其資本結構，並根據經濟狀況的變動和相關資產的風險特徵對其作出調整。為維持或調整資本結構，本集團可能調整支付予股東的股息、將資本返還予股東或發行新股份。本集團不受任何外部強加資本要求限制。於截至2018年12月31日及2017年12月31日止年度，管理資本的目標、政策或流程概無任何變動。

本集團運用資產負債比率監控資本，該資產負債比率為債務淨額除以資本加債務淨額。債務淨額包括計息銀行貸款及其他借款、應付貿易賬款、其他應付款項及應計費用，減現金及現金等價物。資本為母公司擁有人應佔權益。於各報告期末的資產負債比率如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	2,968,085	3,107,739
Trade payables	應付貿易賬款	690,793	750,374
Other payables and accruals	其他應付款項及應計費用	184,946	179,123
Less: Cash and cash equivalents	減：現金及現金等價物	(548,907)	(323,312)
Net debt	債務淨額	3,294,917	3,713,924
Equity attributable to owners of the parent	母公司擁有人應佔權益	5,582,986	5,837,122
Capital and net debt	股本及債務淨額	8,877,903	9,551,046
Gearing ratio	資產負債比率	37%	39%

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

38. 本公司之財務狀況表

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	1,369,316	1,326,803
Property and equipment	物業及設備	12	14
Total non-current assets	總非流動資產	1,369,328	1,326,817
Current assets	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	4,633	7,809
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	93,531	71,504
Amounts due from subsidiaries	應收附屬公司款項	1,652,433	1,696,506
Inventories	存貨	108	103
Cash and cash equivalents	現金及現金等價物	9,414	13,033
Total current assets	總流動資產	1,760,119	1,788,955
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	1,097,992	1,157,312
Other payables and accruals	其他應付款項及應計費用	-	4,047
Amounts due to related parties	應付關聯方款項	50,792	-
Total current liabilities	總流動負債	1,148,784	1,161,359
Net current assets	流動資產淨值	611,335	627,596
Total assets less current liabilities	總資產減流動負債	1,980,663	1,954,413
Net assets	淨資產	1,980,663	1,954,413
Equity	權益		
Equity attributable to owners of the parent	母公司擁有人應佔權益		
Share capital	股本	144,850	147,503
Reserves (note a)	儲備 (附註a)	1,835,813	1,806,910
Total equity	總權益	1,980,663	1,954,413

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note a:

A summary of the Company's reserves is as follows:

38. 本公司之財務狀況表 (續)

附註a:

本公司儲備概述如下:

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	426,019	118,637	(45,972)	1,235,872	1,734,556
Issue of shares	發行股份	157,817	-	-	-	157,817
Total comprehensive income for the year	年內全面收益總額	-	(80,300)	(5,163)	-	(85,463)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	583,836	38,337	(51,135)	1,235,872	1,806,910
Repurchase of shares	購回股份	(10,603)	-	-	-	(10,603)
Total comprehensive income for the year	年內全面收益總額	-	58,143	(18,637)	-	39,506
At 31 December 2018	於2018年12月31日	573,233	96,480	(69,772)	1,235,872	1,835,813

39. EVENT AFTER THE REPORTING PERIOD

On 20 July 2018, Zhejiang Zhongan Shenglong Commercial Co., Ltd., an indirect non-wholly-owned subsidiary of the Company, entered into an equity transfer agreement to acquire 22.65% of the equity interests in Zhejiang Xinnongdu Industrial Co., Ltd. ("XND") at a consideration of RMB352,994,400 which will be settled by the allotment and issue of the Company 178,280,000 consideration shares. The completion of this transaction is subjected to certain conditions that must be finalized by 31 December 2018.

On 7 January 2019, the Company issued shares as consideration and made announcement in this regard. After the announcement, Hangzhou Oriental Culture Tourism Group Co., Ltd ("Seller") approached the Company for further arrangement, the Company is closely working with the Seller.

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 19 March 2019.

39. 報告期後事項

於2018年7月20日，浙江眾安盛隆商業有限公司（本公司一間間接非全資附屬公司）就收購浙江新農都實業有限公司（「新農都」）22.65%股權訂立股權轉讓協議，代價為人民幣352,994,400元，將透過本公司配發及發行1.7828億股代價股份而支付。於2018年12月31日，該交易的完成須待若干須落實的條件達成後方可作實。

於2019年1月7日，本公司發行股份作為代價並就此刊發公告。公告後，杭州東方文化園旅業集團有限公司（「賣方」）正在交涉本公司以作進一步安排，為此本公司正與賣方密切合作。

40. 批准財務報表

財務報表已經於2019年3月19日獲董事會批准及授權刊發。

Summary of Consolidated Financial Information

綜合財務資料概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and the prospectus of the Company dated 17 June 2014, is set out below.

本集團摘錄自己公佈的經審核財務報表及日期為2014年6月17日的本公司招股章程的最近五個財政年度業績及資產、負債及非控股權益的概要載列如下。

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Revenue	收入	1,924,619	295,986	858,371	503,986	208,853
Profit before tax	除稅前利潤	(130,814)	752,090	265,707	1,075,435	655,779
Income Tax	所得稅	(91,183)	(285,732)	(128,642)	(324,265)	(193,275)
Profit for the year	年內利潤	(221,997)	466,358	137,065	751,170	462,504
Attributable to:	以下應佔：					
Equity holders of the Company	本公司權益持有人	(243,524)	488,505	147,042	740,337	476,504
Non-controlling interests	非控股權益	21,527	(22,147)	(9,977)	10,833	(14,000)
		(221,997)	466,358	137,065	751,170	462,504

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		31 December 12月31日				
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Total Assets	總資產	13,231,588	13,254,174	11,288,945	11,293,164	10,043,821
Total Liabilities	總負債	(7,333,545)	(7,245,818)	(5,946,886)	(6,073,322)	(5,586,397)
Non-controlling Interests	非控股權益	(315,057)	(171,234)	(170,406)	(180,383)	(169,550)
		5,582,986	5,837,122	5,171,653	5,039,459	4,287,874



中國新城市商業發展有限公司
China New City Commercial Development Limited