



恒盛地產
GLORIOUS PROPERTY

The
築.Ultimacy
極致人生 of Life



GLORIOUS PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 00845

Annual Report 2022

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Ding Xiang Yang (*Chairman*)
Ms. Lu Juan (*appointed on 6 September 2022*)
Mr. Xia Jing Hua (*resigned on 6 September 2022*)
Mr. Yan Zhi Rong

Independent Non-Executive Directors

Prof. Liu Tao
Dr. Hu Jinxing
Mr. Han Ping

AUDIT COMMITTEE

Prof. Liu Tao (*Chairman*)
Dr. Hu Jinxing
Mr. Han Ping

REMUNERATION COMMITTEE

Dr. Hu Jinxing (*Chairman*)
Mr. Ding Xiang Yang
Prof. Liu Tao

NOMINATION COMMITTEE

Mr. Ding Xiang Yang (*Chairman*)
Dr. Hu Jinxing
Mr. Han Ping

CORPORATE GOVERNANCE COMMITTEE

Mr. Ding Xiang Yang (*Chairman*)
Prof. Liu Tao
Ms. Lu Juan (*appointed on 6 September 2022*)
Mr. Xia Jing Hua (*resigned on 6 September 2022*)

FINANCE COMMITTEE

Mr. Ding Xiang Yang
Ms. Lu Juan (*appointed on 6 September 2022*)
Mr. Xia Jing Hua (*resigned on 6 September 2022*)

COMPANY SECRETARY

Ms. Leung Yin Fai

AUDITOR

Crowe (HK) CPA Limited (*appointed on 30 November 2022*)
Public Interest Entity Auditor
registered in accordance with
the Accounting and Financial Reporting Council Ordinance

LEGAL ADVISER

Conyers Dill & Pearman

REGISTERED OFFICE

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

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 1508-10, 15/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

41st Floor, Shanghai Sunglow Riverfront Center
No. 899 Ruining Road
Xuhui District
Shanghai, China

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

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

CONTACT

Investor Relations Department
Glorious Property Holdings Limited
Suites 1508-10, 15/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong
Telephone: (852) 3101 4888
Facsimile: (852) 3101 4688
Email: ir@gloriousphl.com.cn

KEY DATES

Closure of Register of Members
6 June 2023 to 9 June 2023

Annual General Meeting
9 June 2023

CHOICE OF LANGUAGE OR MEANS OF RECEIPT OF CORPORATE INFORMATION

This annual report is now available in printed form and on the website of the Company. If shareholders who have received or chosen to receive this annual report by electronic means and

1. wish to receive a printed copy; or
2. for any reason have difficulty in receiving or gaining access to this report on the Company's website,

they may obtain a printed copy free of charge by sending a request to the Company's Hong Kong Share Registrar by email at gloriousphl.ecom@computershare.com.hk or by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

For shareholders who wish to change their choice of language or means of receipt of the Company's future corporate communications, free of charge, they could at any time notify the Company's Hong Kong Share Registrar by email or by post.

WEBSITE

www.gloriousphl.com.cn

STOCK CODE

00845

Management Discussion and Analysis

Annual Highlights

ANNUAL HIGHLIGHTS

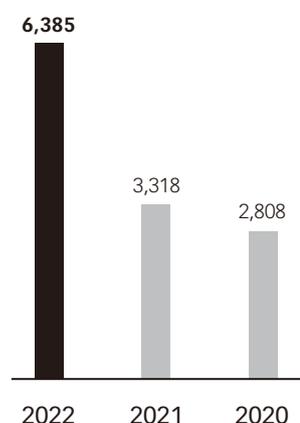
- In 2022, the Group recorded a revenue of RMB6,385.0 million and the delivered gross floor area ("GFA") was 143,030 sq.m.
- In 2022, the Group achieved property sales of RMB2,079.5 million and the GFA sold was 142,520 sq.m.
- In 2022, the Group recorded a loss attributable to the owners of the Company of RMB297.4 million
- As at 31 December 2022, total borrowings was RMB20,963.7 million
- As at 31 December 2022, the Group had a total land bank of 5.9 million sq.m. and the average land cost was RMB1,597 per sq.m.

RESULTS HIGHLIGHTS

	2022	2021
Revenue (RMB'000)	6,385,035	3,317,582
GFA sold and delivered (sq.m.)	143,030	349,820
Gross profit/(loss) (RMB'000)	4,010,842	(1,091,106)
Loss attributable to the owners of the Company (RMB'000)	(297,355)	(5,150,032)
Basic loss per share attributable to the owners of the Company (RMB per share)	(0.04)	(0.66)

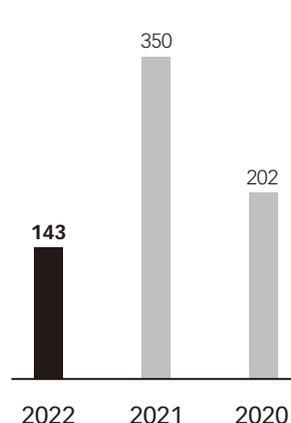
Revenue

RMB (million)



GFA sold and delivered

('000 sq.m.)

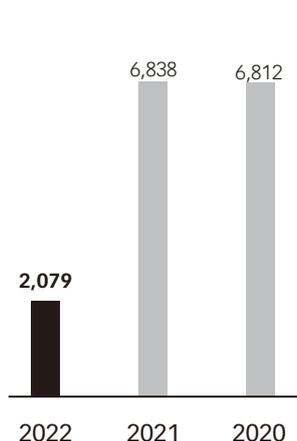


BUSINESS INFORMATION HIGHLIGHTS

	2022	2021
Property sales (RMB'000)	2,079,510	6,838,002
GFA sold (sq.m.)	142,520	334,612
Total land bank (sq.m.)	5,949,800	6,267,738
Average land cost (RMB per sq.m.)	1,597	1,571

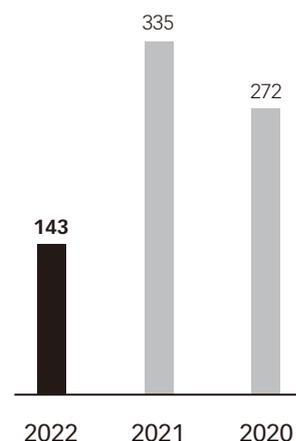
Property sales

RMB (million)



GFA sold

('000 sq.m.)



OTHER KEY FINANCIAL INFORMATION

RMB'000	2022	2021
Total assets	48,494,101	49,889,156
Total liabilities	(48,366,926)	(49,464,515)
Total equity	127,175	424,641
Current borrowings	20,963,726	20,084,005
Non-current borrowings	—	—
Total borrowings	20,963,726	20,084,005
Gearing ratio ⁽¹⁾	N/A	6,483.4%

Note:

- (1) Gearing ratio is calculated as net debt (calculated as total borrowings (excluding loans from a non-controlling interest) less cash and bank balances, and restricted deposits) divided by total equity attributable to the owners of the Company.

Management Discussion and Analysis

Market Review

MARKET REVIEW

In 2022, the international environment became more complex and severe, the Ukraine crisis deepened and evolved, and the global inflation has reached a visible high. The US policy of raising interest rates and launching comprehensive and severe sanctions against Russia has caused European energy and world food prices to rise significantly. A new round of global stagflation has emerged, and the recovery of the global economy has been challenged. Since the COVID-19 pandemic has played a major role in the transformation of the international order and international pattern, major developed countries have weakened the impact of the COVID-19 pandemic to their economies, and promoted the flow of people and capital through open pandemic policies to promote the recovery of the global economy. The United States and China, the two major economies, play a long game. High tariffs and high-tech local protectionism have set up many obstacles for China's economy to move to the frontier. However, China's economic development policy of seeking progress while maintaining stability remains unchanged, and China's economic resilience and potential elements of a complete industrial chain remain unchanged. Therefore, China's long-term sound fundamentals are bound to become an "accelerator" for economic recovery after the COVID-19 pandemic.

China's domestic economic situation in 2022 was a double intertwining of the pandemic of the century and the changes of the century. Domestic pandemics showed a trend of frequent and sporadic outbreaks throughout the year, and the impact of the pandemic on the economy and expectations was profound. In the first half of the year, the pandemic policy played a leading role, and the economic and political affairs took the pandemic prevention and control as the overall command. Strict control measures, lockdowns and partial lockdowns have been implemented in various regions of China one after another, which has hit the normal supply and demand of the Chinese economy, economic data and expectations have plummeted, and the overall economic downward pressure was obvious. In the latter part of the second quarter, the government introduced policy measures to stabilise the economy, but the effect on the overall economy was not obvious. In the third and fourth quarters, the government once again introduced a package of policies to stabilise the economy and protect people's livelihood for various industries such as the economy, the property market, and corporate bailouts, with a view to the rapid recovery of the overall economy. However, the downward trend of economic operation has not been fundamentally reversed, and the mutual influence of the global economic structure has made the recovery of the domestic economy a long way to go.

The entire real estate industry has been affected by the macroeconomics and further affected by the pandemic. Whether it was the area of land transactions, the area of development and construction, or the price and area of commercial housing sales, and the total investment in residential buildings, the development goals of related industries were close to suspension, and the supply and demand were tightened in both directions. Frequent project delivery problems have further weakened the confidence of home buyers, and the pace of development of the real estate industry has stagnated. The affected real estate companies covered all major private and state-owned enterprises, and many of them had a huge influence. In the second half of the year, the city-specific policies have been implemented, and the government loosened credit, bond and equity financing in November to ensure that the real estate market could stabilise at the bottom. However, weak overall expectations and the uncertainty of the pandemic were still key factors affecting market recovery. Industry confidence was still at a low level, and the overall effect of the real estate stimulus policy was not enough. In the absence of significant improvement in the downward trend of the real estate market, the capital of real estate companies continued to be under pressure.

Management Discussion and Analysis Market Review

In 2022, the Group was also deeply affected by the downturn in the overall real estate market, the spread of the pandemic and related prevention and control policies. The main residential market was not strong enough, and the measures to increasing income and sales needed to be improved in quality and efficiency. In addition, the change in the Group's asset structure and the residential projects in first-tier and second-tier cities approaching the end of development have led to the distribution of residential projects into third-tier cities and below, where economic recovery and purchasing power are both weak. Multiple uncontrollable factors have brought the Group's sales and collection of sales proceeds to the lowest level in history. Facing the deep adjustment of the industry, the Group streamlined its organisation and personnel allocation, focused on strengthening the operation and marketing system, deepened the procedural control of operations over the Group and project management, and speeded up the sales of stock properties to make up for and solve the shortcomings of unbalanced project development in various regions, and insufficient product structure.

The Group paid timely attention to external policies, fully grasped the financing window and loose financing policies. In reaction to the deep decline in sales and receivables in the current year, we have maintained the financial stability by fully utilizing the assets to adjust the financing structure, reduced financial costs as much as possible, and ensured the normal operation of the Group. By adhering to the principle of coordinating development and safety, we have implemented a group and project collaborative management model to maintain a stable operation, sustainable optimisation and adjustment.

Management Discussion and Analysis

Business Review

BUSINESS REVIEW

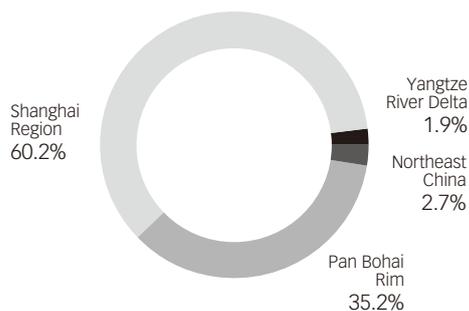
I. Revenue

For the year ended 31 December 2022, the Group recorded a consolidated revenue of RMB6,385.0 million, representing an increase of 92.5% from RMB3,317.6 million in 2021, while the sold and delivered GFA decreased by 59.1% to 143,030 sq.m. in 2022 from 349,820 sq.m. in 2021. The average selling price recognised increased significantly by 371.2% to RMB44,391 per sq.m. in 2022 from RMB9,421 per sq.m. in 2021.

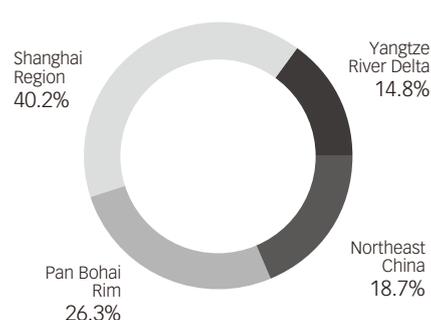
In 2022, the Group recognised revenue (including revenue from property sales and interior decoration) was substantially attributable to the projects in Shanghai Region and the Pan Bohai Rim, mainly included the revenue from Tower 15 of Shanghai Bay in Shanghai and Royal Mansion in Beijing. In 2022, 60.2% of the revenue was contributed by projects in the Shanghai Region, 35.2% by projects in the Pan Bohai Rim, while projects in the Yangtze River Delta (excluding Shanghai) and the Northeast China only contributed a total of 4.6% of the Group's revenue in the current year. In 2022, the proportion of revenue attributable to the eight projects located in the first-tier cities (Shanghai and Beijing) increased to 95.4%, while the nine projects located in the second- and third-tier cities accounted for only 4.6% of the Group's total revenue.

In 2022, the Group's properties from Tower 15 of Shanghai Bay in Shanghai and Royal Mansion (Phase II) in Beijing were completed and delivered, for which the average selling prices for these two first-tier city projects were premium prices in the market. As the Group continued to apply extra effort in the current year in selling the stock of carpark units and the remaining residential units in different cities, for which the average selling prices of carpark units were substantially lower than the residential units, the Group's average recognised selling price for the current year was lowered. Certain of the Group's property projects that had completed and delivered in earlier years only had revenue derived from the sale of carpark units in the current year, thus the average recognised selling prices were substantially lower than the prices of residential units in the local market. Due to the lower selling prices for remaining units and carpark units, despite the Group's overall average recognised selling price increase significantly by 371.2% from RMB9,421 per sq.m. in 2021 to RMB44,391 per sq.m. in 2022, it was still far below the average selling prices of the properties of Shanghai Bay or Royal Mansion. The properties from Tower 15 of Shanghai Bay in Shanghai received the delivery and usage permit in 2022 and the revenue (excluding interior decoration) was recognised in current year, together with the revenue from the selling of the remaining units and carpark units in 2022, giving total recognised revenue to the Group of RMB3,730.7 million, in which the average selling price of residential units was more than RMB100,000 per sq.m.. In the current year, residential properties from Royal Mansion (Phase II) in Beijing were completed and delivered with a total GFA of more than 37,000 sq.m. in 2022 and average selling price near RMB60,000 per sq.m., which contributed recognised revenue of RMB2,247.7 million to the Group's revenue for 2022. Other than the abovementioned two projects, during 2022, the aggregate revenue of the Group's other 15 projects amounted to RMB406.6 million, representing 6.4% of the Group's total revenue (including revenue from property sales and interior decoration) in the current year.

Percentage of Revenue by Region in 2022



Percentage of GFA sold and delivered by region in 2022



Management Discussion and Analysis Business Review

BUSINESS REVIEW (Continued)

I. Revenue (Continued)

Projects sold and delivered in 2022 and 2021 included:

Property projects	City	2022			2021		
		Revenue (RMB'000)	GFA sold and delivered (sq.m.)	Average selling price recognised (RMB per sq.m.)	Revenue (RMB'000)	GFA sold and delivered (sq.m.)	Average selling price recognised (RMB per sq.m.)
Sunshine Venice	Shanghai	32,708	4,473	7,312	150,809	14,726	10,241
Shanghai Bay	Shanghai	3,694,846	39,260	94,112	467,263	17,832	26,204
Shanghai City Glorious	Shanghai	10,362	1,512	6,853	42,321	5,148	8,221
Chateau De Paris	Shanghai	2,258	803	2,812	10,163	740	13,734
Shanghai Park Avenue	Shanghai	11,537	773	14,925	3,282	340	9,653
Royal Lakefront	Shanghai	38,116	8,811	4,326	54,254	13,112	4,138
Holiday Royal	Shanghai	20,976	1,860	11,277	36,754	8,400	4,735
Royal Mansion	Beijing	2,247,721	37,609	59,766	—	—	N/A
No.1 City Promotion	Wuxi	19,002	6,613	2,873	30,776	11,910	2,584
Nantong Villa Glorious	Nantong	5,538	3,032	1,827	10,623	3,507	3,029
Nantong Royal Bay	Nantong	1,148	455	2,523	21,155	3,299	6,413
Nantong Glorious Chateau	Nantong	1,074	188	5,713	229	40	5,725
Hefei Bashangjie Project	Hefei	85,618	5,397	15,864	1,169,602	81,409	14,367
Hefei Royal Garden	Hefei	8,381	5,457	1,536	20,587	12,053	1,708
Sunny Town	Shenyang	2,648	573	4,621	3,367	644	5,228
Harbin Royal Garden	Harbin	—	—	N/A	7,103	2,964	2,396
Changchun Villa Glorious	Changchun	165,153	25,933	6,368	1,266,909	173,571	7,299
Dalian Villa Glorious	Dalian	2,113	281	7,520	619	125	4,952
Sub-total		6,349,199	143,030	44,391	3,295,816	349,820	9,421
Interior decoration for properties sold:							
Shanghai Bay	Shanghai	35,836			21,766		
Total		6,385,035			3,317,582		

Management Discussion and Analysis

Business Review

BUSINESS REVIEW (Continued)

II. Property Sales

In 2022, the Group recorded property sales of RMB2,079.5 million, representing a YOY decrease of 69.6%. The GFA sold was 142,520 sq.m., representing a YOY decrease of 57.4%.

The Group's business was seriously affected by the outbreak of COVID-19 pandemic in the first half of 2022 that property sales activities maintained at a very low level, in particular the property sales in Shanghai even suspended for more than two months. The outbreak of COVID-19 pandemic in the past three years not only caused the Group to be affected by the weakened purchasing power in the property market, but also has dragged down the pace of property development of the Group's projects that resulted in low level of property resources available for sale. Most of the Group's projects in the first-tier cities are close to final project stage such that resources available for sale were mainly contributed by lower-priced properties from the projects in the second- or even third-tier cities. All these factors attributed to the Group's substantial drop in property sales to only RMB2,079.5 million in 2022.

During the year, the Group's property sales amount was largely attributable to the projects in Shanghai Region. The sales of remaining units and carpark units from Shanghai Bay Project contributed property sales of RMB899.0 million for 2022, and represented 43.2% of the Group's total property sales for 2022. Due to the overall weak purchasing power in the market, the new launch of properties from Nantong Royal Bay in the first half of 2022 only gave property sales contribution of RMB423.5 million in the current year. Property sales from Changchun Villa Glorious amounted RMB433.3 million for 2022. Apart from the above three projects, property sales from the Group's other projects were scattered with aggregate amount of RMB323.7 million, mainly comprised of sales of carpark units.

For the year ended 31 December 2022, the property sales for the Group's four regions comprised RMB1,065.4 million for Shanghai Region, RMB496.1 million for Yangtze River Delta, RMB83.6 million for Pan Bohai Rim and RMB434.4 million for the Northeast China, respectively, which represented 51.2%, 23.9%, 4.0% and 20.9% of the Group's total property sales.

During the year ended 31 December 2022, the Group's overall average selling price was RMB14,591 per sq.m., which was 28.6% lower than RMB20,436 per sq.m. for 2021, mainly due to larger proportion of property sales arising from properties from projects in the second – and third-tier cities as well as due to the promotion of sales of inventory carpark units also dragged down the overall selling prices.

Property sales for 2022 from the first-tier cities (Shanghai and Beijing) and second- and third-tier cities amounted to RMB1,094.3 million and RMB985.2 million respectively, which accounted for 52.6% and 47.4% of the Group's total property sales for 2022 respectively.

BUSINESS REVIEW (Continued)

II. Property Sales (Continued)

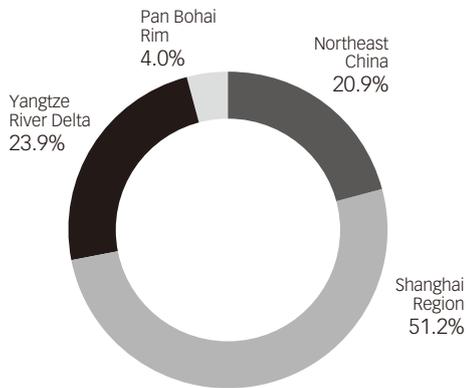
Property sales and GFA sold by region in 2022 and 2021 were as follows:

Region	Property sales (RMB'000)			GFA sold (sq.m.)		
	2022	2021	Change (%)	2022	2021	Change (%)
Shanghai Region	1,065,388	4,718,182	-77.4%	28,474	101,410	-71.9%
Yangtze River Delta ⁽²⁾	496,147	799,558	-37.9%	32,904	73,777	-55.4%
Pan Bohai Rim	83,565	523,177	-84.0%	9,583	45,224	-78.8%
Northeast China	434,410	797,085	-45.5%	71,559	114,201	-37.3%
Total	2,079,510	6,838,002	-69.6%	142,520	334,612	-57.4%

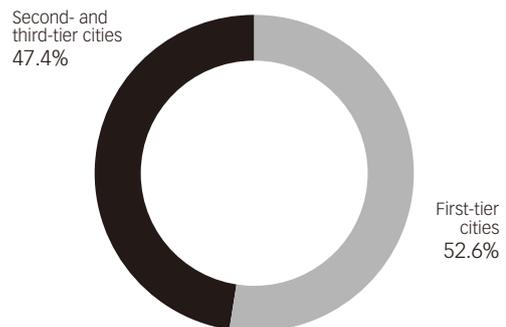
Note:

(2) Includes property sales attributable to a joint venture for all years presented.

Percentage of property sales by region in 2022



Percentage of property sales in first-, second- and third-tier cities in 2022



Management Discussion and Analysis

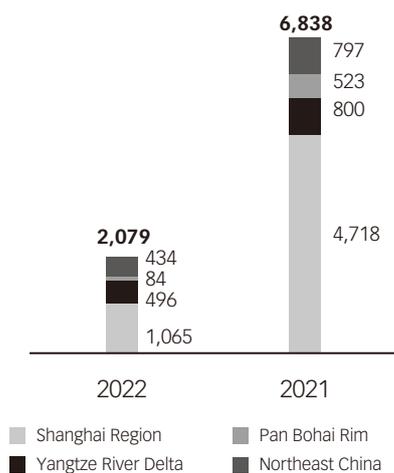
Business Review

BUSINESS REVIEW (Continued)

II. Property Sales (Continued)

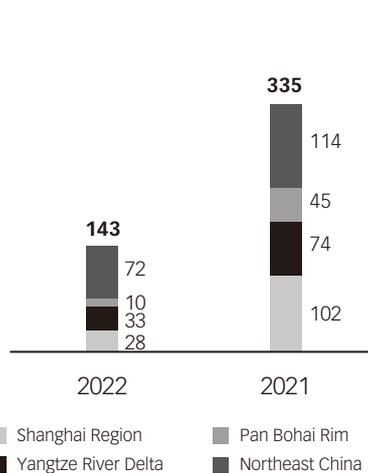
Property sales by region

RMB (million)



GFA sold by region

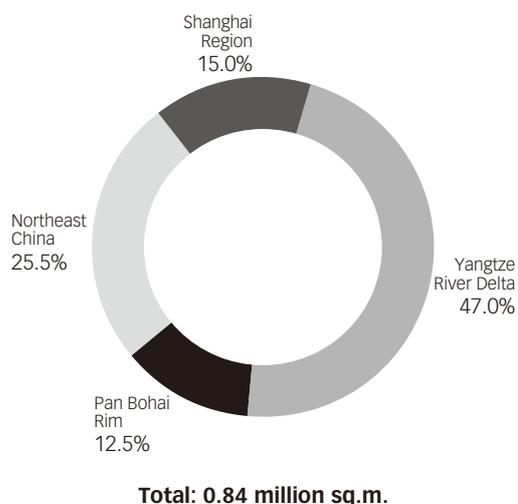
('000 sq.m.)



In 2023, the Group expects to launch properties from 12 projects to the market for sale with a saleable GFA of approximately 0.84 million sq.m..

Shanghai Region, Yangtze River Delta, Pan Bohai Rim and Northeast China account for 15.0%, 47.0%, 12.5% and 25.5% respectively of the Group's saleable GFA which are expected to be available for sale in 2023.

Resources available for sale in 2023



BUSINESS REVIEW (Continued)

II. Property Sales (Continued)

Details of the projects which are expected to be available for sale in 2023 are as follows:

City	Project	Saleable GFA (sq.m.)	Interests attributable to the Group	
Shanghai Region				
1	Shanghai	Shanghai Bay	51,346	100%
2	Shanghai	Shanghai City Glorious	17,778	100%
3	Shanghai	Sunshine Venice	26,333	100%
4	Shanghai	Caohejing Project	30,635	100%
	Subtotal		126,092	
Yangtze River Delta				
5	Nanjing	Nanjing Royal Bay	46,682	60%
6	Nantong	Nantong Royal Bay	169,205	100%
7	Hefei	Hefei Bashangjie Project	138,812	100%
8	Wuxi	No.1 City Promotion	40,127	100%
	Subtotal		394,826	
Pan Bohai Rim				
9	Beijing	Royal Mansion	1,912	100%
10	Tianjin	Tianjin Royal Bay Seaside	53,754	100%
11	Tianjin	Tianjin Central City	49,550	100%
	Subtotal		105,216	
Northeast China				
12	Changchun	Changchun Villa Glorious	213,496	100%
	Subtotal		213,496	
Total			839,630	

Management Discussion and Analysis

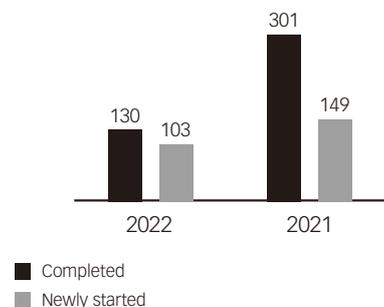
Business Review

BUSINESS REVIEW (Continued)

III. Construction and Development

In 2022, the total GFA completed by the Group was approximately 130,000 sq.m. and approximately 103,000 sq.m. was added to the new construction area. As at 31 December 2022, the Group had projects with a total area under construction of 2.2 million sq.m..

GFA completed/newly started
('000 sq.m.)



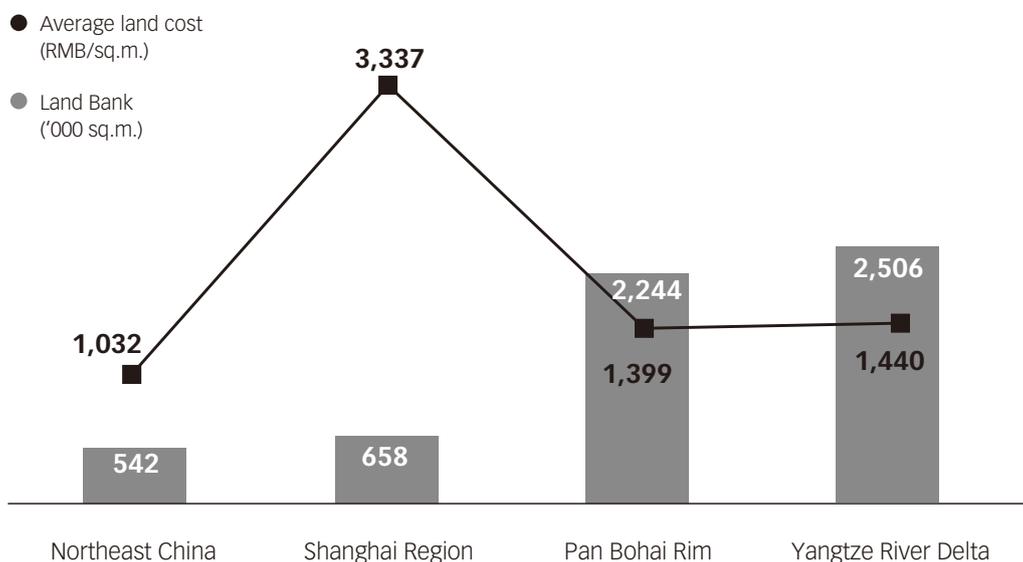
IV. Land Bank

The Group maintained a prudent investment strategy in acquiring land and acquired new land based on the condition of cash flow and financial resources.

The Group did not acquire any new land parcel during 2022.

Distribution of land bank by region as at 31 December 2022 was as follows:

Distribution of land bank by region



As at 31 December 2022, the total land bank of the Group for which land use right certificates had been obtained or land acquisition agreements had been signed was 5.9 million sq.m. and the average land cost was RMB1,597 per sq.m.. The relatively low-cost land bank provided the Group with a strong guarantee in maintaining its sustainable development and generating higher profit margins in the future.

The Group's land bank was evenly distributed over first-, second- and third-tier cities, of which 11.3% was in first-tier cities and 88.7% in second- and third-tier cities.

BUSINESS REVIEW (Continued)

IV. Land Bank (Continued)

Details of land bank by project as at 31 December 2022 were as follows:

Project	City	Location	Use	Land bank (sq.m.)	Average land cost (RMB per sq.m.)	Interests attributable to the Group	
Shanghai Region							
1	Shanghai Bay	Shanghai	Xuhui District	Residential, serviced apartment, office and commercial	279,867	611	100%
2	Sunshine Venice	Shanghai	Putuo District	Residential, office and commercial	83,422	554	100%
3	Royal Lakefront	Shanghai	Fengxian District	Residential and commercial	112,290	1,870	100%
4	Caohejing Project	Shanghai	Xuhui District	Office, hotel and commercial	101,548	9,703	100%
5	Zhongcao Xincun Project	Shanghai	Xuhui District	Serviced apartment and commercial	80,646	9,703	100%
Subtotal					657,773	3,337	
Yangtze River Delta							
6	Nantong Glorious Chateau	Nantong	New District, Rugao Port Zone	Residential and commercial	869,029	460	100%
7	Nantong Glorious Plaza	Nantong	New District	Office, hotel and commercial	297,486	348	70%
8	Nantong Royal Bay	Nantong	Chongchuan District	Residential, office and commercial	381,814	4,719	100%
9	Hefei Bashangjie Project	Hefei	Yaohai District	Residential, hotel, office and commercial	849,701	881	100%
10	Hefei Royal Garden	Hefei	Luyang District	Residential, hotel and commercial	20,000	1,207	100%
11	Nanjing Royal Bay	Nanjing	Gulou District	Residential and commercial	88,148	6,013	60%
Subtotal					2,506,178	1,440	

Management Discussion and Analysis

Business Review

BUSINESS REVIEW (Continued)

IV. Land Bank (Continued)

Project	City	Location	Use	Land bank (sq.m.)	Average land cost (RMB per sq.m.)	Interests attributable to the Group	
Pan Bohai Rim							
12	Tianjin Royal Bay Seaside	Tianjin	Dagang District	Residential and commercial	455,749	1,396	100%
13	Tianjin Central City	Tianjin	Binhai New Area	Residential and commercial	205,961	2,792	100%
14	Tianjin Royal Bay Lakeside	Tianjin	Tuanbohu District	Residential and commercial	1,567,303	1,225	70%
15	Sunshine Bordeaux	Beijing	Daxing District	Residential and commercial	14,522	493	100%
Subtotal					2,243,535	1,399	
Northeast China							
16	Sunny Town	Shenyang	Yuhong District	Residential and commercial	119,391	1,133	100%
17	Changchun Villa Glorious	Changchun	New and High-tech District	Residential and commercial	422,923	1,004	100%
Subtotal					542,314	1,032	
Total					5,949,800	1,597	

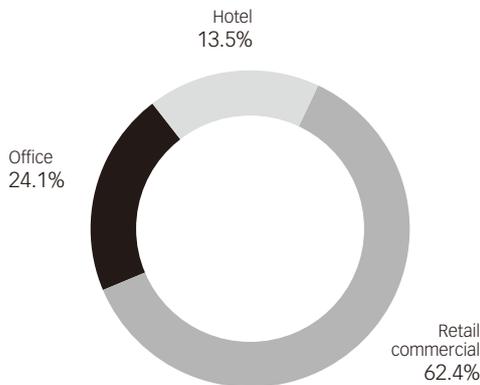
BUSINESS REVIEW (Continued)

V. Development of Commercial Properties

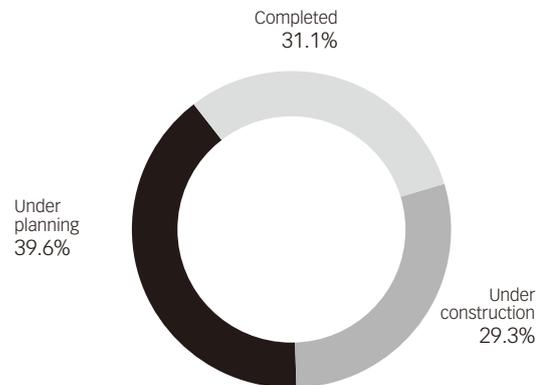
The Group will steadily foster the development of its commercial properties. As at 31 December 2022, the Group has total GFA of 2.6 million sq.m. is planned for the development of commercial properties, of which approximately 826,000 sq.m. of commercial properties were completed by the Group, and around 779,000 sq.m. of commercial property projects are still under construction.

As at 31 December 2022, retail commercial properties, office buildings and hotels accounted for 62.4%, 24.1% and 13.5% of the total commercial properties of the Group by GFA respectively. The Group plans to retain the ownership of most of the commercial properties to secure stable rental income.

Type of commercial properties



Development stages of commercial properties



Total GFA of 2.6 million sq.m. is planned for commercial properties

Major commercial projects under construction are as follows:

City	Project	Property type	GFA (sq.m.)
Shanghai	Shanghai Bay	Office and commercial	114,537
Shanghai	Caohejing Project	Office, hotel and commercial	101,548
Nantong	Nantong Royal Bay	Commercial	53,088
Nantong	Nantong Glorious Plaza	Office, hotel and commercial	297,486
Nanjing	Nanjing Royal Bay	Commercial	35,552
Hefei	Hefei Bashangjie Project	Commercial	15,485
Shenyang	Shenyang Glorious Plaza	Commercial	119,391
Changchun	Changchun Villa Glorious	Commercial	42,173
Total			779,260

Management Discussion and Analysis

Future Outlook

FUTURE OUTLOOK

In 2023, COVID-19 and its variants will still exist as normal. However, the overall level of response measures in most countries has been significantly reduced, and the policy for free movement of people has been adopted, forming one of the ways to make up for the economic downturn amid the pandemic. Under the spread of the global pandemic, the economic growth has slowly recovered, and is still on a low-speed growth track. The changes in the Russo-Ukraine War have also had a profound impact on the status of the world economy. Due to the energy crisis, the EU economy has slowed down in terms of its scale and pace of development. The United States, through its own strong role, continues to dominate the global monetary policy and introduce strategies that are conducive to localized development, restraining long-term trade competitors, and the strategic competition between China and the United States continues. China's opening-up policy in relation to pandemic starts relatively late, and the economic pressure and recovery it may bear will be more subject to challenge. However, China's unique market potential and strong government management will surely be able to ensure the sound development in the long run.

In 2023, in the face of a weak global economy and shrinking external demand, China will not give up external trade competition, but will continue to advance steadily and seek progress while maintaining stability, promote the development of the domestic economy in a positive circle, and gradually introduce a series of targeted policies to promote the economy, stabilise expectations, and protect people's livelihood, guide various industries to recover healthily, and stabilise the macroeconomic market. For the real estate industry, it will inevitably benefit from policy dividends, but the basic principle of "houses should be for living in, not for speculation" will not be shaken, and the governance principle of "city-specific" will still be used, and it must be accurate. It can be seen that the trend of the real estate market in 2023 still depends on the restoration of the macro economy and the optimization of regulatory policies, and it will take some time to restore market confidence. With the low base of the same period last year, although the sales will rebound this year, the overall downturn in real estate market will remain, and the high pressure on real estate companies will also remain. Tight cash flow is still a pain point in business operations.

The Group predicts that the sales area and price of commercial housing across China in 2023 are still subject to the recovery of the overall economic situation and the uncertainty of repeated pandemics. The expectation of residents' income instability has been significantly enhanced, and with the awareness of risk prevention, the release of housing demand will be more cautious. The room for housing price rise is limited, and it will only fluctuate slightly on the basis of 2022. The overall enthusiasm for land acquisition and investment will continue to be sluggish, and major real estate companies may still use the method of clearing inventory to reduce the financial pressure on operations. Although there is a wait-and-see sentiment in first-tier and second-tier cities, due to the self-healing ability and faster economic recovery, high-quality products are still attractive and bring about regional buying markets, and there will be continued existence of improved demand, the overall recovery will not show a large-scale strong outbreak. For the third-tier and fourth-tier cities, due to the deeper impact of the economy, their dependence on favourable policies is stronger, and the price-to-price ratio of housing prices is more significant. The recovery of the market is deeply affected by various factors, showing differences, and the overall level of recovery is maintained at a low to medium level.

The Group will always adhere to the business strategy of steady development, keep a close eye on the orientation of macro policies, make efforts to seize industry opportunities, and promote the Group and projects to take the initiative. The Group will strengthen the management and control of the operation plan, use refined operation management to control the control nodes to give prompts and early warnings, use scientific engineering construction to ensure the start of construction and delivery cycle, and confirm the sales team with professionalism and dedication, so as to lock the sales target. It will lease out office buildings and shops, and step up efforts to sell commercial products to give full play to the premium space of commercial assets, which will be a good supplement to the Group's funds.

The Group, which will insist on adopting prudent financial policies, will further reduce debt, make every effort to optimise its debt structure, and increase long-term low-interest loans when appropriate, in a bid to effectively avoid financial risks and operating pressure, ensure financial security, and achieve the sustainable, healthy and stable development.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW

For the year ended 31 December 2022, the Group recorded a consolidated revenue of RMB6,385.0 million, representing an increase of 92.5% compared to RMB3,317.6 million in 2021. The Group recorded a loss attributable to the owners of the Company for the year ended 31 December 2022 of RMB297.4 million, which was substantially lower than the loss attributable to the owners of the Company of RMB5,150.0 million for the year ended 31 December 2021 by 94.2%. During 2022, the Group's recognised revenue increased by approximately 100% and the Group's gross profit substantially increased as the properties completed and delivered in the current year were attributable to high-priced premium properties from the projects in Shanghai and Beijing. Despite that the significant amount of provision for impairment of properties and the one-off write-off of certain prepayments and deposits paid in earlier years did not recur in the current year, the Group still recorded a loss attributable to the owners of the Company of RMB297.4 million for the year ended 31 December 2022 as the Group continued to have substantial amount of finance costs not being capitalised but were recorded directly as current period expenses, as well as the inclusion of fair value loss attributable to the Group's investment properties during 2022.

Results for the year ended 31 December 2022 are as follows:

RMB'000	2022	2021
Revenue	6,385,035	3,317,582
Cost of sales	(2,374,193)	(4,408,688)
Gross profit/(loss)	4,010,842	(1,091,106)
Other income	49,975	35,215
Other (losses)/gains, net	(912,255)	(1,160,356)
Provision for loss allowances of financial assets	(10,964)	(56,879)
Selling and marketing expenses	(123,184)	(175,019)
Administrative expenses	(303,990)	(426,379)
Finance costs, net	(1,478,452)	(2,073,909)
Share of profit of an associate	823	1,072
Share of profit of a joint venture	48,405	4,943
Profit/(loss) before taxation	1,281,200	(4,942,418)
Income tax expenses	(1,578,666)	(221,431)
Loss for the year	(297,466)	(5,163,849)
Loss attributable to:		
— the owners of the Company	(297,355)	(5,150,032)
— non-controlling interests	(111)	(13,817)
Loss for the year	(297,466)	(5,163,849)

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Revenue

For the year ended 31 December 2022, the Group recorded a consolidated revenue of RMB6,385.0 million, representing an increase of 92.5% from RMB3,317.6 million in 2021, while the sold and delivered GFA decreased by 59.1% to 143,030 sq.m. in 2022 from 349,820 sq.m. in 2021. The average selling price recognised increased significantly by 371.2% to RMB44,391 per sq.m. in 2022 from RMB9,421 per sq.m. in 2021.

In 2022, the Group's properties from Tower 15 of Shanghai Bay in Shanghai and Royal Mansion (Phase II) in Beijing were completed and delivered, for which the average selling prices for these two first-tier city projects were premium prices in the market. As the Group continued to apply extra effort in the current year in selling the stock of carpark units and the remaining residential units in different cities, for which the average selling prices of carpark units were substantially lower than the residential units, the Group's average recognised selling price for the current year was lowered. Certain of the Group's property projects that had completed and delivered in earlier years only had revenue derived from the sale of carpark units in the current year, thus the average recognised selling prices were substantially lower than the prices of residential units in the local market. Due to the lower selling prices for remaining units and carpark units, despite the Group's overall average recognised selling price increase significantly by 371.2% from RMB9,421 per sq.m. in 2021 to RMB44,391 per sq.m. in 2022, it was still far below the average selling prices of the properties of Shanghai Bay or Royal Mansion. The properties from Tower 15 of Shanghai Bay in Shanghai received the delivery and usage permit in 2022 and the revenue (excluding interior decoration) was recognised in current year, together with the revenue from the selling of the remaining units and carpark units in 2022, giving total recognised revenue to the Group of RMB3,730.7 million, in which the average selling price of residential units was more than RMB100,000 per sq.m.. In the current year, residential properties from Royal Mansion (Phase II) in Beijing were completed and delivered with a total GFA of more than 37,000 sq.m. in 2022 and average selling price near RMB60,000 per sq.m., which contributed recognised revenue of RMB2,247.7 million to the Group's revenue for 2022. Other than the abovementioned two projects, during 2022, the aggregate revenue of the Group's other 15 projects amounted to RMB406.6 million, representing 6.4% of the Group's total revenue (including revenue from property sales and interior decoration) in the current year.

Cost of Sales

The cost of sales for the year ended 31 December 2022 was RMB2,374.2 million, representing a decrease of 46.1% as compared to RMB4,408.7 million in 2021. For the year ended 31 December 2022, no further provision for impairment was made for the Group's property development projects (2021: RMB977.4 million) as the newly added construction costs was not material as result of low level of business activities of the Group's projects in 2022 such that no further impairment loss provision was considered necessary in the current year, and also the impairment provision made to the carrying value of the original land parcel of one of the Group's project that was swapped to another land parcel as a result of certain government land planning adjustment did not recur in the current year. Excluding the provision for impairment (2022: Nil; 2021: RMB977.4 million) and the cost of interior decoration of properties sold (2022: RMB24.9 million; 2021: RMB4.9 million), the Group's adjusted cost of sales was RMB2,349.3 million, which decreased by 31.4% as compared to RMB3,426.3 million for 2021. The decrease in cost of sale for 2022 was mainly due to the decrease in GFA and the decrease in the average cost of sales for the properties sold and delivered in 2022.

FINANCIAL REVIEW (Continued)

Cost of Sales (Continued)

Components of the consolidated cost of sales for the year are as follows:

	2022		2021	
	RMB'000	RMB per sq.m.	RMB'000	RMB per sq.m.
Construction costs	1,411,805	9,871	2,310,267	6,604
Land costs	651,195	4,553	651,492	1,862
Capitalised interests	222,723	1,557	427,556	1,222
Business taxes and other levies	63,564	444	36,978	106
Sub-total	2,349,287	16,425	3,426,293	9,794
Cost of interior decoration of properties sold	24,906		4,949	
Changes in provision for impairment of properties under development and completed properties held for sale	—		977,446	
Total	2,374,193		4,408,688	

The Group's average cost of sales in 2022 was RMB16,425 per sq.m., which was 67.7% higher than that of RMB9,794 per sq.m. in 2021.

Gross Profit/(Loss)

The Group recorded a consolidated gross profit of RMB4,010.8 million for 2022, as compared to a consolidated gross loss of RMB1,091.1 million for 2021. The Group recorded a positive gross margin of 62.8% for the year ended 31 December 2022, as compared to a negative gross margin of 32.9% for 2021. The Group recorded a substantial amount of gross profit because over 90% of the revenue recognised in 2022 were attributable to the newly completed and delivered properties from Shanghai Bay in Shanghai and Royal Mansion in Beijing, both of which are high-margin premium properties. Besides, the significant amount of provision for impairment of the Group's properties recorded in 2021 did not recur in the current year.

Other Income

Other income for the year ended 31 December 2022 was RMB50.0 million (2021: RMB35.2 million), which mainly included rental income of RMB49.7 million (2021: RMB29.4 million).

Other (Losses)/Gains, Net

Other (losses)/gains, net for the year ended 31 December 2022 was a net loss of RMB912.3 million, which was 21.4% higher than the net loss of RMB1,160.4 million for 2021 mainly because certain aged prepayments and deposits paid by the Group in earlier years for strategic land acquisition projects of RMB955.6 million was confirmed non-recoverable and thus being written-off in 2021, and there was no similar write-off in 2022. During the year ended 31 December 2022, the Group's investment properties recorded fair value loss of RMB893.3 million, which was 317.8% higher than the fair value loss of RMB213.8 million for 2021. The higher fair value loss for 2022 was mainly due to decrease in the expected return for the Group's investment properties as a result of abundant supply of commercial properties in the leasing market.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Provision for Loss Allowances of Financial Assets

Provision for loss allowances of financial assets for the year ended 31 December 2022 was RMB11.0 million (2021: RMB56.9 million), mainly comprised of provision for loss allowances of made for certain aged other receivables and other financial assets whose internal credit ratings were assessed by the Group to be underperforming or non-performing during 2022.

Selling and Marketing Expenses

Selling and marketing expenses for the year ended 31 December 2022 were RMB123.2 million, which was 29.6% lower than RMB175.0 million in 2021. The Group's had fewer sales activities in 2022 and thus incurred less selling and marketing expenses.

Administrative Expenses

Administrative expenses for the year ended 31 December 2022 was RMB304.0 million, representing a decrease of 28.7% compared to RMB426.4 million for 2021.

Finance Costs, Net

Gross finance costs for the year ended 31 December 2022 were RMB2,043.3 million, representing a decrease of 24.9% from RMB2,719.9 million for 2021. For the year ended 31 December 2022, finance costs of RMB550.7 million (2021: RMB607.9 million) had been capitalised, leaving RMB1,492.6 million (2021: RMB2,112.1 million) which was charged directly to the consolidated statement of comprehensive income. After netting off the finance income of RMB14.1 million (2021: RMB38.2 million), the amount of finance costs, net was RMB1,478.5 million for 2022 (2021: RMB2,073.9 million). The Group's gross finance costs for 2022 was lower than that of 2021 due to the lower average borrowing costs in the current year. As the amount of gross finance costs incurred in the current year continued to exceed the amount that can be capitalised based on the Group's qualifying assets, a portion of the finance costs were not capitalised and were recorded as current year expenses.

Share of Profit of a Joint Venture

The Group recorded a share of profit of a joint venture of RMB48.4 million for the year ended 31 December 2022, which is higher than the share of profit of a joint venture of RMB4.9 million for 2021. This represented the Group's 60% share of profit/(loss) of Glorious Jiangxu (Nanjing) Property Development Co., Ltd. ("Nanjing Jiangxu"), which owns the project namely Nanjing Royal Bay in Nanjing. During the years ended 31 December 2022 and 2021, there was no major delivery of new property phase for Nanjing Jiangxu, thus the Group recorded a share of profit of joint venture for both years, for which mainly represented Nanjing Jiangxu's revenue from sale of remaining units and daily operating expenses.

FINANCIAL REVIEW (Continued)

Profit/(Loss) Before Taxation

The Group recorded a profit before taxation of RMB1,281.2 million for the year ended 31 December 2022, as compared to a loss before taxation of RMB4,942.4 million for 2021. The Group recorded a significant amount of profit before taxation for 2022 mainly because the Group recorded substantial amount of gross profit for the current year. Given the fair value loss attributable to the Group's investment properties and the finance costs not being capitalised but were recorded directly as current period expenses for 2022 were lower than that of 2021, and the significant amount of provision for impairment of the Group's properties and the one-off write-off of certain prepayments and deposits paid in earlier years did not recur in 2022, the combined effect of the aforementioned factors caused the Group to record a profit before taxation in 2022.

Income Tax Expenses

Income tax expenses was RMB1,578.7 million for the year ended 31 December 2022, representing an increase of more than 6 times as compared to RMB221.4 million for 2021, comprising mainly provision for PRC land appreciation tax of RMB1,271.6 million (2021: RMB222.2 million) and corporate income tax of RMB93.9 million (2021: RMB66.3 million). The increase in the amount of income tax expenses for the current year was because the properties completed and delivered were high-value high-margin such that substantial amounts of provision for land appreciation tax and corporate income tax were accrued in the current year.

Loss Attributable to the Owners of the Company

The Group recorded a loss attributable to the owners of the Company of RMB297.4 million for the year ended 31 December 2022, which was substantially lower than the loss of RMB5,150.0 million for 2021 by 94.2%. The Group recorded significant amount of gross profit because the properties from two high-margin projects were delivered in the current year. Although the Group recorded a profit before taxation of RMB1,281.2 million after deducting the fair value loss of investment properties and the finance costs not being capitalised but were recorded directly as current period expenses, the substantial amount income tax expenses accrued for the high-margin properties caused the Group to continue to operate at a loss position for 2022, though the current year's loss attributable to the owners of the Company was significantly reduced as compared to the loss for 2021.

Current Assets and Liabilities

As at 31 December 2022, the Group held total current assets of approximately RMB22,870.8 million, which was 4.9% lower than RMB24,042.4 million as at 31 December 2021.

As at 31 December 2022, the Group's current assets mainly comprised properties under development, and completed properties held for sale and trade and other receivables, prepayments and other financial assets. As at 31 December 2022, balance of properties under development was RMB12,663.6 million, which was 13.9% lower than RMB14,713.9 million as at 31 December 2021. In 2022, the Group has quite a number of property development projects that were either close to the final stage of the project development cycle or yet to start construction, for which the pace of constructions was slowdown. However, the Group's other projects' continuous progress had resulted in an increase in the carrying value of properties under development, but the increase has been offset by the decrease in the carrying value of properties under development that has been recognised as cost of sales or transferred to completed properties held for sale upon completion and delivery of properties. Completed properties held for sale increased by 15.0% from RMB5,151.4 million as at 31 December 2021 to RMB5,924.2 million as at 31 December 2022. Despite the Group continued to put effort in selling the remaining units of existing projects and carpark units in the current year, the balance of completed properties held for sale increased mainly due to the completion of new phases of properties from two projects in the current year that the completed but unsold properties were reclassified as completed properties held for sale. Trade and other receivables, prepayments and other financial assets increased by 3.4% from RMB3,289.1 million as at 31 December 2021 to RMB3,400.9 million as at 31 December 2022. Trade and other receivables, prepayments and other financial assets comprised prepayments for construction costs and certain other receivables arising from the Group's business.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Current Assets and Liabilities (Continued)

Total current liabilities as at 31 December 2022 amounted to RMB45,566.7 million, which was 3.5% lower than that of RMB47,227.3 million as at 31 December 2021. The decrease in total current liabilities was mainly attributable to the decrease in the balance of contract liabilities, which decreased by 37.4% from RMB12,151.8 million as at 31 December 2021 to RMB7,601.6 million as at 31 December 2022 as a result of the recognition of significant amount of pre-sales proceeds as revenue upon completion and delivery of properties in the current year. As at 31 December 2022, the Group's current borrowings and income tax payable increased, as the extent of such increase was smaller than the decrease in contract liabilities, the Group's total current liabilities to slightly decreased by 3.5% as at 31 December 2022.

As at 31 December 2022, the current ratio (calculated as the total current assets divided by the total current liabilities) was 0.50 (2021: 0.51).

Liquidity and Financial Resources

During the year ended 31 December 2022, the Group funded its property development projects principally from proceeds from pre-sales of properties and bank loans.

As at 31 December 2022, the Group had cash and bank balances of RMB72.3 million as compared to RMB191.6 million as at 31 December 2021.

During the year, the aggregate new borrowings obtained by the Group amounted to RMB1,780.8 million and repayment of borrowings was RMB2,077.5 million. As at 31 December 2022, the Group's total borrowings amounted to RMB20,963.7 million, which was 4.4% higher than RMB20,084.0 million as at 31 December 2021. As at 31 December 2022, the Group's borrowings comprised the following:

RMB'000	2022	2021
Bank borrowings	15,119,842	15,153,306
Bond	58,063	55,597
Loans from a non-controlling interest	532,857	532,857
Other borrowings	1,999,774	2,198,953
Sub-total	17,710,536	17,940,713
Adjusted by: accrued interests	3,253,190	2,143,292
Total borrowings	20,963,726	20,084,005

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources (Continued)

The maturities of the Group's borrowings as at 31 December 2022 were as follows:

RMB'000	2022	2021
Repayable on demand or within 1 year ⁽³⁾	20,963,726	20,084,005
After 1 and within 2 years	—	—
After 2 and within 5 years	—	—
After 5 years	—	—
Total	20,963,726	20,084,005

Note:

- (3) The current bank borrowings included borrowings with principal amounts of RMB6,641.0 million with original maturity beyond 31 December 2023 which have been reclassified as current liabilities as at 31 December 2022.

As at 31 December 2022, the Group had total banking facilities of RMB17,666 million (2021: RMB15,165 million) consisting of used banking facilities of RMB17,666 million (2021: RMB15,153 million) and no unused banking facilities (2021: RMB12 million).

Gearing Ratio

The Group monitors its capital on the basis of the gearing ratio and short-term debt ratio. Gearing ratio is calculated as net debt divided by total equity attributable to the owners of the Company. Net debt is calculated as total borrowings (excluding loan from a non-controlling interest) less cash and bank balances, and restricted deposits. The gearing ratios as at 31 December 2022 and 2021 were as follows:

RMB'000	2022	2021
Total borrowings (excluding loan from a non-controlling interest)	20,243,220	19,408,408
Less: cash and bank balances, and restricted deposits	(390,682)	(598,257)
Net debt	19,852,538	18,810,151
Total (deficit on equity)/equity attributable to the owners of the Company	(7,229)	290,126
Gearing ratio	N/A	6,483.4%

As at 31 December 2022, no gearing ratio was available as the Group was in a net deficit on equity as at 31 December 2022 as a result of further net loss recorded for the year ended 31 December 2022. Nevertheless, the Group's gearing ratio continued to stay at a high level as at 31 December 2022. Management also uses other measures, such as net debt and current ratio, to monitor the Group's liquidity and will consider adopting alternative method for the calculation of gearing ratio in the future as appropriate.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Going Concern and Mitigation Measures

For the year ended 31 December 2022, the Group reported a loss attributable to the owners of the Company of RMB297.4 million. As at 31 December 2022, the Group had accumulated losses of RMB8,911.9 million and the Group's current liabilities exceeded its current assets by RMB22,695.8 million. As at the same date, the Group's total and current borrowings (including loans from a non-controlling interest) amounted to RMB20,963.7 million and commitments for capital and property development expenditures amounted to RMB9,105.4 million, while its cash and bank balances amounted to RMB72.3 million only. In addition, as at 31 December 2022, certain borrowings whose principal amounts of RMB3,273.9 million and interest payable amounts of RMB1,621.5 million, relating to borrowings with a total principal amount of RMB4,259.1 million were overdue. In addition, part of the principal and interests of certain borrowings not above-mentioned with a total principal amount of RMB7,797.0 million have been overdue during the loan period; although these overdue balances and interests were subsequently settled before 31 December 2022, these borrowings remained to be considered as in default as at 31 December 2022. These constituted events of defaults which resulted in cross-default of certain borrowings other than those mentioned above, amounting to principal amount of RMB4,837.1 million as at 31 December 2022. Besides, subsequent to 31 December 2022, borrowings with principal of RMB2,912.1 million were not repaid in accordance with the repayment schedules pursuant to the relevant loan agreements. These conditions, together with other matters described in note 2(a)(i) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. However, the directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments to financial institutions, which include:

- (i) The Group has been actively negotiating with a number of lenders for terms modification, renewal, extension and replacement of bank loans and credit facilities;
- (ii) In addition, the Group is also negotiating with various financial institutions and identifying various options for financing the Group's working capital and commitments in the foreseeable future;
- (iii) The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties, including remaining units of property projects and saleable carparks. Overall, the Group expects to gradually launch sales of properties from new phases of two to three existing projects after obtaining the pre-sale permits starting mid-2023;
- (iv) The Group has implemented measures to speed up the collection of outstanding sales proceeds; and
- (v) The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures.

Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

FINANCIAL REVIEW (Continued)

Going Concern and Mitigation Measures (Continued)

The Group has been actively implementing the aforementioned measures in the past few years by focusing on reduction of debt balance and improving debt structure. As a result of the efforts over such period, a number of financial data have gradually shown improvements, including steady growth in property sales and maintained at a reasonable level, trend of decreasing balance of total borrowings, as well as continuous improvements in the operating cash flows, although occasionally there was operating net cash outflow. Although the Group recorded a significant loss in 2021, the Group's property sales maintained at a stable level of exceeding RMB6.0 billion. 2022 was the third year since the COVID-19 pandemic lasted. The outbreak of the pandemic in the PRC in the first half of the year caused the Group's business to operate in a downturn. The overall operation basically suspended or operated slowly from mid-March to June. The weak purchasing power of the domestic real estate market, and due to the changes in the Group's product structure and lack of salable resources, the Group's property sales in 2022 reached a record low of only RMB2,079.5 million and the total borrowings stood at a high level, the Group has experienced prolong period of liquidity problem without obvious breakthrough. As a result of the adverse impact caused by the COVID-19 pandemic in the early 2022, the Group's financial pressure and liquidity problems became more imminent. During 2022, properties from Tower 15 of Shanghai Bay project in Shanghai and Phase II of Royal Mansion in Beijing were completed and delivered, caused the Group to record recognised revenue of RMB6,385.0 million, which was 2 times to that of last year, and significant amount of gross profit of RMB4,010.8 million. As the Group continued to have significant amount of finance costs not being capitalised but were recorded directly as current period expenses, and further fair value loss was recorded for the investment properties in 2022, after deducting income tax expenses, the Group continued to operate in a loss position for the year ended 31 December 2022, though the current year's loss attributable to the owners of the Company was significantly reduced as compared to the loss for 2021. In 2022, the management continuously adjusted the operation plan, strengthened working capital management and exercised extra efforts to control various expenses such that the Group's total borrowings at 2022 year-end was controlled at RMB20,963.7 million, which was only 4.4% higher than that of RMB20,084.0 million at the end of 2021. Among them, in December 2022, the Group successfully extended two loans of aggregate principal amount of RMB1,751.6 million for two years. As at 31 December 2022, the Group's effective interest rate was 9.3%, which was close to 9.2% for 2021, but was significantly lower than 12% or above for earlier years, which has laid a good foundation for the Group to reduce finance costs in the future. Subsequent to 31 December 2022, borrowings with principal of RMB2,912.1 million were not repaid in accordance with the repayment schedules pursuant to the relevant loan agreements. The outbreak of COVID-19 pandemic in the past three years not only caused the Group to be affected by the weakened purchasing power in the property market, but also has dragged down the pace of property development of the Group's projects that resulted in low level of property resources available for sale. The impact of COVID-19 on the Group may continue to adversely affect the Group's operation in the short to medium run. Nevertheless, the Group will actively implement the business plan in 2023, on one hand continue to adhere to the business plan to construct and launch sale of the property projects as well as to speed up the leasing or sales of the offices and commercial shops so as to increase the cash inflow, on the other hand to actively negotiate with financial institutions to renew and extend the bank loans, and to identify opportunities to obtain new borrowings so as to improve the Group's debt structure.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Foreign Exchange Risk

The Group's property development projects are all located in the PRC and the related transactions are substantially settled in RMB. The Company and certain of the investment holding companies within the Group operating in Hong Kong have recognised assets and liabilities in currencies other than RMB. As at 31 December 2022, the Group had cash and bank balances, and restricted deposits, borrowings and trade and other payables that were denominated in foreign currencies as shown below:

RMB'000	2022	2021
Cash and bank balances, and restricted deposits:		
US\$	268	264
HK\$	136	251
Total	404	515
Borrowings:		
US\$	93,972	85,627
HK\$	134,774	56,369
Total	228,746	141,996
Trade and other payables:		
US\$	700	4,463
HK\$	6,380	4,898
Total	7,080	9,361

Apart from the above listed balances that were denominated in foreign currencies, all of the Group's borrowings and cash and bank balances, and restricted deposits were denominated in RMB.

The Group currently does not have a foreign currency hedging policy. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2022, if RMB had strengthened/weakened by 5% against other currencies, with all other variables held constant, post-tax loss for the year ended 31 December 2022 would have been approximately RMB9.2 million lower/higher (2021: post-tax loss RMB7.5 million lower/higher).

FINANCIAL REVIEW (Continued)

Interest Rate Risk

The Group holds interest bearing assets including bank balances and restricted deposits, loan to a joint venture and certain other receivables. Majority of these balances are at fixed rates and expose the Group to fair value interest rate risk. As any reasonable changes in interest rate would not result in a significant change in the Group's results, no sensitivity analysis is presented for interest rate risk arising from the Group's interest bearing assets.

The Group's interest rate risk mainly arises from its borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. The Group analyses its interest rate exposure on a dynamic basis and will consider the interest rate exposure when entering into any refinancing, renewal of existing positions and alternative financing transactions.

As at 31 December 2022, the Group's total borrowings amounted to RMB20,963.7 million (2021: RMB20,084.0 million), of which RMB17,309.0 million (2021: RMB16,810.7 million) borne fixed interest rate.

As at 31 December 2022, if interest rates on borrowings had been 100 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been RMB17.6 million higher/lower (2021: post-tax loss RMB15.8 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

Price Risk

The Group is exposed to equity securities price risk arising from the unlisted investments held by the Group. Gains or losses arising from changes in the fair value of financial asset at fair value through profit or loss are dealt with in equity and the consolidated statement of comprehensive income respectively. The performance of the Group's unlisted investments are monitored regularly, together with an assessment of their relevance to the Group's strategic plans.

Pledge of Assets

As at 31 December 2022 and 2021, the Group had the following categories of properties which had been pledged for the Group's borrowings:

RMB'000	2022	2021
Property, plant and equipment	65,711	69,281
Right-of-use assets	258,079	272,100
Investment properties	18,420,009	20,093,663
Properties under development	11,538,831	12,071,715
Completed properties held for sale	1,547,129	1,058,242
	31,829,759	33,565,001

As at 31 December 2022, equity interests of certain of the Company's subsidiaries and equity interest in a joint venture had also been pledged for the Group's borrowings.

Management Discussion and Analysis

Financial Review

FINANCIAL REVIEW (Continued)

Financial Guarantee

The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure the repayment obligation of such purchasers. Such guarantees terminate upon the earlier of: (i) the issuance of the real estate ownership certificate which is generally available within an average period of one to two years upon the completion of the registration of the guarantee; or (ii) the full repayment of the mortgage loan by the purchasers of the Group's properties.

Pursuant to the terms of the guarantees, upon a default in mortgage payments by these purchasers, the Group is responsible for repaying to the banks the outstanding mortgage principal, together with accrued interest and any penalty owed by the defaulting purchasers, and the Group is entitled to take over the legal title and possession of the related properties. The guarantee period starts from the date of the grant of the respective mortgage.

As at 31 December 2022, the amount of outstanding guarantees for mortgages was RMB3,378.2 million (2021: RMB4,094.3 million).

Capital Commitments

As at 31 December 2022 and 2021, the Group had capital commitments as follows:

RMB'000	2022	2021
Property development expenditures	8,476,367	9,181,895
Construction materials	629,019	685,533
Total	9,105,386	9,867,428

The proposed annual caps for the continuing connected transactions with Shanghai Ditong for the years ending 31 December 2018, 2019 and 2020 were not approved by the independent shareholders in the extraordinary general meetings on 28 December 2017, 21 March 2018 and 12 November 2018 respectively. The Group revisited the construction plans and came into agreement with Shanghai Ditong to closely monitor the construction progress so as to reduce the amounts of transactions with Shanghai Ditong to a level that complies with the Listing Rules.

Employee and Remuneration Policy

As at 31 December 2022, the Group had a total of 509 employees (2021: 628 employees). Total remuneration expenses and other employees' benefits costs for the year ended 31 December 2022 amounted to RMB174.8 million (2021: RMB183.2 million). The Group has adopted a system of determining the remuneration of employees based on the performance of employees. Apart from a basic salary, outstanding employees may be granted annual bonus. In addition, the Group has adopted share option schemes to attract and retain high caliber talents to serve the Group. In terms of employee training, the Group provides different training programmes for employees to develop their expertise and knowledge.

Biographies of Directors and Senior Management

DIRECTORS

Executive Directors

Mr. Ding Xiang Yang, aged 55, is the chairman of the board of directors of the Company (the “Board”) and an executive director of the Company. Mr. Ding is also a director of a number of subsidiaries of the Company. With more than 20 years of experience in corporate and strategic management of real estate enterprises in the PRC, Mr. Ding is primarily responsible for the Group’s overall strategic planning and development. Mr. Ding joined the Group on 18 March 2001 and played an integral role in formulating the Group’s development strategies, operational management and supervising the construction of the Group’s projects. On 5 June 2018, he was also appointed as the chairman of the board of the Company. Prior to joining the Group, Mr. Ding worked for more than 10 years at the enterprise management department of China Eastern Airlines Corporation Limited (中國東方航空股份有限公司), a company listed on the The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). Mr. Ding obtained a bachelor’s degree in law from Fudan University in July 1989, and a master’s degree in law from Fudan University in July 2002. Mr. Ding is the brother-in-law of Mr. Zhang Zhi Rong, the ultimate controlling shareholder of the Company.

Ms. Lu Juan, aged 46, is an executive director of the Company. Ms. Lu is also a director of a number of subsidiaries of the Company. Ms. Lu graduated from Dongbei University of Finance and Economics (東北財經大學) with a bachelor’s degree of accounting and is a senior accountant. Ms. Lu joined the Group serving as an accounting officer in Nantong Zhuowei Trade Development Co., Ltd. (南通焯焯貿易發展有限公司) from May 2008 to December 2009, and subsequently as a finance manager in the finance department of Fuda Real Estate Development (Nantong) Co., Ltd. (富達房地產開發(南通)有限公司) from January 2010 to June 2013. Ms. Lu was promoted to her current position as the financial controller in Glorious Property Development (Nantong) Co., Ltd. (恆盛地產發展(南通)有限公司) in July 2013, and has concurrently served as the deputy financial controller of the Company since August 2022. She has over fourteen years of experience working for the Group and has acquired extensive knowledge of the Group’s business, operations and finance.

Mr. Yan Zhi Rong, aged 61, is an executive director of the Company. Mr. Yan is also a director of a number of subsidiaries of the Company. With more than 24 years of experience in managing the construction and budgets of property projects, Mr. Yan is primarily responsible for supervision of the development and construction of projects, and management of project budgets of the Company. Mr. Yan joined the Group on 8 December 1996 as the manager of the project budgeting department. Prior to joining the Group, Mr. Yan served as the deputy general manager of the property development subsidiary company of Shanghai Materials Bureau (上海市物資局) from 1989 to 1996. Mr. Yan received a graduate diploma in Industrial and Civil Architecture from the Suzhou Industrial College in 1981 and is a qualified engineer in the PRC. Mr. Yan completed the Executive MBA Programme and was awarded the degree of Master of Business Administration by Southeast University in 2018.

Biographies of Directors and Senior Management

Independent Non-executive Directors

Prof. Liu Tao, aged 58, is an independent non-executive director of the Company. Prof. Liu is currently an associate professor in accounting, professor of EMBA and EDP programs and the head of the master programme of the Professional Accounting and Auditing at Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院). Prof. Liu focuses on the research of, including financial accounting, analysis of financial statements, corporate auditing, corporate internal control and corporate governance. She has also issued several academic papers related to share incentive in recent years, including the “Research in Impact Factors of Share Incentive” (股權激勵的影響因素研究) and the “Research in Surplus Management and its Impact Factors of the Share Incentive in a Listed Company” (上市公司股權激勵盈餘管理及影響因素研究) and participated in several researches of national social science fund and natural science fund. Prof. Liu has also published numerous articles related to financial management and accounting including “Strategic Financial Management” (戰略財務管理), “Concepts in Accounting” (會計學概論), “Cost Accounting” (成本會計學), “Tutorial of Advanced Financial Management” (高級財務管理教程) and “Management Account” (管理會計) etc. Prof. Liu has received several recognitions and awards related to teaching. From 2004 to 2015, she was awarded the Teaching Excellence Award of Antai College of Economics & Management (安泰經管學院教學優秀獎), the Most Welcomed MBA Teacher of Antai College of Economics & Management (安泰經管學院年度最受MBA學生歡迎教師獎) and the Outstanding Teachers Award of Shanghai Jiao Tong University (上海交大校優秀教師獎). Prof. Liu graduated from the Finance Department of Shaanxi Institute of Finance and Economics (陝西財經學院財政系) (incorporated into Xi’an Jiaotong University in 2000) with a bachelor’s degree (Finance) in 1986 and a master’s degree (Financial Management) in 1989. Prof. Liu joined the Group on 17 September 2015. Prof. Liu has been a financial advisor and independent director of several large and medium scale enterprises. She was an independent director of Shanghai Jielong Industry Group Corporation Limited (“Shanghai Jielong”, a company listed on the Shanghai Stock Exchange, stock code: 600836) from 2008 to 2014 and 2018 to 2020, and an independent director of Shanghai Liangyou Oils & Fats Company Limited from 2016 to September 2017. She was an independent director of Shanghai No.1 Pharmacy Co., Ltd. (a China-based company listed on the Shanghai Stock Exchange, stock code: 600833) from June 2017 to June 2019. She was an independent director of Shanghai SafBon Water Service (Holding) Inc. (“Shanghai SafBon”, a China-based company listed on the Shenzhen Stock Exchange, stock code: 300262), chairman and member of its audit committee, and member of remuneration and appraisal committee and nomination committee of SafBon from May 2016 to May 2022. She is currently an independent director of Y.U.D. Yangtze River Investment Industry Co., Ltd., (a China-based company listed on the Shanghai Stock Exchange, stock code: 600119), an independent non-executive director of Shanghai Gench Education Group Limited (a China-based company listed on the Hong Kong Stock Exchange, stock code: 1525).

Biographies of Directors and Senior Management

Dr. Hu Jinxing, aged 46, is an independent non-executive director of the Company. He is currently associate professor and a tutor for graduate students of the Department of Real Estate, School of Business Administration, East China Normal University (華東師範大學工商管理學院房地產系). He is also the executive dean of the College of Oriental Real Estate (東方房地產研究院), deputy head of the tenth council of the Shanghai Real Estate Economic Society (上海市房產經濟學會), standing director of the Global Chinese Real Estate Congress (世界華人不動產學會), and evaluation expert of the China Europe International Business School (CEIBS) Case Center (中歐國際工商學院案例中心). Dr. Hu focuses on the research of housing policies, real estate markets, real estate finance, etc. Since 2009, Dr. Hu has presided over 16 projects such as the Youth Project of National Social Science Fund (國家社科青年基金) and the Youth Project of the Ministry of Education (教育部青年基金), participated in the completion of five projects of National Natural Science and National Social Science Foundations (國家自科與國家社科基金), published more than 20 papers, and won the titles of the Outstanding Employee (優秀員工) and Outstanding Undergraduate Tutor Award (優秀本科生導師獎), Teaching Excellence Award (教學優秀獎), and Crystal Award for Student Ideological and Political Work (學生思想政治工作水晶獎) at School of Business Administration, East China Normal University, and other honours. His paper was also selected in the National Excellent 100 Management Cases (全國百篇優秀管理案例). Dr. Hu received a bachelor's degree in management from Zhejiang Gongshang University (浙江工商大學) in 1999, and studied in the Department of Business Administration and Department of Industrial Economics (postgraduate and doctoral program of study) and for a doctorate in economics at Fudan University School of Management (復旦大學管理學院) from 2001 to 2007. Since 2007, Dr. Hu has been worked in the Department of Real Estate, School of Business Administration, East China Normal University. From 2015 to 2021, Dr. Hu has been the head of the Department of Real Estate, School of Business Administration, East China Normal University. From 2011 to 2012, Dr. Hu was a visiting scholar at the OTB Research Institute of the Delft University of Technology. From 2003 to 2008, Dr. Hu has been involved in the planning and consultation relating to the development strategy for Shanghai Zhangjiang (Group) Co., Ltd. (上海張江(集團)有限公司) ("Shanghai Zhangjiang Group"), which controls Zhangjiang Hi-Tech Park Development Co., Ltd. (張江高科技園區開發股份有限公司), a company listed on Shanghai Stock Exchange with a stock code of 600895, and Zhongnan Group (中南集團), which controls Jiangsu Zhongnan Construction Group Co., Ltd. (江蘇中南建設集團股份有限公司), a company listed on Shenzhen Stock Exchange with a stock code of SZ000961.

Mr. Han Ping, aged 54, is an independent non-executive director of the Company. From September 1990 to October 1996, Mr. Han worked for the Jiangsu Province Supply and Marketing Co-operative (江蘇省供銷合作社) and was responsible for the management of its construction and capital investment. In November 1996, Mr. Han became the chief economist of Jiangsu Huaxia Construction Project Management Co., Ltd. (江蘇省華廈工程項目管理有限公司), a company engaged in the provision of construction supervision, project management and construction costs auditing services to property developers and government entities. Since June 2001, Mr. Han has served as the deputy general manager of Jiangsu Huaxia Construction Project Management Co., Ltd. Mr. Han had been a project manager and auditor of engineering costs for a large number of project developments involving the construction of various kinds of properties, such as hotels, villas and other residential properties, government buildings, logistic centres and warehouses. In 2002, Mr. Han was selected as an industry expert for the assessment of tenders for property construction and urban infrastructure projects by the Office of the Tendering and Bidding of Construction Projects of Jiangsu Province (江蘇省建設工程招標投標辦公室). Over a period of 6 years, Mr. Han had participated in the assessment of tenders for over 20 construction projects in Jiangsu Province and Beijing. Mr. Han has accumulated more than 28 years of experience in the management and supervision of property construction projects in the PRC. Mr. Han joined the Group on 17 June 2008, resigned on 16 March 2009 and rejoined the Group on 9 September 2009. He graduated with a bachelor's degree in construction engineering and economic management from the Southeast University in 1990. He obtained a master's degree in construction and civil engineering from the Southeast University in 2005. Mr. Han is currently a member of the Hong Kong Institute of Surveyors and is a registered cost engineer, registered supervisory engineer and registered construction professional in the PRC. According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the shareholders. As Mr. Han had served the Company as the independent non-executive Directors for more than nine years by October 2018, the ordinary resolution proposing re-election of Mr. Han was approved by the shareholders of the Company by poll at the annual general meeting on 1 September 2022.

Biographies of Directors and Senior Management

CHIEF EXECUTIVE OFFICER

Mr. Zheng Qun Guo, aged 53, is the chief executive officer of the Company. Mr. Zheng joined the Group in 2008 and has served a number of management positions, including the general manager of Shanghai Hongye Property Development Co., Ltd.* (上海弘擘房地產發展有限公司), a wholly-owned subsidiary of the Company, since March 2008 to the date of this report; vice president of Glorious Property Investment (Shanghai) Co., Ltd.* (恒盛地產投資(上海)有限公司), a wholly-owned subsidiary of the Company, from July 2010 to July 2012; assistant to the chief executive officer of the Company from August 2012 to April 2017; and executive vice-president of the Company from May 2017 to the date of this report. Mr. Zheng graduated from the Department of Electrical Automation of Shanghai College of Metallurgy* (上海冶金專科學校) in 1991. He also finished the Advanced Training Class in the MBA Real Estate core course at Shanghai Jiao Tong University in 2008. Mr. Zheng has comprehensive experience in the management of property development companies.

COMPANY SECRETARY

Ms. Leung Yin Fai, aged 58, was appointed as the Group's company secretary on 30 September 2021. Ms. Leung has been a director of K E Corporate Services Limited (a company secretarial services provider) since April 2016, the managing director of K E Management & Consultancy (Shanghai) Co., Ltd. since August 2015 and an independent non-executive director of Lotus Horizon Holdings Limited (Hong Kong Stock Code: 6063) since March 2020. Ms. Leung was a director of KCS Hong Kong Limited from August 2008 to October 2014 and an independent non-executive director of Green Leader Holdings Group Limited (Hong Kong Stock Code: 0061) from April 2014 to January 2020.

Ms. Leung was admitted as a fellow of the Association of Chartered Certified Accountants (currently known as Chartered Association of Certified Accountants) in the United Kingdom in July 1995. Ms. Leung was also admitted as a fellow member of the CPA Australia in May 2004 and is currently a member of HKICPA. Ms. Leung obtained a master's degree in commerce from the University of New South Wales, Australia in November 2002.

* For identification purposes only

Environmental, Social and Governance Report

OVERVIEW

Glorious Property Holding Limited (the “Group” or “we”) is pleased to present the Environmental, Social and Governance (“ESG”) Report (the “Report”) for 2022 to demonstrate the Group’s policies and performance in sustainability. The Group is principally engaged in property investment, development and management businesses in the People’s Republic of China (the “PRC”). While our business continues to grow, we also pay close attention to the issues of sustainable development and strive to balance the development of society, economy and environment.

ABOUT THIS REPORT

This Report has been prepared in strict compliance with the requirements under Appendix 27 – “Environmental, Social and Governance Reporting Guide” (the “ESG Reporting Guide”) of Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited. The reporting period for this Report is from 1 January 2022 to 31 December 2022 (the “Reporting Period”), and the reporting scope of this Report is defined according to the revenue of each development project of the Group during the Reporting Period. According to this principle, the reporting scope of this Report includes the Group’s three residential development projects located in Shanghai, Beijing and Changchun. This Report fully disclosed the Key Performance Indicators (“KPIs”) required to be reported in the ESG Reporting Guide in the chapters of “Environmental Sustainability” and “Social Sustainability”. In addition to complying with the ESG Reporting Guide, this Report also discloses the laws and regulations that have been complied.

Environmental, Social and Governance Report

STAKEHOLDERS ENGAGEMENT

Stakeholders refer to the groups and individuals materially influencing or being influenced by the Group's businesses. Our stakeholders include governments, regulatory authorities, shareholders, investors, directors, employees, customers, suppliers and general public. During the Reporting Period, the Group maintained close communication with stakeholders, which helps us to understand the sustainability issues that stakeholders are concerned about, and make timely and appropriate responses. We prepare this Report based on ESG issues considered important by stakeholders. Our stakeholder communication activities include:

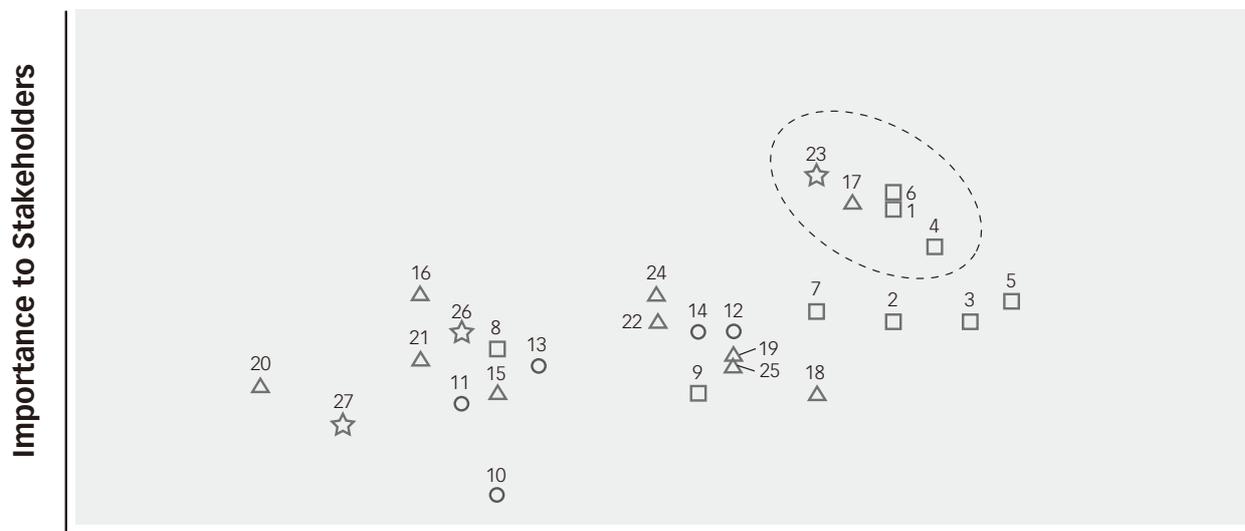
Stakeholders	Communication Activities
Governments and Regulatory Authorities	Face-to-Face Meetings
Shareholders and Investors	Annual General Meeting
	Interim and Annual Reports
	Various Listing Compliance Announcements
	Investor Meetings
	Corporate Website
Directors	Board of Directors Meetings
Employees	Employee Trainings
	Employee Exchange Meetings
Customers	Customer Interviews
	On-site Visits
	Customer Service Hotlines and Email
	Corporate Website
Suppliers	Supplier Meetings
	On-site Inspections and Visits
Media and General Public	Management Media Interviews
	Corporate Website

The Group welcomes stakeholders' opinion, especially on related to our sustainability works and performance. Readers are welcomed to share their valuable views with the Group at info@gloriousphl.com.cn.

MATERIALITY ASSESSMENT

In order to identify the Group’s ESG issues that stakeholders are most concerned, we appointed an independent sustainability consultant to conduct an ESG issue materiality assessment. Our stakeholders need to select the most important options among a series of ESG issues related to the Group’s businesses. Based on the selection of stakeholders, the independent sustainability consultant prepared the materiality assessment matrix set out below.

Materiality assessment matrix



Importance to the Group’s Development

- | | |
|---|--|
| 1. □ Greenhouse gas emissions | 15. △ Responsible procurement |
| 2. □ Climate changes | 16. △ Management of suppliers’ sustainability works |
| 3. □ Use of energies | 17. △ Product quality management |
| 4. □ Green construction | 18. △ Impact on the environment of products |
| 5. □ Water consumption and sewage treatment | 19. △ Customers satisfaction about products |
| 6. □ Land use, pollution and restoration | 20. △ Marketing and promotional strategies of products |
| 7. □ Construction waste treatment | 21. △ Protection of intellectual property rights |
| 8. □ Use of raw/packaging materials | 22. △ Protection of customers information and privacy |
| 9. □ Mitigation measures to protect environment and natural resources | 23. △ Prevention of bribery, extortion, fraud and money laundering |
| 10. ○ Personnel recruitment | 24. △ Anti-corruption policies and whistle-blowing procedures |
| 11. ○ Employee remuneration and benefits | 25. △ Corporate governance |
| 12. ○ Employee occupational health and safety | 26. ☆ Support for local community |
| 13. ○ Employee development and training | 27. ☆ Public welfare and charity |
| 14. ○ Prevention of child labor and forced labor | |
-
- | | |
|-----------------------------------|-----------------------|
| □ Environmental Impacts | △ Operating Practices |
| ○ Employment and Labour Practices | ☆ Community |

Environmental, Social and Governance Report

According to the materiality assessment matrix, the Group has identified the following five ESG topics which are most relevant to our operations, and formulate our ESG strategies and actions.

1. Greenhouse gases emissions
4. Green construction
6. Land use, pollution and restoration
17. Product quality management
23. Prevention of bribery, extortion, fraud and money laundering

BOARD INCLUSIVENESS

The Group's Board of Directors (the "Board") is the highest governing body responsible for formulating our ESG strategies. The Board regularly sets sustainability goals for the Group and integrates them into the businesses. In addition, the Board is responsible for identifying and managing the Group's sustainability risks, and making improvement suggestions for follow-up by relevant departments. The Group hired an independent sustainability consultant to facilitate our ESG-related data collection and analysis, and provide advices on our future sustainable development strategies.

BOARD STATEMENT

The Board has overall responsibility for the Group's ESG affairs and their integration with our strategies. The Board is also comprehensively responsible for the Group's ESG strategy implementation and information disclosure. The Board regularly reviews the ESG risks faced by the Group, and manages and monitors the ESG issues that have been identified as related to the Group. In order to ensure the effective implementation of the Group's ESG initiatives, the Board requires the management to report to it regularly the performance of the Group's various ESG issues, and instructs the management to take appropriate risk mitigation measures. All ESG information disclosures, policies, targets and guidelines in this Report have been reviewed and approved by the Board, and the contents of this Report have been confirmed. Should you have any questions about this Report, please feel free to give feedback to the Board. The board ensures that the questions will be properly handled.

ENVIRONMENTAL SUSTAINABILITY

Emissions

The Group's core property investment, development and management businesses consume certain amount of various natural resources, and emits greenhouse gas ("GHG") directly and indirectly. We strictly adhere to the green production principle, and are committed to enhancing energy usage efficiency in the property development and management processes to reduce GHG emission. The Group strictly complies with relevant environmental laws in relation to property industry in the PRC. Pollutants are discharged in strict accordance with the statutory requirements and standards. We stipulated several environmental management policies and measures, including "Carbon Emission Management Policy", "Energy Consumption Management Policy", "Water Consumption Management Policy", "Waste Management Policy" and "Green Procurement Policy". We also strictly obliged the requirements of the ISO14001 environmental management system. The Group's developed properties adopt the latest PRC "Assessment Standard for Green Building (GB/T 50378-2014)", and integrate environmental protection elements into the design, construction, operation and maintenance. It reduces the carbon emissions of the properties in their life cycle.

During the Reporting Period, the Group generated 1,891.1 tonnes of Nitrogen Oxides, 9.4 tonnes of Sulphur Oxides and 12.0 kg of Particulate Matter within the reporting scope of this Report. The total GHG emission within the reporting scope of this Report for the Group was 4,343.6 tonnes CO₂e for the same period.

Table 1: Various Emissions in 2022

Gases	Unit	Amount
Nitrogen Oxides (NO _x)	tonnes	1,891.1
Sulphur Oxides (SO _x)	tonnes	9.4
Particulate Matter	kg	12.0

Environmental, Social and Governance Report

Table 2: Various GHG Emissions in 2022

KPIs	Unit	Amount	Intensity* (Unit/RMB million Revenue)
Scope 1 (Direct Emissions)	tonnes of CO ₂ e	26.0	0.00
Scope 2 (Indirect Emissions)	tonnes of CO ₂ e	4,314.4	0.68
Scope 3 (Other Indirect Emissions)	tonnes of CO ₂ e	3.2	0.00
Total	tonnes of CO ₂ e	4,343.6	0.68

*Note: Intensity was calculated by the Group's revenue of RMB6,385.0 million in 2022.

The Group may generate hazardous wastes in the processes of property development and management. We require contractors to use low volatile building materials to mitigate the impacts on construction workers, customers and the environment. Contractors are required to use building materials which contain volatile organic compounds at a level no higher than that prescribed in the "10 Mandatory National Standards for the Limits of Hazardous Substances in Interior Decoration Building Materials". Before tendering and construction commences, contractors are required to test whether the building materials fulfill the law requirements. Selected materials must be granted the green label scheme certifications or passed the tests conducted by laboratories with relevant qualifications. Composite wood and fiber products shall not contain excess formaldehyde.

The non-hazardous wastes generated by the Group are mainly wastes from project construction sites and daily operations in offices, such as plastics, paper and domestic wastes. The Group requires contractors to dispose wastes at the construction sites by themselves. The contracts with contractors require them to reduce the generation of wastes in constructions, and require wastes to be classified according to toxic, harmful, recyclable and non-recyclable. Some of the reusable construction wastes, such as gravels, earth and stones, can be reused by backfilling the foundation and paving the road. The Group sets the target of construction wastes not over 400 tonnes per 10,000 square meters of residential gross floor area.

We require office staff to reduce daily solid commercial wastes in the offices in accordance with the 3R principle (Reducing, Reusing, and Recycling). We implemented waste separation and recycling systems in our offices, using recycling bins to separate wastes. We realize the importance of reducing waste generation from the sources. The Group basically realized paperless office, encouraging employees to use electronic documents and electronic communications to reduce paper usage. We also encourage the reuse of old office equipment and abandon the habit of throwing away immediately after use.

Environmental, Social and Governance Report

Table 3: Amount of Hazardous and Non-Hazardous Wastes in 2022

Wastes	Major Items	Unit	Amount	Intensity* (Unit/RMB million Revenue)
Hazardous Waste	Batteries	kg	65.0	0.01
Non-Hazardous Waste	Office Daily Solid Commercial Wastes	kg	350.0	0.05

*Note: Intensity was calculated by the Group's revenue of RMB6,385.0 million in 2022.

Use of Resources

The Group pays special attention to the consumption of various resources in daily operations. We developed a number of measures to strictly control the procurement and use of resources. During the Reporting Period, our major resources consumed were electricity, water, petrol and paper. The Group's products do not use packaging materials.

Table 4: Usage of Various Resources in 2022

Resources	Unit	Amount	Intensity* (Unit/RMB million Revenue)
Electricity	kWh ('000)	4,426.8	0.69
Water	m ³	250,007.9	39.16
Petrol	liter	11,000.0	1.72
Paper	kg	612.0	0.10

*Note: Intensity was calculated by the Group's revenue of RMB6,385.0 million in 2022.

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- **Electricity**

The Group's electricity consumption was mainly from construction sites and office daily operations. We remind employees to reduce electricity consumption, and use energy-saving, efficient and environmental friendly construction equipment and office supplies in operations. The Group's properties are with high energy efficiency as the property designs are in accordance with the "Design Standard for Energy Efficiency of Public Buildings (GB50189-2015)", "Design Standard for Energy Efficiency of Residential Buildings in Hot Summer and Cold Winter Zones (JGJ134-2010)" and "Design Standard for Energy Efficiency of Residential Buildings in Severe Cold and Cold Zones (JGJ126-2010)".

We required contractors to implement the following measures to reduce electricity consumption in construction sites:

- ✓ Install energy-saving LED lights in construction areas, office areas and living areas;
- ✓ Use solar street lights;
- ✓ Display "Electricity Saving" and "Turn off the Power After Work" labels in prominent positions;
- ✓ Select energy-saving and high-efficiency mechanical equipment;
- ✓ Stop using of equipment and machineries that do not meet energy-saving and environmental protection requirements;
- ✓ Carry out mechanical equipment repair and maintenance regularly to keep them in the status of low consumption and high efficiency.

Besides, we initiated following reducing electricity consumption measures in offices:

- ✓ Install energy-saving LED lights;
- ✓ Display "Electricity Saving" labels in prominent positions;
- ✓ Open windows for ventilation if possible and reduce the use of air conditioning or heating;
- ✓ Set the office air conditioning system temperature at 25 degrees Celsius.

Environmental, Social and Governance Report

- **Water**

The Group's water consumption mainly came from daily operations in construction sites and offices. We emphasize the effective use of water resources and regularly point out the importance of water conservation to employees. Our measures to control water usage include:

- ✓ Cut off unnecessary water consumption from the sources and regularly monitor water usage in construction sites and offices;
- ✓ Formulate water reuse measures such as setting up sewage pools at construction sites for wastewater treatment;
- ✓ Use the treated wastewater for washing on-site machineries, equipment and vehicles, and spraying the road and watering plants;
- ✓ Encourage contractors giving priority to use non-traditional water sources and try not to use municipal tap water, with target of using non-traditional water sources and reused water more than 30% of total water usage in constructions;
- ✓ Prevent underground water from being polluted by constructions;
- ✓ Display "Water Saving" labels in prominent positions in construction sites and offices;
- ✓ Adopt water-saving systems, appliances and equipment in offices;
- ✓ Avoid leakage of water facilities, and repair or replace immediately once leakage is found.

- **Petrol**

The Group's petrol consumption was mainly from our business vehicles used in daily operations. We implemented the following measures to reduce petrol usage:

- ✓ Use low emission petrol;
- ✓ Purchase low fuel consumption vehicles;
- ✓ Require employees to travel by public transportations whenever possible;
- ✓ Encourage employees to use video and tele-conferencing to reduce business trips and use of transportations;
- ✓ Advocate the idea of using local materials and giving priority to local suppliers. Contractors are required to prioritize using building materials produced within 400 kilometers from construction sites. The amount of such building materials used should not be less than 70% of the total building materials used;
- ✓ Office supplies and other fixed assets in offices are required to purchase from local suppliers.

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- **Paper**

The Group's paper consumption was mainly attributable to marketing and sales materials, and office daily operations. We implemented following measures to reduce paper usage:

- ✓ Prioritize the purchase of environmental friendly paper;
- ✓ Establish electronic office administration system;
- ✓ Reduce paper printing, and encourage double-side printing and recycle paper;
- ✓ Use electronic means to promote products to customers and reduce printing physical promotion materials.

Environmental and Natural Resources

The use of building materials and environmental management of construction sites are considered as the Group's activities that have direct and significant impact on environment and natural resources. Sound management of building materials serves not only to reduce operating expenses, but also the impact on the environment. We require contractors to implement the following measures in constructions to ensure the effective use of building materials:

- ✓ Arrange reasonable procurement, arrival time and batches of materials according to construction progress and inventory level to reduce inventories;
- ✓ Adopt technical and management measures to increase turnover of frameworks and scaffolding;
- ✓ Use high-strength reinforced steel and high-performance concrete;
- ✓ Double check the orders and samples before bulk production of reinforced steel and steel components;
- ✓ Perform overall layout planning of veneering materials before construction to reduce the quantity of fragmented veneer bits;
- ✓ Use self-adhesive sheets to reduce the amount of liquid adhesive used on-site.

The Group adopts "Green Construction Measures" and complies with the most stringent green building standards to control the discharge of various types of emissions by contractors, and strictly ensures them to adhere relevant environmental laws and minimize the environmental impact of the project constructions on the surrounding environment.

- ✓ Implement effective anti-dust measures such as watering, hardening of ground, fencing, dense mesh covering, closure and etc., to ensure dust control at construction sites to meet the National Level 2 Emission Standard;
- ✓ Real-time monitor and control of noise at the construction sites to ensure noise shall not exceed the limits under the "Noise Limits for Construction Sites (GB12523-90)" of the PRC;
- ✓ Appoint qualified agencies to carry out wastewater quality testing to ensure the sewage discharged to meet the "Comprehensive Sewage Discharge Standard" of the PRC;
- ✓ Set up temporary waste storage sites and placing wastes by category with clear labels;
- ✓ Hazardous solid wastes must be collected by category and be stored in closed confinement, and shall be handed by qualified collectors.

Environmental, Social and Governance Report

Climate Change

Climate change is the most serious challenge the world is facing. Extreme weather has a severe impact on our communities and the Group's business operations. We regularly review the impact of daily operations on climate change, and are committed to adopting green and low-carbon operations to reduce GHG emissions. At the same time, we closely monitor the impact of climate change on the Group's businesses, and formulate mitigation measures to cope with climate change and reduce possible economic losses. Followings are the climate-related risks that the Group believes may impact our operations and finances, and the corresponding mitigation actions.

Climate Risks		Mitigation Actions	
Physical Risk	✓ Extreme weather caused by climate change may lead to various natural disasters such as typhoon, flooding, wildfire and etc., which will affect the normal business operations and supply of building materials.	✓ Develop emergency response measures to maintain the normal business operations.	✓ Commit to adopting environmental friendly and low-carbon operating measures to reduce GHG emissions.
	✓ Potential damage to the properties due to climate change.	✓ Increase the use of environmental friendly building materials and reduce dependence on a single supplier.	✓ Properties are designed with climate adaptability.
Transition Risk	✓ More stringent policies and information disclosure requirements for corporate sustainability by the PRC government and regulatory authorities.	✓ Conduct regular review and analyses of sustainability regulations and information disclosure requirements of the PRC and the world.	✓ Appoint independent sustainability consultant to enhance ESG information disclosure and data collection.

Looking ahead, the Group will continue to closely monitor environmental protection policies and regulatory trends in the PRC and the world. We will invest timely in corresponding environmental protection initiatives as needed to enhance the Group's performance in sustainable development.

Sustainability Targets

After communicating with stakeholders and considering potential business development, the Group has set emission targets for GHG emission intensity, hazardous and non-hazardous wastes generation intensity and various resources usage intensity to remain stable in the next three to five years. As the reporting scope of this Report differs from the report for the previous financial year, the emissions figures are not directly comparable. We will regularly review the sustainability targets and adopt the measures in this Report to achieve the targets.

Environmental, Social and Governance Report

SOCIAL SUSTAINABILITY

Employment

The Group firmly believes that talents are the cornerstone of continuous business development. We are responsible to provide employees with a fair and harmonious working platform. According to the “Labor Law of the PRC”, the human resources specialists strictly implement the recruitment, dismissal and welfare policies, and updates the Group’s human resources policies based on the changes in the employment laws of the PRC.

We are keen on recruiting, retaining and nurturing of talents to enhance corporate competitiveness. We prepare the recruitment plan based on business developmental needs. The Group is strictly abided by the principles of “anti-discrimination” and “diversity”, and is committed to creating a non-discriminatory and caring working environment. All our employees are recruited in conformity with the principles of openness and fairness. They are treated non-discriminatively with respect to recruitment, training, promotion, dismissal and retirement, irrespective of their gender, race, age, disability, family status, marital status, sexual orientation, religion beliefs, nationality or any other factors unrelated to work.

The Group considers employee’s performance, experience and personal ability as the criteria for employee promotion. We conduct annual employee performance appraisal. Employees’ salary adjustments and bonuses are determined by referencing to the internal salary system and market conditions, in order to motivate high-performing employees and provide them with attractive remuneration packages. We have clear dismissal and retirement policies, and handle retirement for employees who have reached the statutory retirement age in accordance with the “Labor Law of the PRC” and employment contracts. Any illegal or unreasonable dismissal is strictly prohibited. If an employee makes any major negligence or damages the interests of the Group, we will commence the dismissal in accordance with the “Labor Law of the PRC”.

As at 31 December 2022, the number of employees under the reporting scope of this Report were 131. All of them were located in the PRC. During the Reporting Period, 28 employees left, which represented an annual employee turnover rate of 21.4%.

Environmental, Social and Governance Report

Table 5: Employees by Category as at 31 December 2022

Male		Female	
71		60	
Full-time		Part-time	
131		0	
30 years old or below	31-40 years old	41-50 years old	51 years old or above
15	58	40	18
Senior Management	Middle Management	General Staff	
3	20	108	

Table 6: Employee Turnover by Category in 2022

Male		Female	
16		12	
30 years old or below	31-40 years old	41-50 years old	51 years old or above
6	10	8	4
Senior Management	Middle Management	General Staff	
1	3	24	

During the Reporting Period, the Group was in full compliance with relevant employment laws and regulations regarding remuneration, dismissal, recruitment, promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination, welfares and etc. We did not receive any complaints or disputes related to employment.

Environmental, Social and Governance Report

Occupational Health and Safety

During the Reporting Period, the COVID-19 pandemic was still impacting the Group's daily operations. While we are committed to maintaining normal business operations, we are also responsible to ensure the health and safety of our stakeholders and employees. In strict accordance with the pandemic prevention policies of relevant government departments, we implemented the following pandemic prevention measures:

- ✓ Strictly implement hygiene and cleaning procedures;
- ✓ All employees must wear masks and the used disposable masks are put into the mask collection bins for centralized disposal;
- ✓ Maintain appropriate distance for employees in workplaces;
- ✓ Require one table per person and over one meter distancing in canteens, and masks can only be removed when eating;
- ✓ Check employees' body temperature everyday;
- ✓ Implement crowd control and visitors must wear masks, disinfect, register, and measure body temperature before entering;
- ✓ Vehicles must be sanitized before entry;
- ✓ Encourage online meetings and work-from-home to reduce contact.

Environmental, Social and Governance Report

Property investment, development and management businesses involve handful of processes with potential occupational health and safety risks. Thus the Group pay special attention to provide safe working environment for the employees. The Group and its contractors must comply with the laws and regulations related to occupational health and safety of the PRC. Our “Workplace Safety Rules and Policies” is with sound mechanism to manage occupational health and safety-related matters, and strict requirements are placed on compliance by direct employees and contractor employees. We continuously improve the work procedures, and reduce the use and emission of hazardous substances. In order to strengthen the safety supervision of outsourced construction projects, we formulated the “Rules of Construction Management for Contractors” to strictly assess contractors’ safety management capacity. Safety agreements have been arranged with contractors, which clearly states the safety rules to preclude the occurrence of outsourced construction accidents. “Workplace Safety Rules and Policies” specifies respective responsibilities borne by the Group’s direct employees or contractor employees in workplaces. Meanwhile, there is a set of safety reward and penalty system to encourage frontline staff to handle safety issues properly. We implemented safety examinations at workplaces regularly to ensure safety construction measures are executed. The Group sets the following workplace safety management measures to ensure safety of all personnel:

- ✓ Identify high-risk work procedures;
- ✓ Carry out pre-construction job duties trainings for employees, and contractors are required to submit construction plans and operation procedures;
- ✓ Place warning boards at high-risk construction areas to alert the personnel entering the areas that they must abide by the relevant safety instructions;
- ✓ Provide employees with necessary protective equipment, facilities and tools, such as safety helmets and safety shoes;
- ✓ Ensure sufficient sanitation facilities at construction sites;
- ✓ Provide first aid equipment at workplaces such as first aid kit and stretchers.

We also formulated occupational health and safety management measures for employees working in offices, including electrical safety, fire safety, air quality, lighting systems, office equipment and instruments, and etc. We arrange flowers and plants in the building passages and offices to green the working environment.

The Group purchases social insurance for its employees in accordance with the “Labour Law of the PRC”, and provides pre-employment and annual body checks. If any abnormal situation is found, appropriate work arrangements and medical follow-ups will be made. We arrange the work and rest time of employees according to the laws to ensure that employees get adequate rest. We conduct quarterly occupational health and safety trainings for employees to maintain a high level of employees’ safety and health awareness. The Human Resources Department regular meets with employees to mitigate their work pressure and take care of their mental health. In the event of fatal accidents, the Group will provide immediate relief to the impacted employees and will also investigate each accident to prevent reoccurrence of incident.

During the past three years, there was no work-related fatalities and loss of working days due to work injury for the Group. We did not violate any relevant laws and regulations regarding occupational health and safety.

Environmental, Social and Governance Report

Development and Training

The Group is looking forward to growing together with employees. The Human Resources Department prepares and organizes trainings for employees according to business development and human resource needs of various departments. Newly recruited employees are required to attend pre-employment training so that they can familiarize with internal rules and regulations, role responsibilities, job duties, corporate culture, corporate values and development strategies as soon as possible. They must pass the assessment before they can be the official employees. We adopt mentorship system in daily operations. Special guidance and trainings will be provided for new employees. Employees who perform well on the job will receive customized trainings. Subsidies will be given to those who successfully passed the work-related examinations to promote their career development. We also concern the physical and mental health of employees. Through various after-work activities and courses, we balance employees' work and life, and enhance team cohesion.

During the Reporting Period, the Group has provided 371 hours of training for the 131 employees under the reporting scope of this Report, which represents an average of 2.8 hours of training per employee.

Table 7: Employee Training Hours by Category in 2022

	Senior Management	Middle Management	General Staff	Total
Number of Training Hours	30	134	207	371
Number of Employees	3	20	108	131
Average Training Hours per Employee	10.0	6.7	1.9	2.8

	Male	Female
Number of Training Hours	167	204
Number of Employees	71	60
Average Training Hours per Employee	2.4	3.4

Environmental, Social and Governance Report

Labour Standard

The Group is fully aware that child and forced labour violate basic human rights, and strictly abides by relevant PRC laws and conducts recruitment in accordance with the “Labour Law of the PRC”. During the recruitment process, we seriously verify the identity documents of the applicants, and never hire persons under the legal working age. We also strictly prohibit any form of forced labor, promise not to force employees to work overtime and respect employees’ freedom of employment, resignation and work overtime. The working hours of employees must comply with the “Labour Law of the PRC”. Any overtime arrangement must be agreed by the employees. The employees will be compensated in accordance with the laws. We also require all contractors and suppliers to strictly prohibit the employment of child or forced labour.

During the Reporting Period, the Group was not in violation of any relevant laws and regulations related to the prevention of child and forced labour.

Supply Chain Management

The Group expects our suppliers could also strongly support sustainable development and fulfill corporate social responsibility. We understand that it is our responsibility to monitor the ESG performance of the entire supply chain. Thus we include sustainability into consideration in the procurement and outsourcing processes. All suppliers and contractors are required to meet the green environmental protection standards, and ensure that their permanent and temporary employees, as well as sub-suppliers and outsourcers, comply with sustainable development requirements.

The Group chooses to establish long-term and stable cooperative relations with quality suppliers and contractors. We insist on achieving mutual development with suppliers and contractors on the basis of equality and mutual benefits. Suppliers and contractors must comply with the Group’s “Code of Conduct for Suppliers and Contractors”, and are required to pay attention to possible environmental risks arising from their operations and manufacturing processes. We regularly evaluate the performance of suppliers and contractors. They must achieve the passing score for different evaluation criteria during the contract period in order to continue to be hired.

The Group selects suppliers and contractors in open manner, giving them fair and transparent competition opportunities. We set up a series of evaluation criteria for selection of suppliers and contractors, including pricing, quality, environmental protection awareness, social reputation, previous performance, customers’ feedback, technical capability, after-sales services, occupational health and safety, loyalty and etc. Only those suppliers and contractors passed in various evaluations can be included in the Group’s qualified supplier and contractor lists. We stipulate that at least three potential suppliers and contractors have to be liaised, and require them to declare interests to avoid conflicts of interests or transfer of benefits.

During the Reporting Period, the Group worked with 90 suppliers under the reporting scope of this Report and all of them were from the PRC.

Environmental, Social and Governance Report

Product Responsibility

The Group is committed to providing high-quality housing products and property management services. We strictly comply with the PRC laws and construction quality standards of the property industry, and maintain communications with customers through monitoring the quality of housing products and customer services. It ensures that we understand and meet customer needs and expectations, so as to continuously improve our products and services.

The Group issues quality assurance letter for each sales unit with quality assurances and commitments in relation to its structure, components, facilities, supporting facilities and maintenance. Our buildings conform to the design standards for residential housings and have passed the completion inspections in accordance with the PRC laws. It ensures that the buildings are with safe structure and equipped with up-to-standard firefighting facilities.

The Group and contractors adopt following quality control measures to ensure the products meeting the quality standards stipulated by the laws:

- ✓ All design drawings are reviewed by design institutes and the Group's professionals;
- ✓ On-site inspections for key construction processes to review whether they are carried out according to the blue-prints;
- ✓ Return those buildings materials are not in conformity with the blue-prints, and suppliers will be penalized in accordance with the contracts;
- ✓ Issue rectification notices for those constructions deviated from the blue-prints, and rectifications must be completed within prescribed time limits;
- ✓ Building materials must meet the requirements of the PRC laws;
- ✓ Fire protection designs are reviewed and accepted by related government authorities.

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The Group provides comprehensive after-sales services to customers. Sales contracts specify the warranty periods for each unit with regards to different aspects according to the PRC laws, with coverage includes foundation works, main structure works, roof waterproofing works, heating and cooling systems, electrical pipes, drainage pipelines, equipment installations and furnishing works. If the quality of the main structure of an unit is not up to standard after delivery, we will assume responsibility in accordance with the "Regulations on Urban Real Estate Development and Operation". Each project of the Group is assigned with customer service personnel, as well as property management company to coordinate and handle customer complaints. Our project companies and property management companies are with policies and procedures to handle complaints from customers.

The Group highly concerns the accuracy of our advertising and sales descriptions. We established management measures for sales advertisements and marketing, and strictly comply with the PRC laws to carry out promotions, in order to ensure not making false advertisements. The advertising content of all our sales projects are scrutinized by the Marketing Department to ensure that the product information contained within promotional materials are true and accurate. Prior to attending customers, our salespersons and customer services personnel are required to participate in trainings on work procedures and product knowledge. Only those who have passed the assessments are qualified to be on board. It ensures that they are equipped with professional expertise to undertake sales duties and competent to provide customers with accurate product information during sales activities.

The Group is committed to protecting intellectual property rights. We strictly comply with the PRC laws in applying patents for trademarks, labels and product designs. The Group refuses to provide or use any products or services that violate copyright or intellectual property rights in operations. We only buy genuine products, and all software and information used are legally licensed.

The Group is responsible for protecting the privacy of suppliers and customers. Statement of consent must be obtained before we collect information from suppliers and customers. The purposes of data collection are clearly stated in the consent. The data collected is limited to the intended purpose at the time of collection. The information of suppliers and customers is regarded as confidential and is strictly managed, kept and stored by dedicated department to prevent unauthorized use. The use of information is limited to relevant departments and employees. Employees are not allowed to copy, archive privately or take it out of the company without permission. We always remind employees of their responsibilities regarding the confidentiality of information.

During the Reporting Period, the Group did not violate any laws and regulations regarding product responsibility, intellectual property rights and data privacy. There was no products sold being recalled and received customer complaints for the Group.

Environmental, Social and Governance Report

Anti-Corruption

The Group is committed to conducting business with a high degree of integrity and adopts a zero-tolerance attitude towards corruption and bribery. We strictly comply with anti-corruption laws and regulations of the PRC. We formulated strict internal anti-corruption policies, stipulating that employees shall not participate in any bribery, extortion, fraud and money laundering activities. We laid out the limit of gifts that employees can accept, and regularly provide anti-corruption trainings for directors and employees. During the Reporting Period, we arranged 194 hours of trainings related to anti-corruption for directors and employees under the reporting scope of this Report. Once an employee is found to be involved in corruption, regardless of whether it causes losses to the Group or not, we have the rights to unconditionally terminate his/her the labour contract. We will hand over the employees who violated the laws to the judiciary if necessary.

The Group has an independent internal audit department to prevent, detect and correct errors and frauds, and reduce operational risks. Internal auditors are responsible for our internal audit supervision and setting up the internal control system, and report directly to the Audit Committee under the Board. Based on the findings of internal audit, the Board will regularly organize special meetings with the management to implement relevant works.

We encourage employees or stakeholders to report any misconducts. Whistleblowers can submit opinions, complaints and reports related to the Group through the email "President Mailbox". The Group conducts investigations into suspicious or illegal activities. All investigations will be handled confidentially and whistleblowers are protected by the confidentiality mechanism. Management will take corrective actions once misconduct is found.

During the Reporting Period, the Group did not receive lawsuits related to bribery, extortion, fraud and money laundering against the Group or its employees.

Community Investment

The Group highly values the participation of community services and is committed to using our resources to contribute to society. During the Reporting Period, the social distance measures implemented under the COVID-19 pandemic restricted us from organizing physical community care activities. But we still encouraged employees to care about the society as much as possible, actively participated in various charity activities and volunteer services. It demonstrates the corporate spirit of repaying the society.

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Corporate Governance Report

The board of directors (the “Board”) of Glorious Property Holdings Limited (the “Company”) is pleased to present this Corporate Governance Report in the Company’s Annual Report for the year ended 31 December 2022 (the “Review Period”).

The Board and the management of the Company are committed to achieving and maintaining high standards of corporate governance which they believe are crucial to the development of the Company and the benefits of its shareholders.

As a responsible business enterprise, the corporate governance standards of the Company are built on the principles of independence, accountability, transparency and honesty.

CORPORATE GOVERNANCE

Deviation from the Corporate Governance Code of the Listing Rules

The Company had complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) during the year ended 31 December 2022, save for the deviation from the code provision C.2.1 which stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Currently, Mr. Ding Xiang Yang stepped down from his position as the chief executive officer of the Company with effect from 15 December 2022. Mr. Ding will still act as the chairman of the Board and an executive director of the Company. Mr. Zheng Qun Guo has been appointed as the chief executive officer of the Company with effect from 15 December 2022. Upon such change, the Company has complied with code provision C.2.1 of the Code since the roles of the chairman and chief executive officer are not performed by the same individual.

CORPORATE CULTURE

The Board has set out the following values to provide guidance on employees’ conduct and behaviours as well as the business activities and to ensure they are embedded throughout the Company:

Purpose: The innovative attitude of “One Building, One Landscape” has evolved into a well-respected industry participant, operating in Chinese cities with high growth potential.

Values: Improved the overall value proposition for customers and quality of life through superb services, such as the top private Royal Club, thoughtful property services and a people-oriented corporate philosophy.

Strategy: Fueled by an ideal of Wonderful Workmanship Excelling Nature and based on a composite development model in a wide range of different product categories, GLORIOUS PROPERTY has developed many high-quality landmark projects.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code during the Review Period.

CHANGES OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Change of Chief Executive Officer

Mr. Ding Xiang Yang stepped down from his position as the chief executive officer of the Company with effect from 15 December 2022. Upon such change, Mr. Ding Xiang Yang will still act as the chairman of the Board, an executive director, the chairman of nomination committee, the chairman of corporate governance committee, a member of remuneration committee and a member of finance committee of the Company.

Mr. Zheng Qun Guo was appointed as the chief executive officer of the Company with effect from 15 December 2022.

For details of the aforesaid changes, please refer to the announcement of the Company dated 15 December 2022.

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2022 interim report of the Company.

BOARD COMPOSITION

During the Review Period and up to the date of this report, the Board consists of the following Directors:

Executive Directors:

Mr. Ding Xiang Yang (*Chairman*)

Ms. Lu Juan (*appointed on 6 September 2022*)

Mr. Xia Jing Hua (*resigned on 6 September 2022*)

Mr. Yan Zhi Rong

Independent Non-Executive Directors:

Prof. Liu Tao

Dr. Hu Jinxing

Mr. Han Ping

Biographical details of the Directors and Senior Management are set out on pages 31 to 34 of this annual report. Mr. Ding Xiang Yang is the brother-in-law of Mr. Zhang Zhi Rong, the ultimate controlling shareholder of the Company. Save as aforesaid, the Board members have no financial, business, family and/or other material relationships with each other.

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision-making.

All Directors of the Company bring a wide spectrum of valuable business experience, knowledge and professionalism to the Board to ensure its efficient and effective functioning.

The Company has three independent non-executive Directors (the "INED(s)"), two of them have appropriate financial management expertise in compliance with the Listing Rules. The Company has received annual independence confirmations from all the INEDs and concluded that all of them are independent pursuant to Rule 3.13 of the Listing Rules.

The INEDs serve on the audit committee, the remuneration committee, the nomination committee and the Corporate Governance Committee of the Company. Their active participation in the Board and committee meetings brings independent judgment on issues relating to the Company's strategy, performance and management process, taking into account the interests of all shareholders.

Details of emoluments of the Directors are set out in note 35 to the consolidated financial statements.

Corporate Governance Report

ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board is accountable to the shareholders for leading the Company in a responsible and effective manner. It is responsible for formulating strategies and management policies of the Company, approving the strategic objectives of the Company and ensuring the availability of necessary financial and other resources to meet such objectives. The Board also constantly supervises and reviews the Company's regulations and rules. The Directors perform their duties in a faithful and diligent manner and act in the best interests of the Company and its shareholders as a whole.

Moreover, the Board is also responsible for presenting a clear and balanced assessment of the Company's performance and prospects, preparing accounts that give a true and fair view of the Company's financial position on a going concern basis and disclosing other inside information.

The management is responsible for implementing the policies and strategies as determined by the Board, and is delegated with the daily management, operations and administration of the Company.

Appropriate insurance covers on Directors' and officers' liabilities have been in force to protect the Directors and officers of the Company and its subsidiaries (together, the "Group") from their risk exposure arising from the business of the Group.

Mechanism to ensure independent views and input

The Board has established different ways to ensure independent views and input from Directors. The Board reviews the implementation and effectiveness of such mechanism on an annual basis to ensure that independent views and input are available to the Board.

The mechanism is disclosed below:

(i) Composition

The Board ensures the appointment of at least three independent non-executive Directors and at least one-third of its members being independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

(ii) Independence Assessment

The nomination committee assess the independence, qualification and time commitment of a candidate who is nominated to be a new independent non-executive Director before an appointment. On an annual basis, all independent non-executive Directors are required to confirm in writing their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules.

(iii) Board Decision Making

The Directors (including INEDs), upon reasonable request, may seek independent professional advice at the Company's expense.

(iv) Independent non-executive Directors meeting

The Chairman of the Board meets with independent non-executive Directors annually without the presence of the other executive Directors and management of the Company.

MEETINGS

The Company held eight Board meetings during the Review Period.

At the Board meetings, the Directors discussed and formulated overall strategies for the Company, discussed and approved the financial budgets, annual results, dividends and other significant transactions of the Group. Issues relating to the daily management and operations of the Group have been delegated to the management of the Group.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 9 September 2009 with written terms of reference. Currently, the Audit Committee comprises three INEDs, namely, Prof. Liu Tao (chairman of the Audit Committee), Dr. Hu Jinxing and Mr. Han Ping. The main duties of the Audit Committee are, among others, as follows:

1. to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of external auditors, and to approve remuneration and terms of engagement of external auditors, and any questions of resignation or dismissal of external auditors;
2. to consider the plan for each year's audit submitted by the external auditors and discuss the same at a meeting if necessary;
3. to monitor the integrity of the Company's financial statements and annual reports and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;
4. 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;
5. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on the Committee's own initiative, as well as management's response to these findings; and
6. 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.

The terms of reference of the Audit Committee (which was amended and adopted by the Board on 31 December 2018 in response to the amendments to the Corporate Governance Code which took effect on 1 January 2019) are available on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.gloriousphl.com.cn. Five meetings were held by the Audit Committee during the Review Period. The summary of the works of the Audit Committee during 2022 are, among others, as follows:

1. reviewed the annual results (including the announcement thereof) and the audited financial statements for the year ended 31 December 2021;
2. reviewed the interim results (including the announcement thereof) and the financial statements for the six months ended 30 June 2022;

Corporate Governance Report

AUDIT COMMITTEE (Continued)

3. reviewed the external auditor's audit findings and other audit issues;
4. reviewed the effectiveness of the internal control system and risk management system; and
5. reviewed the external auditor's remuneration.

On 30 March 2023, the Audit Committee reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed with the external auditors about the content of the auditor's report. The Group's consolidated financial statements for the year ended 31 December 2022 have been reviewed and approved by the Audit Committee, and the Audit Committee is of the opinion that such financial statements comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended the Board's approval of the Group's consolidated financial statements for the year ended 31 December 2022.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 9 September 2009 with written terms of reference. Currently, the Remuneration Committee comprises two INEDs, namely, Dr. Hu Jinxing (chairman of the Remuneration Committee) and Prof. Liu Tao and one executive Director, namely Mr. Ding Xiang Yang. The main duties of the Remuneration Committee are, among others, as follows:

1. to assess, review and make recommendations once a year or as and when required, to the Board in respect of the remuneration packages and overall benefits for the Directors of the Company;
2. to make recommendations to the Board in relation to all consultancy agreements and service contracts or any variations, renewals or modifications thereof, entered into between the Company and the Directors of the Company or any associate company of any of them;
3. to make recommendations to the Board on the Company's remuneration policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
4. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
5. to review and approve matters relating to share schemes under Chapter 17 of Listing Rules;
6. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and
7. to conform any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

REMUNERATION COMMITTEE (Continued)

The terms of reference of the Remuneration Committee (which was amended and adopted by the Board on 30 December 2022 in response to the amendments to the Corporate Governance Code which took effect on 1 January 2019 and the Share Option Schemes which took effect on 1 January 2023) are available on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.gloriousphl.com.cn. Three meetings were held by the Remuneration Committee during the Review Period. The summary of the works of the Remuneration Committee during the Review Period are, among others, as follows:

1. reviewed, considered and made recommendations to the Board on the remuneration packages proposed for all Directors of the Company;
2. reviewed, considered and made recommendations to the Board as to the disclosure of the remuneration/benefits of the Directors in the Company's annual report and accounts;
3. reviewed, considered and made recommendations to the Board in respect of the change of fees of the INEDs; and
4. made recommendation to the Board to adopt a revised terms of reference of the Remuneration Committee.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 35 and 25, respectively, to the financial statements.

Pursuant to Code provision E.1.5 of the Code, the remuneration of the members of the senior management by band for the year ended 31 December 2022 is set out below:

Remuneration band (RMB)	Number of persons
Below 1,000,000	2

Corporate Governance Report

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 1 April 2012 with written terms of reference. On 29 August 2013, the Board approved and adopted the board diversity policy and revised terms of reference of the Nomination Committee, which are in line with the Listing Rules relating to the board diversity effective from 1 September 2013. Currently, the Nomination Committee comprises one executive Director, namely Mr. Ding Xiang Yang (chairman of the Nomination Committee) and two INEDs, namely, Dr. Hu Jinxing and Mr. Han Ping. The main duties of the Nomination Committee are, among others, as follows:

1. to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to review the balance between executive and non-executive Directors (including INEDs) on the Board;
3. to review the board diversity policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives and make the relevant disclosure in the corporate governance report;
4. to assess the independence of the INEDs;
5. to make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for Directors, in particular the Chairman and the chief executive; and
6. to determine the policy, procedures and criteria for the nomination of the Directors.

The terms of reference of the Nomination Committee (which was amended and adopted by the Board on 31 December 2018 in response to the amendments to the Corporate Governance Code which took effect on 1 January 2019) are available on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.gloriousphl.com.cn.

Three meetings were held by the Nomination Committee during the Review Period to discuss and review the structure, size and composition (including the skills, knowledge and experience) of the Board and review, consider and recommend the nomination of an INED.

NOMINATION POLICY

The Nomination Committee has implemented the following procedures and processes in respect of the nomination of Directors:

1. The Nomination Committee may select potential candidates for nomination by: (i) inviting the Board to nominate suitable candidates, if any, for its consideration; or (ii) nominating candidates who were not proposed by the Board members; or (iii) engaging external recruitment agencies to assist in identifying and selecting suitable candidates, if considered necessary;
2. The Nomination Committee will conduct background search on each potential candidates, if considered necessary;
3. After consideration, the Nomination Committee shall then make recommendations of the suitable candidates for the Board's consideration and approval. For the election of candidates to stand for re-election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation to Shareholders; and
4. Shareholders may also nominate candidates for election as a Director in accordance with the procedures posted on the Company's website.

BOARD DIVERSITY POLICY

On 29 August 2013, the Company adopted a board diversity policy (the "Policy") setting out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to the talents, skills, knowledge, age, industry experience, race, gender and other qualities. These differences will be considered in determining the optimum composition of the Board. All appointments of the members of the Board will also be based on meritocracy while taking into account diversity.

The Nomination Committee will review and assess annually all measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity, including but not limited to, those described above.

The Nomination Committee will report annually, in the corporate governance report of the Company's annual report, a summary of the Policy, the measurable objectives that the Board has adopted for implementing the Policy, and the progress made towards achieving these objectives.

The Nomination Committee will review the Policy, as appropriate, to ensure the effectiveness of the Policy and also recommend any proposed changes to the Board for approval.

Each of the Board members possesses different skills, knowledge and experience, including land and property development, construction and management, corporate operational and strategic management, financial strategies and asset management, project budgeting management and construction design of project. The Board is characterised by significant diversity in terms of skills, knowledge, age and industry experience, etc.

The Board emphasis on diversity (including gender diversity) across all levels of the Group. As at the date of this annual report, the Board comprises six Directors, two of whom are female, it stands at 33.3%. The Board considers that gender diversity on the Board has been achieved. Further details on the gender ratio of the Group and initiatives taken to improve gender diversity across the workforce (including senior management), together with relevant data, can be found in the "Environmental, Social and Governance Report", which sets out on pages 35 to 59.

Corporate Governance Report

DIVIDEND POLICY

The following dividend policy (the “Dividend Policy”) was approved and adopted by the Board on 31 December 2018 and was effective on 1 January 2019:

Objective

The Company considers stable and sustainable returns to the shareholders of the Company (the “Shareholders”) to be our goal and endeavours to maintain its stable Dividend Policy.

The Policy

Under the Dividend Policy, the declaration and payment of dividends shall be determined at the sole discretion of the Board. The Board shall also take into account the following factors when considering whether to propose dividends and determining the dividend amount:

1. the Group’s actual and expected financial performance;
2. retained earnings and distributable reserves of the Company and each of the members of the Group;
3. the Group’s working capital requirements, capital expenditure requirements and future expansion plans;
4. the Group’s liquidity position;
5. contractual restrictions on the payment of dividends by the Company to the Shareholders or by the Company’s subsidiaries to the Company;
6. taxation considerations;
7. general economic conditions, business cycle of the Group’s business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
8. other factors that the Board deems relevant.

Payment of dividends by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the memorandum and articles of association of the Company. The Board will review the Dividend Policy as appropriate from time to time. There is no guarantee that any particular amount of dividends will be distributed for any specific periods.

CORPORATE GOVERNANCE COMMITTEE

The corporate governance committee of the Company (the “CG Committee”) was established on 1 April 2012 with written terms of reference. Currently, the CG Committee comprises two executive Directors, namely, Mr. Ding Xiang Yang (chairman of the CG Committee) and Ms. Lu Juan (appointed on 6 September 2022 to replace Mr. Xia Jing Hua who resigned on the same day) and INED, namely Prof. Liu Tao. The main duties of the CG Committee are, among others, as follows:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of the Directors and senior management;
3. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
5. to review the Company’s compliance with all the applicable provisions in the Corporate Governance Code and the disclosure in the Corporate Governance Report.

The terms of reference of the CG Committee (which was amended and adopted by the Board on 31 December 2018 in response to the amendments to the Corporate Governance Code which took effect on 1 January 2019) are available on the website of the Company at www.gloriousphl.com.cn.

Two meetings was held by the CG Committee during the Review Period. The meeting was held to review, consider and discuss the following matters, inter alia, regarding the corporate governance of the Company:

1. reviewed the Company’s policies and practices on corporate governance;
2. reviewed and recommended the training and continuous professional development of the Directors;
3. reviewed the Company’s compliance with the Corporate Governance Code and the disclosure in the Corporate Governance Report as included in the Annual Report; and
4. discussed the rules, requirements and regulations of the Environment, Social and Governance Reporting.

Corporate Governance Report

FINANCE COMMITTEE

The Board established a finance committee (the "Finance Committee") in April 2010 with delegated authority to review and approve certain financial matters of the Group. Currently, the Finance Committee comprises Mr. Ding Xiang Yang (chairman of the Board and chief executive officer of the Company) and Ms. Lu Juan (appointed on 6 September 2022 to replace Mr. Xia Jing Hua who resigned on the same day), and its primary duties include the determination and approval of the investment of surplus funds, approval of any investment acquisition and disposal of the Group each of an amount not exceeding HK\$1 billion, arrangement of banking facilities and approval of guarantees and indemnities each of an amount not exceeding HK\$1 billion, opening and operation of bank accounts, handling or execution of share repurchase exercises of the Company, and allotment and issuance of the ordinary shares of the Company pursuant to the share option scheme (details of which are described in the section headed "Share Option Schemes" in Report of the Directors of this annual report).

ATTENDANCE RECORD AT MEETINGS

The attendance record of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meetings, Nomination Committee meeting, CG Committee meeting and the 2022 AGM during the Review Period are set out in the following table:

Name of Directors	Number of meetings attended/Number of meetings held					
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Corporate Governance Committee	2022 AGM
Executive Directors						
Mr. Ding Xiang Yang	8/8 ^(c)	–	3/3	3/3 ^(c)	2/2 ^(c)	1/1
Ms. Lu Juan (appointed on 6 September 2022)	2/2	–	–	–	–	–
Mr. Xia Jing Hua (resigned on 6 September 2022)	6/6	–	–	–	2/2	1/1
Mr. Yan Zhi Rong	8/8	–	–	–	–	1/1
Independent Non-executive Directors						
Prof. Liu Tao	8/8	5/5 ^(c)	3/3	–	2/2	1/1
Mr. Han Ping	8/8	5/5	–	3/3	–	1/1
Dr. Hu Jinxing	8/8	5/5	3/3 ^(c)	3/3	–	1/1

Note: Chairman of the Board and Board Committees are indicated by (c).

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The procedures and process of appointment, re-election and removal of Directors are laid out in the articles of association of the Company. The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of the INEDs.

All Directors are appointed based on their merits and experiences relevant to the business of the Group. Each of the executive Directors has entered into a service contract with the Company with no specific term. Mr. Han Ping, the INED, has entered into an appointment letter with the Company for a term of one year commencing on 2 October 2021, which was renewed for three years from 2 October 2022. Prof. Liu Tao who, the INED, has entered into an appointment letter with the Company for a term of three years commencing on 17 September 2021, which was renewed for three years from 17 September 2022. Dr. Hu Jinxing ("Dr. Hu"), the INED, has also entered into an appointment letter with the Company for a term of one year commencing on 24 June 2021, which was renewed for three years from 24 June 2022. In accordance with the provisions of the Corporate Governance Code and the articles of association of the Company, all Directors are subject to retirement by rotation at least once every three years. A Director may be re-elected at the annual general meeting upon his/her retirement by rotation.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive Director serves more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. As Mr. Han Ping had served the Company as the independent non-executive Directors for more than nine years since 17 October 2018, the ordinary resolutions proposing re-election of Mr. Han was approved by the Shareholders by poll at the annual general meeting on 1 September 2022.

The Board reviews its own structure, size, composition and diversity regularly to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. The Company has established a Nomination Committee on 1 April 2012. One of the responsibilities of the Nomination Committee is to review the structure, size, composition and diversity (including the skills, knowledge, experience, etc.) of the Board regularly to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. It is also responsible for recommending the appointment of directors for the Board's approval.

New directors are sought mainly through referrals or internal promotion. In evaluating whether a candidate is suitable to act as a Director of the Company, the Board will review the independence, experience and skills of the candidate as well as personal ethics, integrity and time commitment of the candidate.

Corporate Governance Report

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to the Corporate Governance Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

On appointment to the Board, each newly appointed Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

All Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organised by professional and/or regulatory bodies in Hong Kong and overseas so that they can continuously update and further improve their relevant knowledge and skills.

From time to time, all Directors are also provided with written materials to develop and refresh their professional skills; the Company Secretary also organises and arranges various seminars on the latest development of applicable laws, rules and regulations for the Directors to assist them in discharging their duties. During the Review Period, the Company organised for the Directors and executives an in-house workshop on (1) Listing Compliance; and (2) Anti-Corruption Regulations to enhance their capacities to carry out directors' duties.

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a Director of a listed company in compliance with the requirement of the Corporate Governance Code on continuous professional development during the year:

Name of Directors	Corporate Governance/Updates on laws, rules and regulations	
	Read materials/ Attend seminars	In-house workshop
Executive Directors		
Mr. Ding Xiang Yang	✓	✓
Ms. Lu Juan	✓	✓
Mr. Yan Zhi Rong	✓	✓
Independent Non-executive Directors		
Prof. Liu Tao	✓	✓
Mr. Han Ping	✓	✓
Dr. Hu Jinxing	✓	✓

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2022, there was no significant change in the Company's constitutional documents.

COMPANY SECRETARY

Ms. Leung Yin Fai is the company secretary of the Company and responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the company secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the company secretary is responsible for facilitating communications among Directors as well as with the management.

The Company engages an external service provider, Ms. Leung Yin Fai, as its company secretary. Mr. Ding Xiang Yang, the chairman of the Board and executive director of the Company, is the primary contact person whom Ms. Leung Yin Fai can contact. During the year ended 31 December 2022, the company secretary has undertaken more than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

How shareholders can convene an extraordinary general meeting

Pursuant to the articles of association of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such a requisition must be signed by the Shareholder(s).

The procedures by which enquires may be put to the Board and sufficient contact details to enable these enquires to be properly directed Shareholders and other stakeholders may at any time send their enquiries and concerns in writing through our Investor Relations Department whose contact details are as follows:

Address: Suites 1508-10, 15/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong
Telephone: (852) 3101 4888
Facsimile: (852) 3101 4688
Email: ir@gloriousphl.com.cn

If necessary, the Investor Relations Department will forward the enquires or concerns to the Company Secretary or other members of the senior management of the Company as appropriate within their area of responsibilities for handling.

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

Procedures for shareholders to propose a person for election as a Director

As regards to the procedures for proposing a person for election as the Director (other than the retiring Director of the Company or a person recommended by the Board), please refer to the procedures made available under the Corporate Governance section of the Company's website at http://ir.gloriousphl.com.cn/html/ir_gov.php.

Corporate Governance Report

PROCEDURES AND SUFFICIENT CONTACT DETAILS FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the articles of association of the Company, shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "HOW SHAREHOLDERS CAN CONVENE AN EXTRAORDINARY GENERAL MEETING" above.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for overseeing the Company's systems of risk management and internal control and is committed to managing business risks and maintaining a sound and effective risk management and internal control system to safeguard the shareholders' investment and the Company's assets. The management is responsible for designing and implementing the risk management and internal control system to achieve the aforesaid objectives. The Board acknowledges its responsibility 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.

Under its terms of reference, the Audit Committee, during the Review Period, performed a review of the Company's financial controls, risk management and internal control systems and was responsible for discussing with the management the Company's risk management and internal control systems.

During the Review Period, the Directors, through the Audit Committee as well as by themselves, conducted reviews of the effectiveness of the Company's risk management and internal control systems, including financial, operational and compliance controls and risk management functions, and the adequacy of resources, qualifications and experience of the staff, budget of the Company's accounting, internal audit and financial reporting functions. The Directors considered the Company's risk management and internal control systems effective and adequate.

The internal audit department of the Company performs regular audit reviews in respect of the risk management and internal control systems and report of the key controls of the Company to the Board and the Audit Committee. The responsible heads of departments will be notified of the control deficiencies noted for rectification.

To maintain an effective internal control system, all departments of the Company have formulated operational management guidelines, which clearly define the functions and responsibilities of each department and scope of power of each position.

The Directors, in coordination with division heads, also assesses the likelihood of risk occurrence and monitor the risk management progress, and reports to the Board (if necessary). Management and Board meetings will be held to discuss and manage the risks if necessary.

The Company has developed its disclosure policy which enables the Company's Directors, officers, senior staff and relevant employees to handle confidential information, monitor inside information disclosure and respond to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

EXTERNAL AUDITOR

PricewaterhouseCoopers (the "Previous Auditor") resigned as the auditor of the Company with effect from 30 November 2022. Crowe (HK) CPA Limited (the "Current Auditor") was appointed as the auditor of the Company with effect from 30 November 2022 to fill the casual vacancy and to hold office until the conclusion of the 2023 AGM. The aggregate remuneration in respect of services provided by the external auditors (including the Previous Auditor and the Current Auditor) for the year ended 31 December 2022 was approximately RMB6.59 million (2021: RMB6.95 million), of which RMB0.05 million (2021: RMB0.08 million) represents fee for other audit-related services.

The responsibilities of the Independent auditor with respect of the consolidated financial statements for the year ended 31 December 2022 are set out in the section "Independent Auditor's Report" on pages 90 to 92.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

All Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2022 and of ensuring that the preparation of the consolidated financial statements of the Group is in accordance with the applicable standards and requirements.

GOING CONCERN AND MITIGATION MEASURES

Multiple Uncertainties Relating to Going Concern

For the year ended 31 December 2022, the Group reported a loss attributable to the owners of the Company of RMB297.4 million. As at 31 December 2022, the Group had accumulated losses of RMB8,911.9 million and the Group's current liabilities exceeded its current assets by RMB22,695.8 million. As at the same date, the Group's total and current borrowings (including loans from a non-controlling interest) amounted to RMB20,963.7 million and commitments for capital and property development expenditures amounted to RMB9,105.4 million, while its cash and bank balances amounted to RMB72.3 million only. In addition, as at 31 December 2022, certain borrowings whose principal amounts of RMB3,273.9 million and interest payable amounts of RMB1,621.5 million, relating to borrowings with a total principal amount of RMB4,259.1 million were overdue. In addition, part of the principal and interests of certain borrowings not above-mentioned with a total principal amount of RMB7,797.0 million have been overdue during the loan period; although these overdue balances and interests were subsequently settled before 31 December 2022, these borrowings remained to be considered as in default as at 31 December 2022. These constituted events of defaults which resulted in cross-default of certain borrowings other than those mentioned above, amounting to principal amount of RMB4,837.1 million as at 31 December 2022. Besides, subsequent to 31 December 2022, borrowings with principal of RMB2,912.1 million were not repaid in accordance with the repayment schedules pursuant to the relevant loan agreements. These conditions, together with other matters described in note 2(a)(i) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

Corporate Governance Report

GOING CONCERN AND MITIGATION MEASURES (Continued)

Multiple Uncertainties Relating to Going Concern (Continued)

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments and breach of specific terms and conditions of borrowings from financial institutions, which are set out in note 2(a)(i) to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful negotiations with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms; (ii) the successful negotiations with the lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests; (iii) successfully obtaining additional new sources of financing as and when needed; and (iv) the successful acceleration of the pre-sales and sales of properties under development and completed properties and speed up the collection of outstanding sales proceeds, including meeting all the necessary conditions to launch the presale and make these pre-sales at the expected sale prices and in accordance with the timelines of cash flow projections prepared by management; and controlling costs and containing capital expenditure so as to generate adequate net cash inflows. The Group's ability to obtain the abovementioned financing and operating funds depends on (1) current and ongoing regulatory environments and how the relevant policies and measures might affect the Group and/or the relevant financial institutions; and (2) whether the lenders of existing borrowings can agree to the terms and conditions for such extension or renewal and the Group's ability to continuously comply with the relevant terms and conditions of borrowings. Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

DISCLAIMER OF OPINION ISSUED BY THE INDEPENDENT AUDITOR

As a result of the matters discussed in the section headed "GOING CONCERN AND MITIGATION MEASURES", the Group's financial conditions, together with the other matters as described in note 2(a)(i) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern, the Company's auditor does not express an opinion on the Group's consolidated financial statements for the year ended 31 December 2022. The Independent Auditor's Report is contained in pages 90 to 92 of this annual report.

As set out in note 2(a)(i) to the consolidated financial statements as contained in this annual report, the Directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments to financial institutions. Despite that the auditor could not obtain sufficient evidence regarding the going concern of the Group, the Group in recent years achieved steady growth in property sales and maintained at a reasonable level, trend of decreasing balance of total borrowings, as well as continuous improvements in the operating cash flows, although occasionally there was operating net cash outflow. However, the outbreak of COVID-19 pandemic in the past three years caused the Group to be affected by the weakened purchasing power in the property market and also has dragged down the pace of property development of the Group's projects that resulted in low level of property resources available for sale. The impact of COVID-19 on the Group may continue to adversely affect the Group's operation in the short to medium run (details as set out in the section headed "Going Concern and Mitigation Measures" in "Management Discussion and Analysis – Financial Review" in pages 26 to 27 of this annual report). With all the measures mentioned in note 2(a)(i) to the consolidated financial statements, the Directors of the Company are expecting the Group's overall financial position to be improved in the coming year.

DISCLAIMER OF OPINION ISSUED BY THE INDEPENDENT AUDITOR (Continued)

The Board and Audit Committee agreed with the views of the management and the auditor regarding the uncertainties relating to going concern. There is no disagreement by the Board, the management nor the Audit Committee with the position taken by the Company's auditor regarding the disclaimer of opinion.

The Directors will continue to use their best efforts to protect and uphold the Company's best interest, including ongoing negotiation with the lenders for terms modification, renewal, extension and replacement of the Group's borrowings and accelerating the pre-sales and sales of properties. The Group, the Directors and the management will proactively to resolve matters relating to the disclaimer of opinion throughout the financial year 2023.

SHAREHOLDERS' MEETINGS

All Shareholders have the right to be informed and participate in material matters of the Company as prescribed by laws and the articles of association of the Company.

The Company regards the annual general meeting as an important event as it provides an invaluable opportunity for the Board to communicate with the shareholders.

During the Review Period, the Company held the annual general meeting on 1 September 2022 to enable the shareholders (i) to consider and approve the audited financial statements and the reports of the Directors and the auditor for the year ended 31 December 2021, (ii) to re-elect the retiring Directors, (iii) to authorise the Board to fix the remuneration of all Directors, (iv) to re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration and (v) to consider and pass other special businesses in the meeting.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with its shareholders is essential for enhancing investor relations and investors' understanding of the Company's business performance and strategies. It has adopted a policy of disclosing clear, adequate and relevant information to its shareholders in a timely manner through various channels. This policy is regularly reviewed to ensure its effectiveness.

The Board communicates with its shareholders and investors through various channels. The Board members meet and communicate with shareholders and investors at annual general meeting and other general meetings. The Board considers that the Company has effectively communicated with Shareholders during the Review Period.

The goal of the Company's communication activities is to provide a true and fair view of the Company to the public. To further enhance the Company's relationship with its shareholders and investors and to ensure that all investors have a better understanding of the Company, the Company has established an Investor Relations Department to handle regular contact with investors.

Important events regarding financial results, business development and operations are also announced on a timely basis to investors through the Company's website www.gloriousphl.com.cn.

To maintain and improve the visibility of the Company in the financial community, the Company will leverage on various channels and platforms including press conferences, analyst briefings and industry conferences (if necessary) to ensure the timely release of important messages to the public.

Report of the Directors

The directors (the “Directors”) of Glorious Property Holdings Limited (the “Company”) are pleased to submit their report together with the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The Group is principally engaged in the development and sale of high quality properties in key economic cities in the PRC. As at 31 December 2022, the Group had property development projects in prime locations of key economic cities in Shanghai Region, Yangtze River Delta, Pan Bohai Rim and Northeast China.

An analysis of the Group’s revenue and total assets during the year, by reportable operating segment, is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year is contained in the sections headed “Business review” on pages 8 to 17. A description of the principal risks and uncertainties facing the Group and an indication on the Group’s likely future business development are contained in the section headed “Future Outlook” on page 18.

An analysis of the Group’s performance during the year using financial key performance indicators is provided in the Management Discussion and Analysis on pages 4 to 5 and Five-Year Financial Summary on pages 189 to 190 of this Annual Report.

ENVIRONMENT PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group endeavors to construct premium residential projects and actively integrates environmental considerations into them. The Group also promotes the concept of caring for the nature and environmental conservation, so as to promote green management and create a pleasant environment. Since the establishment of the Group, it has strictly complied with laws and regulations regarding environmental protection and adopted innovative and effective environmental technologies to ensure each of its projects meets the highest construction standards and ethics in respect of environmental protection.

COMPLIANCE WITH LAWS AND REGULATIONS

The Board paid attention to the Group’s policies and practices on compliance with legal and regulatory requirements. External compliance and legal advisers are engaged to ensure transactions and business performed by the Group are within the applicable legal framework. Updates on applicable laws, rules and regulations are brought to the attention of relevant employees and operation units from time to time.

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH EMPLOYEES

A description of the relationship with the employees of the Group is contained in the section headed "Employee and Remuneration Policy" under "Financial Review" on page 30.

SUBSIDIARIES OF THE COMPANY

A list of the subsidiaries of the Company, together with their places of operation and incorporation, issued capital and registered capital, is set out in note 11 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 are set out in the accompanying consolidated statement of comprehensive income on page 95 of this annual report.

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

FINANCIAL SUMMARY

A summary of the consolidated results and the assets and liabilities of the Group for the last five financial years is set out on pages 189 and 190 of this annual report.

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

During the year ended 31 December 2022, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the listed securities of the Company.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the Group purchased less than 30% of its goods and services from its 5 largest suppliers and sold less than 30% of its goods and services to its 5 largest customers.

DONATIONS

There were no charitable donations made by the Group during the year (2021: Nil).

PROPERTY, PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS

Details of movements in property, plant and equipment/right-of-use assets, investment properties, properties under development and completed properties held for sale of the Group during the year are set out in notes 6, 7, 12 and 13 to the consolidated financial statements.

Report of the Directors

BORROWINGS

Particulars of the borrowings of the Group as at 31 December 2022 are set out in note 17 to the consolidated financial statements.

CAPITALISED BORROWING COSTS

Borrowing costs capitalised by the Group during the year amounted to approximately RMB550.7 million (2021: RMB607.9 million).

MAJOR PROPERTIES

Major properties of the Group as at 31 December 2022 are set out on pages 191 to 196 of this annual report.

SHARE PREMIUM AND RESERVES

Details of movements in the share premium and reserves of the Company during the year ended 31 December 2022 are set out in notes 19 and 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, no reserves of the Company were available for distribution to the shareholders (2021: RMB128.6 million).

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 19 to the consolidated financial statements.

DIRECTORS

The Directors of the Company who held office during the year and as at the date of this annual report are:

Executive Directors:

Mr. Ding Xiang Yang (*Chairman*)

Ms. Lu Juan (*appointed on 6 September 2022*)

Mr. Xia Jing Hua (*resigned on 6 September 2022*)

Mr. Yan Zhi Rong

Independent Non-Executive Directors:

Prof. Liu Tao

Dr. Hu Jinxing

Mr. Han Ping

In accordance with the articles of association of the Company, Mr. Ding Xiang Yang and Dr. Hu Jinxing are due to retire from the Board by rotation at the forthcoming annual general meeting of the Company to be held on 9 June 2023 (the "2023 AGM"). In addition, pursuant to the articles of association of the company, Ms. Lu Juan, who was appointed as an executive Director of the Company with effect from 6 September 2022 to fill a casual vacancy on the Board, shall hold office until the first general meeting of the Company after her appointment and be subject to re-election at 2023 AGM. All the retiring Directors, being eligible, offer themselves for re-election.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the contracts disclosed in the section headed "Continuing Connected Transactions" below, no arrangements or contract of significance (as defined in Appendix 16 to the Listing Rules) in relation to the Group's business to which the Company or its holding company or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at any time during or at the end of the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS AND DEED OF NON-COMPETE UNDERTAKING

As at 31 December 2022, none of the Directors nor their associates had interests in businesses which competed or were likely to compete, either directly or indirectly, with the Group's businesses.

In order to protect the Group's interests and its current business activities, the controlling shareholders of the Company, namely, Best Era International Limited and Mr. Zhang Zhi Rong, had entered into a deed of non-compete undertaking on 9 September 2009 ("Deed of Non-compete Undertaking") in favour of the Company, under which each of Best Era International Limited and Mr. Zhang Zhi Rong has undertaken and covenanted with the Company that pursuant to the terms and conditions of the Deed of Non-compete Undertaking, they shall not and shall procure their respective associates not to directly or indirectly engage or otherwise be interested in the business of the development, sales, leasing and investment of properties in the PRC (other than through the Group) or business which is the same or similar to that carried on by the Group from time to time.

On 9 July 2021, Mr. Zhang Zhi Rong set up a discretionary family trust, Century Glory Family Trust, in Jersey and Trident Trust Company Limited is the trustee. On 29 October 2021, Mr. Zhang Zhi Rong transferred the entire issued share capital of Best Era International Limited to Century Glory Assets Limited, a company wholly owned by the trustee.

The Company has received a confirmation from Best Era International Limited, Mr. Zhang Zhi Rong and Century Glory Assets Limited in respect of their compliance with the terms of the Deed of Non-compete Undertaking during the year ended 31 December 2022.

The INEDs have also reviewed and confirmed the compliance with, and the enforcement of, the Deed of Non-compete Undertaking by Best Era International Limited and Mr. Zhang Zhi Rong during the year.

Report of the Directors

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the Directors and the chief executive of the Company had the following interests in the shares, underlying shares and debentures of the Company or any of its associated corporations (the "Associated Corporations") (within the meaning of Part XV of the SFO which (a) were recorded in the register required to be kept under Section 352 of the SFO; or (b) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code:

Company

Name of Directors	Number of ordinary shares			Approximate % of shareholding ⁽²⁾
	Personal interests ⁽¹⁾	Corporate interests	Total	
Mr. Ding Xiang Yang	10,579,000	–	10,579,000	0.14
Ms. Lu Juan	260,000	–	260,000	0.01
Mr. Yan Zhi Rong	5,894,000	–	5,894,000	0.08

Notes:

- (1) This represents interests held by the relevant Director as beneficial owner in share options granted to the Directors under the share option scheme of the Company to subscribe for shares in the Company.
- (2) The percentage has been compiled based on the total number of ordinary shares of the Company in issue as at 31 December 2022 (i.e. 7,792,645,623 ordinary shares).

All of the interests disclosed above represent long positions in the shares of the Company.

Apart from the aforesaid, as at 31 December 2022, the Company had not been notified of any interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations of any Directors or chief executive of the Company which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 31 December 2022, the number of outstanding options granted by the Company to the Directors to subscribe for shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or which were otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code, is set out in the section headed "Share Option Schemes" of this annual report.

Apart from the aforesaid, at no time during the year ended 31 December 2022 was the Company or its holding company or subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDER'S INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2022, the interests of substantial shareholders (other than the Directors or the chief executive of the Company) in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of the Substantial shareholders	Capacity in which ordinary shares were held	Number of ordinary shares	Long position/ Short position/ Lending pool	Approximate % of shareholding ⁽⁴⁾
Mr. Zhang Zhi Rong	Interests in controlled corporations/ Beneficial owner ⁽²⁾⁽³⁾	5,275,922,436 ⁽²⁾⁽³⁾	Long position	67.70
Best Era International Limited ⁽¹⁾⁽²⁾	Beneficial owner	4,940,629,436	Long position	63.40
Century Glory Assets Limited ⁽²⁾	Beneficial owner	4,940,629,436	Long position	63.40
Trident Trust Company Limited ⁽²⁾	Trustee	4,940,629,436	Long position	63.40
China Life Insurance (Overseas) Co. Ltd	Beneficial owner	571,210,000 ⁽⁵⁾	Long position	7.33

Notes:

- (1) Mr. Zhang Zhi Rong is a sole director of Best Era International Limited.
- (2) Mr. Zhang Zhi Rong directly owned the entire issued share capital of Best Era International Limited. Best Era International Limited beneficially owns 4,940,629,436 shares of the Company. On 9 July 2021, Mr. Zhang Zhi Rong set up a discretionary family trust, Century Glory Family Trust, in Jersey and Trident Trust Company Limited is the trustee. On 29 October 2021, Mr. Zhang Zhi Rong transferred the entire issued share capital of Best Era International Limited to Century Glory Assets Limited, a company wholly owned by the trustee.
- (3) As at 31 December 2022, Market Victor Limited, Novel Ventures Limited, Island Century Limited and Well Advantage Limited, all of which are indirectly wholly-owned by Mr. Zhang Zhi Rong, held 81,936,000 shares, 106,288,000 shares, 119,313,000 shares and 27,756,000 shares respectively, representing in aggregate 335,293,000 shares or approximately 4.30% of the issued share capital of the Company. Together with the shares held by the family trust, Mr. Zhang Zhi Rong's aggregate interests was 5,275,922,436 shares or approximately 67.70% of the issued share capital of the Company.
- (4) The percentage has been compiled based on the total number of ordinary shares of the Company in issue as at 31 December 2022 (i.e. 7,792,645,623 ordinary shares).
- (5) Based on the notice of dealing disclosures dated 12 October 2016 submitted to the Securities and Futures Commission by China Life Insurance (Overseas) Co. Ltd. pursuant to Rule 22 of the Code on Takeovers and Mergers of Hong Kong.

Apart from the aforesaid, as at 31 December 2022, the Company was not aware of any persons (other than the Directors or the chief executive of the Company) who had any interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

Report of the Directors

SHARE OPTION SCHEMES

Pursuant to the resolutions in writing passed by all the shareholders of the Company on 9 September 2009, the Company approved and adopted a share option scheme for the purpose of enabling the Group to grant options to selected participants as incentives or rewards for their contribution to the Group (the "Share Option Scheme").

On 4 February 2019, the Company resolved to grant 632,388,000 share options to eligible participants to subscribe for a total of 632,388,000 ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme. A total of 2,393,000 share options granted were not accepted by the eligible participants within the required acceptance period under the Share Option Scheme. The accepted 629,995,000 share options are exercisable at any time during the option period from 4 February 2019 to 3 February 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share.

On 23 July 2019, the Company resolved to grant 26,397,000 share options to another batch of eligible participants to subscribe for a total of 26,397,000 ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme. Among the share options granted, 22,367,000 share options were granted to the Directors of the Company. The accepted 26,397,000 share options are exercisable at any time during the option period from 23 July 2019 to 22 July 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share.

In respect of the share options granted on 4 February 2019 and 23 July 2019, unless with the prior written consent of the Board, at any time during a period of six months from the date of the allotment and issue of the shares pursuant to exercise of the share options by the aforesaid eligible participants, they shall not dispose of, nor enter into any agreement to dispose of, the shares subscribed pursuant to the exercise of the share options.

Report of the Directors

SHARE OPTION SCHEMES (Continued)

As at 31 December 2022, there were 16,733,000 share options and 140,645,000 share options that were granted to the Directors and employees of the Company respectively under the Share Option Scheme and remained outstanding. No share options have been granted or agreed to be granted under the Share Option Scheme during the year ended 31 December 2022. The following table discloses details of the Company's outstanding share options held by the eligible participants under the Share Option Scheme and its movement during the year ended 31 December 2022:

Name of Grantee	Date of Grant	Number of underlying shares comprised in share options						Balance as at 31/12/2022	Exercise price per share HK\$	Exercise Period
		Balance as at 01/01/2022	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Reclassification			
Category 1:										
Directors										
Mr. Ding Xiang Yang	23/07/2019	10,579,000	-	-	-	-	-	10,579,000	0.45	Note 2
Ms. Lu Juan (appointed on 6 September 2022)	04/02/2019	-	-	-	-	-	260,000	260,000	0.45	Note 1
Mr. Xia Jing Hua (resigned on 6 September 2022)	23/07/2019	5,894,000	-	-	-	(5,894,000)	-	-	0.45	Note 2
Mr. Yan Zhi Rong	23/07/2019	5,894,000	-	-	-	-	-	5,894,000	0.45	Note 2
		22,367,000	-	-	-	(5,894,000)	260,000	16,733,000		
Category 2:										
Employees (in aggregate)										
	04/02/2019	144,614,000	-	-	-	(7,739,000)	(260,000)	136,615,000	0.45	Note 1
	23/07/2019	4,030,000	-	-	-	-	-	4,030,000	0.45	Note 2
		148,644,000	-	-	-	(7,739,000)	(260,000)	140,645,000		
Category 3:										
Suppliers (in aggregate)										
	04/02/2019	455,476,000	-	-	-	-	-	455,476,000	0.45	Note 1
		455,476,000	-	-	-	-	-	455,476,000		
Total:		626,487,000	-	-	-	(13,633,000)	-	612,854,000		

Note 1: The share options are exercisable at any time during the option period from 4 February 2019 to 3 February 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share.

Note 2: The share options are exercisable at any time during the option period from 23 July 2019 to 22 July 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share.

Report of the Directors

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company or the relevant laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

CONTINUING CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the following transactions are continuing connected transactions which are subject to the requirements under Chapter 14A of the Listing Rules. These continuing connected transactions also constitute related party transactions as set out in note 31 to the consolidated financial statements. Details of such transactions are as follows:

On 30 December 2020, the Group entered into the new construction services agreement for the period from 1 January 2021 to 31 December 2023 (the "2021 Construction Services Agreement") with Shanghai Ditong Construction (Group) Co., Ltd* ("Shanghai Ditong") to continue certain existing transactions with Shanghai Ditong. The Group applies the new annual transaction amount as disclosed in the Company's announcement dated 30 December 2020, being RMB85.0 million, for each of the three years ending 31 December 2023. The Group will closely monitor the aggregate transaction amount of the transactions under the 2021 Construction Services Agreement to ensure that the amount of such transactions would not exceed RMB85.0 million for each of the three years ending 31 December 2023.

Mr. Zhang De Huang (the father of Mr. Zhang Zhi Rong, the ultimate controlling shareholder of the Company) holds a controlling stake in Shanghai Ditong. Therefore, Shanghai Ditong is a connected person of the Company pursuant to Chapter 14A of the Listing Rules and the construction services provided to the Group by Shanghai Ditong under the 2017 Construction Services Agreement constitute continuing connected transactions of the Company.

For the year ended 31 December 2022, the annual cap for the continuing connected transactions between the Group and Shanghai Ditong under the 2021 Construction Services Agreement was RMB85.0 million and the actual transacted amount was approximately RMB84.9 million.

CONTINUING CORPORATE GOVERNANCE MEASURES

The Group has adopted the Guidelines on Tendering Procedures for Construction Services (工程類招投標工作指引) (the "Guidelines") on 15 April 2010, for the selection of potential bidders for the property projects carried out by the Group and review of construction services provided by Shanghai Ditong.

The Guidelines contain (a) an independent mechanism to govern and monitor the selection process of potential bidders for construction company; and (b) independent review procedures for the monitoring of the quality of construction work completed by Shanghai Ditong (applicable where Shanghai Ditong is selected to provide construction services to the Group after going through the selection process).

The Board has confirmed that the Group has complied with the independent mechanism contained in the Guidelines and has carried out the independent review procedures set out in the Guidelines to monitor the quality of the construction work completed by Shanghai Ditong during the year ended 31 December 2022. The Group had followed the pricing policies and guidelines when determining the price and terms of the continuing connected transactions conducted during the year ended 31 December 2022.

* For identification purpose only

CONTINUING CORPORATE GOVERNANCE MEASURES (Continued)

The INEDs of the Company have reviewed the transactions conducted between the Group and Shanghai Ditong under the 2021 Construction Services Agreement during the year ended 31 December 2022. The INEDs had also reviewed the terms of the 2021 Construction Services Agreement pursuant to a meeting of the INEDs held on 30 March 2023. They have confirmed that the continuing connected transactions of the Group for the financial year ended 31 December 2022 have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) in accordance with the agreement governing them on terms that are fair and reasonable and in the interests of the shareholders as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the auditor of the Company to conduct certain procedures in respect of the continuing connected transactions of the Group in accordance with the Hong Kong Standard on Assurance Engagement 3000 “Assurance Engagement Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has also issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Hong Kong Stock Exchange.

In accordance with Hong Kong Standard on Assurance Engagement 3000 “Assurance Engagement Other than Audits or Reviews of Historical Financial Information”, the auditor has also reported to the Board that for the year ended 31 December 2022, nothing has come to their attention that the continuing connected transactions, which were governed by the New Construction Services Agreement, (i) have not received the approval of the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group; (iii) have not been entered into, in all material respects, in accordance with the relevant agreement governing such transactions; and (iv) have exceeded the relevant ceiling amount of approximately RMB85.0 million for the financial year ended 31 December 2022 as set out in the announcement dated 30 December 2020 published by the Company in respect of the continuing connected transactions. In light of the business needs of the Group, the Group continues certain existing transactions with Shanghai Ditong but has closely monitored the aggregate transaction amount of the transactions under the 2021 Construction Services Agreement to ensure that the amount of such transactions would not exceed such ceiling amount for each of the three years ending 31 December 2023.

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in the normal course of business are set out in note 31 to the consolidated financial statements.

Save as afore-mentioned, those related party transactions which constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules are set out in the section headed “Continuing Connected Transactions” above and the Company has complied with the requirements in accordance with Chapter 14A of the Listing Rules.

Except as disclosed above, there was no contract of significance between the Group and the controlling shareholder of the Company or any of its subsidiaries during the year ended 31 December 2022.

Report of the Directors

MANAGEMENT CONTRACTS

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

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

Directors' remuneration is determined by reference to the Director's duties and responsibilities, their individual performance, the financial results of the Group and the prevailing market benchmark.

Details of the remuneration of the Directors and the five highest paid individuals of the Company for the year ended 31 December 2022 are set out in notes 35 and 25, respectively, to the consolidated financial statements. There was no arrangement under which a Director waived or agreed to waive any remuneration during the year.

PERMITTED INDEMNITY AND INSURANCE

Pursuant to the articles of association of the Company, every Director or other officer of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto; provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons. The Company has arranged appropriate directors' and officers' liability insurance cover in respect of legal action against the directors and officers of the Group.

PENSION SCHEMES

Details of the Group's pension schemes are set out in note 2(u) to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, during the year and up to the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the corporate governance report on pages 60 to 77 of this annual report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2022 have been audited by Crowe (HK) CPA Limited. PricewaterhouseCoopers resigned as auditors of the Company with effect from 30 November 2022. Crowe (HK) CPA Limited was appointed as auditor of the Company with effect from 30 November 2022 to fill the casual vacancy and to hold office until the conclusion of the 2023 AGM.

On behalf of the Board

Ding Xiang Yang

Chairman

Hong Kong, 30 March 2023

Independent Auditor's Report



國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

Independent Auditor's Report
To the Shareholders of Glorious Property Holdings Limited
(incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Glorious Property Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 93 to 188, which comprise the consolidated statement of financial position as at 31 December 2022, 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 the notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Multiple Uncertainties Relating to Going Concern

As described in note 2(a)(i) to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of RMB297,355,000 for the year ended 31 December 2022. The Group had accumulated losses of RMB8,911,927,000 and the Group's current liabilities exceeded its current assets by RMB22,695,821,000 as at 31 December 2022. As at the same date, the Group's total and current borrowings amounted to RMB20,963,726,000 and commitments for capital and property development expenditures amounted to RMB9,105,386,000, while its cash and bank balances amounted to RMB72,264,000 only. As at 31 December 2022, the Group was in default in respect of principal amount of borrowings totaling RMB12,056,110,000 due to late or overdue payment of loan principal and/or interest during the loan period or as at 31 December 2022. These events of default also resulted in cross-default of certain borrowings other than those mentioned above with a principal amount of RMB4,837,100,000 as at 31 December 2022.

The outbreak of COVID-19 pandemic in the past three years not only caused the Group to be affected by the weakened purchasing power in the property market, but also has dragged down the pace of property development of the Group's projects that resulted in low level of property resources available for sale. The impact of COVID-19 on the Group may continue to adversely affect the Group's operation in the short to medium run.

The business of the Group is also subject to extensive governmental regulations and macro-economic control measures of the real estate sector implemented by the PRC government from time to time, and some of these policies and measures may have unfavourable impact to the working capital available to the Group.

BASIS FOR DISCLAIMER OF OPINION (Continued)

Multiple Uncertainties Relating to Going Concern (Continued)

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments and breach of specific terms and conditions of borrowings from financial institutions, which are set out in note 2(a)(i) to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful negotiations with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms; (ii) the successful negotiations with the lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests; (iii) successfully obtaining additional new sources of financing as and when needed; and (iv) the successful acceleration of the pre-sales and sales of properties under development and completed properties and speed up the collection of outstanding sales proceeds, including meeting all the necessary conditions to launch the presale and make these pre-sales at the expected sale prices and in accordance with the timelines of cash flow projections prepared by management; and controlling costs and containing capital expenditure so as to generate adequate net cash inflows. The Group's ability to obtain the abovementioned financing and operating funds depends on (1) current and ongoing regulatory environments and how the relevant policies and measures might affect the Group and/or the relevant financial institutions; and (2) whether the lenders of existing borrowings can agree to the terms and conditions for such extension or renewal and the Group's ability to continuously comply with the relevant terms and conditions of borrowings.

All the above conditions, together with other matters described in note 2(a)(i) to the consolidated financial statements, indicate the existence of multiple uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

As a result of the above-mentioned multiple uncertainties, the potential interaction of these uncertainties, and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate. Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Independent Auditor's Report

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. We report 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. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements due to the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements.

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.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed disclaimer opinion on those statements in relation to multiple uncertainties which may cast significant doubt about the Group's ability to continue as a going concern on 14 July 2022.

Crowe (HK) CPA Limited
Certified Public Accountants

Hong Kong, 30 March 2023

Chung Wai Chuen, Alfred
Practising Certificate Number: P05444

Consolidated Statement of Financial Position

As at 31 December 2022

RMB'000	Note	2022	2021
Non-current assets			
Property, plant and equipment	6(a)	93,248	101,060
Right-of-use assets	6(b)	259,187	272,494
Investment properties	7	23,818,035	24,309,410
Intangible assets	8	1,800	1,800
Investment in an associate	9	7,050	6,227
Interest in a joint venture	10	815,381	876,497
Deferred income tax assets	18	628,556	279,313
		25,623,257	25,846,801
Current assets			
Properties under development	12	12,663,590	14,713,865
Completed properties held for sale	13	5,924,243	5,151,379
Trade and other receivables, prepayments and other financial assets	14	3,400,930	3,289,127
Prepaid taxes		491,399	289,727
Cash and bank balances, and restricted deposits	15	390,682	598,257
		22,870,844	24,042,355
Total assets		48,494,101	49,889,156

The notes on pages 98 to 188 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2022

RMB'000	Note	2022	2021
Current liabilities			
Contract liabilities	5	7,601,642	12,151,831
Trade and other payables	16	6,146,344	6,163,042
Income tax payable		10,501,491	8,474,992
Amount due to a joint venture	10	353,029	353,029
Borrowings	17	20,963,726	20,084,005
Lease liabilities	6(b)	433	436
		45,566,665	47,227,335
Non-current liabilities			
Borrowings	17	—	—
Deferred income tax liabilities	18	2,799,595	2,237,180
Lease liabilities	6(b)	666	—
		2,800,261	2,237,180
Total liabilities		48,366,926	49,464,515
EQUITY			
Capital and reserves attributable to the owners of the Company			
Share capital	19	68,745	68,745
Share premium	19	7,822,982	7,822,982
Reserves		(7,898,956)	(7,601,601)
		(7,229)	290,126
Non-controlling interests		134,404	134,515
Total equity		127,175	424,641
Total liabilities and equity		48,494,101	49,889,156

Approved by the Board on 30 March 2023 and signed on its behalf by

Ding Xiang Yang

Director

Lu Juan

Director

The notes on pages 98 to 188 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

Year ended 31 December 2022

RMB'000	Note	2022	2021
Revenue	5	6,385,035	3,317,582
Cost of sales	23	(2,374,193)	(4,408,688)
Gross profit/(loss)		4,010,842	(1,091,106)
Other income	21	49,975	35,215
Other (losses)/gains, net	22	(912,255)	(1,160,356)
Provision for loss allowances of financial assets		(10,964)	(56,879)
Selling and marketing expenses	23	(123,184)	(175,019)
Administrative expenses	23	(303,990)	(426,379)
Finance costs, net	24	(1,478,452)	(2,073,909)
Share of profit of an associate		823	1,072
Share of profit of a joint venture	10	48,405	4,943
Profit/(loss) before taxation		1,281,200	(4,942,418)
Income tax expenses	26	(1,578,666)	(221,431)
Loss for the year		(297,466)	(5,163,849)
Loss for the year attributable to:			
— the owners of the Company		(297,355)	(5,150,032)
— non-controlling interests		(111)	(13,817)
		(297,466)	(5,163,849)
Other comprehensive income		—	—
Total comprehensive loss for the year		(297,466)	(5,163,849)
Total comprehensive loss for the year attributable to:			
— the owners of the Company		(297,355)	(5,150,032)
— non-controlling interests		(111)	(13,817)
		(297,466)	(5,163,849)
Loss per share for loss attributable to the owners of the Company (expressed in RMB per share)			
— Basic	27	(0.04)	(0.66)
— Diluted	27	(0.04)	(0.66)
Dividend (expressed in RMB per share)	28	—	—

The notes on pages 98 to 188 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

Year ended 31 December 2022											
Attributable to the owners of the Company											
	Share capital	Share premium	Merger reserve	Statutory reserve	Revaluation reserve	Other reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
RMB'000	(note 19)	(note 19)	(note 20(a))	(note 20(b))	(note 20(c))	(note 20(d))					
Balance as at 1 January 2022	68,745	7,822,982	(770,477)	325,088	947,730	219,515	254,281	(8,577,738)	290,126	134,515	424,641
Total comprehensive loss for the year	—	—	—	—	—	—	—	(297,355)	(297,355)	(111)	(297,466)
Transfer to statutory reserve	—	—	—	36,834	—	—	—	(36,834)	—	—	—
Balance at 31 December 2022	68,745	7,822,982	(770,477)	361,922	947,730	219,515	254,281	(8,911,927)	(7,229)	134,404	127,175

Year ended 31 December 2021											
Attributable to equity holders of the Company											
	Share capital	Share premium	Merger reserve	Statutory reserve	Revaluation reserve	Other reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interests	Total Equity
RMB'000	(note 19)	(note 19)	(note 20(a))	(note 20(b))	(note 20(c))	(note 20(d))					
Balance at 1 January 2021	68,745	7,822,982	(770,477)	314,421	947,730	219,515	254,281	(3,417,039)	5,440,158	148,332	5,588,490
Total comprehensive loss for the year	—	—	—	—	—	—	—	(5,150,032)	(5,150,032)	(13,817)	(5,163,849)
Transfer to statutory reserve	—	—	—	10,667	—	—	—	(10,667)	—	—	—
Balance at 31 December 2021	68,745	7,822,982	(770,477)	325,088	947,730	219,515	254,281	(8,577,738)	290,126	134,515	424,641

The notes on pages 98 to 188 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

Year ended 31 December 2022

RMB'000	Note	2022	2021
Cash flows from operating activities			
Cash generated from operations	29(a)	1,525,116	1,907,322
Income tax paid		(9,815)	(91,830)
Interest paid		(772,868)	(2,106,509)
Net cash generated from/(used in) operating activities		742,433	(291,017)
Cash flows from investing activities			
Purchases of property, plant and equipment		(102)	(957)
Payments for the construction of investment properties		(570,890)	(763,295)
Proceeds from disposal of investment properties		97,714	547,996
Deposits received in advance from partial disposal of certain subsidiaries		—	120,000
Repayments from a joint venture		113,069	137,943
Interest received		14,089	38,158
Advances to a third party		—	(300,000)
Collection of advances to a third party		—	300,000
Net cash (used in)/generated from investing activities		(346,120)	79,845
Cash flows from financing activities			
Proceeds from borrowings	29(b)	1,780,776	5,107,604
Repayment of borrowings	29(b)	(2,077,507)	(5,098,991)
Principal elements of lease payments		(408)	(1,331)
Net cash (used in)/generated from financing activities		(297,139)	7,282
Net increase/(decrease) in cash and cash equivalents		99,174	(203,890)
Cash and cash equivalents at beginning of the year		191,642	395,543
Exchange gains/(losses) on cash and bank balances		43	(11)
Cash and cash equivalents at end of the year		290,859	191,642

The notes on pages 98 to 188 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

31 December 2022

1 GENERAL INFORMATION

Glorious Property Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) is principally engaged in the development of real estate projects in the People’s Republic of China (the “PRC”).

The Company is a limited liability company incorporated in the Cayman Islands on 27 July 2007 and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) (Stock Code: 00845). The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

These consolidated financial statements are presented in thousands of units of Renminbi (RMB’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board on 30 March 2023.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared in accordance with the HKFRSs under the historical cost convention, as modified by the revaluation of investment properties, which are carried at fair value.

The preparation of consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4 below.

(i) Going concern basis

For the year ended 31 December 2022, the Group reported a loss attributable to the owners of the Company of RMB297,355,000. As at 31 December 2022, the Group had accumulated losses of RMB8,911,927,000 and the Group’s current liabilities exceeded its current assets by RMB22,695,821,000. As at the same date, the Group’s total and current borrowings (including loans from a non-controlling interest) amounted to RMB20,963,726,000 and commitments for capital and property development expenditures amounted to RMB9,105,386,000, while its cash and bank balances amounted to RMB72,264,000 only.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(i) Going concern basis (Continued)

As at 31 December 2022, certain borrowings whose principal amounts of RMB3,273,903,000 and interest payable amounts of RMB1,621,470,000, relating to borrowings with a total principal amount of RMB4,259,130,000 (“Overdue Borrowings”) were overdue. In addition, part of the principals and interests of certain borrowings not above-mentioned with a total principal amount of RMB7,796,980,000 had been overdue during the loan period (“Other Overdue Borrowings”); although these overdue balances and interests were subsequently settled before 31 December 2022, the Other Overdue Borrowings remained to be considered as in default as at 31 December 2022. The aggregate principal amount of the aforementioned borrowings of RMB12,056,110,000 would be immediately repayable if requested by the lenders. This amount included borrowings with principal amount of RMB2,231,027,000 with original contractual repayment dates beyond 31 December 2023 which have been reclassified as current liabilities as at 31 December 2022 (note 17).

As stipulated in the relevant loan and financing agreements in respect of certain borrowings of the Group other than those mentioned above, any default of the Group’s borrowings may result in cross-default of these borrowings. As a result of the above default events, the principal amount of borrowings of RMB4,837,100,000 were considered as cross-default (“Cross-default Borrowings”), of which RMB4,410,000,000 with original contractual repayment dates beyond 31 December 2023 have been reclassified as current liabilities as at 31 December 2022 (note 17).

Subsequent to 31 December 2022, the Group did not repay principal of certain borrowings amounted to RMB2,912,050,000 in accordance with the scheduled repayment dates of the relevant loan agreements, all of which were in default as mentioned above as at 31 December 2022.

The outbreak of COVID-19 pandemic in the past three years not only caused the Group to be affected by the weakened purchasing power in the property market, but also has dragged down the pace of property development of the Group’s projects that resulted in low level of property resources available for sale. The impact of COVID-19 on the Group may continue to adversely affect the Group’s operation in the short to medium run.

The business of the Group is also subject to extensive governmental regulations and macro-economic control measures in the real estate sector implemented by the PRC government from time to time, and some of these policies and measures may have unfavourable impact to the working capital available to the Group.

The Group is in active negotiations with all the lenders in respect of the Overdue Borrowings, Other Overdue Borrowings and Cross-default Borrowings not to enforce their rights to request for immediate repayments and negotiate with them for terms modification, renewal, extension and replacement of the relevant borrowings.

All the above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group’s ability to continue as a going concern.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(i) Going concern basis (Continued)

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to improve the liquidity pressure and to improve its financial position; and to remediate certain delayed repayments and breach of specific terms and conditions of borrowings from financial institutions which include, but are not limited to, the following:

- (i) The Group has been actively negotiating with a number of lenders for terms modification, renewal, extension and replacement of bank loans and credit facilities;
- (ii) In addition, the Group is also negotiating with various financial institutions and identifying various options for financing the Group's working capital and commitments in the foreseeable future;
- (iii) The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties, including remaining units of property projects and saleable carparks. Overall, the Group expects to gradually launch sales of properties from new phases of two to three existing projects after obtaining the pre-sale permits starting mid-2023;
- (iv) The Group has implemented measures to speed up the collection of outstanding sales proceeds; and
- (v) The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures.

The directors have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from 31 December 2022. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(i) Going concern basis (Continued)

Notwithstanding the above, material uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

- (i) Successful negotiations with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms;
- (ii) Successful negotiations with the lenders for the renewal of or extension for repayments beyond year 2023 for those borrowings that (a) are scheduled for repayment (either based on the original agreements or the existing arrangements) in year 2023; (b) were overdue as at 31 December 2022 because of the Group's failure to repay either the principal or the interests on or before the scheduled repayment dates; and (c) became or might become overdue in year 2023;
- (iii) Successfully obtaining additional new sources of financing as and when needed; and
- (iv) Successful acceleration of pre-sales and sales of properties under development and completed properties and speeding up the collection of outstanding sales proceeds, including meeting all the necessary conditions to launch the pre-sale and make these pre-sales at the expected sale prices and in accordance with the timelines of cash flow projections prepared by management; and controlling costs and containing capital expenditure so as to generate adequate net cash inflows.

The Group's ability to obtain the above-mentioned financing and operating funds depends on (1) current and ongoing regulatory environments and how the relevant policies and measures might affect the Group and/or the relevant financial institutions; and (2) whether the lenders of existing borrowings can agree to the terms and conditions for such extension or renewal and the Group's ability to continuously comply with the relevant terms and conditions of borrowings.

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(ii) Effect of adopting amendments to standards

The following amendments to standards are mandatory for the Group's financial year beginning on 1 January 2022:

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRS 16	COVID-19-Related Rent Concessions beyond 2021
Amendments to HKFRSs	Annual improvements to HKFRSs 2018-2020

The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting the above new or amended standards.

(iii) New standards and amendments to standards that have been issued but are not effective

The following new standards and amendments to standards have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Mandatory effective date not yet determined

³ Effective for annual periods beginning on or after 1 January 2024

The Group will adopt the above new standards and amendments to standards as and when they become effective. The Group has already commenced the assessment of the impact to the Group and is not yet in a position to state whether these would have a significant impact on its results of operations and financial position.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries.

(i) Subsidiaries

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group uses the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owner of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Intra-group transactions, balances and unrealised gains on transactions between companies comprising the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Consolidation (Continued)

(i) Subsidiaries (Continued)

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profits or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates post-acquisition profits or losses is recognised in the consolidated statement of comprehensive income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Consolidation (Continued)

(ii) Associates (Continued)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to “share of profit of an associate” in the consolidated statement of comprehensive income.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group’s interests in associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(iii) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group’s share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group’s share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group’s net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group’s interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistent with the policies adopted by the Group.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the companies comprising the Group are measured using the currency of the primary economic environment in which the company operates (the “functional currency”). The consolidated financial statements is presented in Renminbi (“RMB”), which is the Company’s functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Foreign currency translation (Continued)

(iii) Group companies

The results and financial positions of all the companies comprising the Group (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position of the companies comprising the Group are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income of the companies comprising the Group are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction date; in which case income and expenses are translated at the rate on the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the Company's equity holders are reclassified to the profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in the consolidated statement of comprehensive income. For all other partial disposals (that is, reductions in the Group's ownership interests in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to the profit or loss.

(d) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Repairs and maintenance are expensed in the consolidated statement of comprehensive income during the financial period in which they are incurred.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment (Continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Building	The shorter of remaining lease term or useful lives
Computer and office equipment	5 years
Motor vehicles	5 years
Furniture, fitting and equipment	5 years
Plant and machinery	10 years
Leasehold improvements	Over the lease terms of 1 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(g)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "administrative expenses" in the consolidated statement of comprehensive income.

Construction in progress are stated at historical cost less any impairment losses. Historical cost includes expenditure that is directly attributable to the development of the properties which comprises land use rights, construction costs, borrowing costs and professional fees incurred during the development period. On completion, the properties are transferred to building within property, plant and equipment.

No depreciation is provided for construction in progress. The carrying amount of properties under construction is written down immediately to its recoverable amount if the assets carrying amount are greater than their estimated recoverable amount (note 2(g)).

(e) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both and is not occupied by the Group is classified as investment property. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. In such case, the operating leases are accounted for as if they were finance leases. Investment property is carried at fair value, representing open market value determined annually by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by an independent and professionally qualified valuer, changes in fair values are recorded in the consolidated statement of comprehensive income as part of "Other (losses)/gains, net".

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Investment properties (Continued)

Property that is currently being constructed or developed for future use as investment property is classified as investment property and stated at fair value. Where fair value of investment property under construction is not reliably measurable, the property is measured at cost until the earlier of the date of construction is completed or the date at which fair value becomes reliably measurable.

If an item of completed properties held for sale becomes an investment property as a result of change in its use, any difference between the carrying amount and the fair value of this property at the date of transfer is recognised in the consolidated statement of comprehensive income as part of "Other (losses)/gains, net".

(f) Intangible assets

Intangible assets mainly represent the licence which was recorded at cost of acquisition on initial recognition. The licence has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of licence over its estimated useful life of 5 years.

(g) Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill or intangible assets not ready to use – are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating unit). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(h) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial assets (Continued)

(i) Classification (Continued)

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are recorded in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "Other (losses)/gains, net" together with foreign exchange gains and losses. Impairment losses are presented in "Other (losses)/gains, net" in the consolidated statement of comprehensive income. Interest income from these financial assets is included in other income using the effective interest method.
- **Fair value through profit or loss ("FVPL"):** Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the consolidated statement of comprehensive income within "Other (losses)/gains, net" in the period in which it arises.

Notes to the Consolidated Financial Statements

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial assets (Continued)

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3(a)(iv) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Other receivables at amortised cost include other receivables from third parties and related parties. The Group has assessed that the expected credit losses for those receivables under the 12 months and lifetime expected losses method.

(i) Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the sale proceeds of properties sold in the ordinary course of business, less applicable variable selling expenses and the anticipated costs to completion based on prevailing marketing conditions.

Development cost of property primarily comprises land use rights, construction costs, borrowing costs and professional fees incurred during the development period. On completion, the properties are transferred to completed properties held for sale.

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

(j) Completed properties held for sale

Completed properties remaining unsold at the end of reporting period are stated at the lower of cost and net realisable value. Cost comprises development costs attributable to the unsold properties. Net realisable value is determined by reference to the sale proceeds of properties sold in the ordinary course of business, less applicable variable selling expenses, or by management estimates based on prevailing marketing conditions.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Inventories

Inventories consist of construction materials and are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(l) Trade and other receivables

Trade receivables are amounts due from customers for properties sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(m) Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer. The combination of those rights and performance obligations gives rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining rights exceeds the measure of the remaining performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if the measure of the remaining performance obligations exceeds the measure of the remaining rights.

The Group recognises the incremental costs of obtaining a contract with a customer within contract assets if the Group expects to recover those costs.

(n) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, deposits held at call with financial institutions, property pre-sale proceeds deposited at restricted bank accounts that are held for meeting short-term cash commitments, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank deposits which are restricted to use are not included in the cash and cash equivalents.

(o) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective method.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

(r) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless there is an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(s) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are charged to the consolidated statement of comprehensive income in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Borrowing costs include interest expenses, finance charges in respect of finance lease and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on interest rates on similar borrowings in the entity's functional currency.

When the construction of the qualifying assets takes more than one accounting period, the amount of foreign exchange differences eligible for capitalisation is determined for each annual period and are limited to the difference between the hypothetical interest amount for the functional currency borrowings and the actual interest incurred for foreign currency borrowings. Foreign exchange differences that did not meet the criteria for capitalisation in previous years should not be capitalised in subsequent years.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Current and deferred income tax

The tax expenses for the period comprise current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Company and its subsidiaries, associates and joint ventures operate and generate taxable income. Management periodically evaluates position taken in tax return with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities, and the Group recognises tax liabilities for anticipated tax audit issues based on a single best estimate of the most likely outcome approach.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using the tax rates (and laws) that have been enacted or substantively enacted by the end of reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint ventures only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Retirement benefits

In accordance with the rules and regulations in the PRC, the PRC-based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC governments.

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance ("MPF Scheme") for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of the lower of 5% of eligible employees' relevant aggregate monthly income and HK\$1,500. The assets of this pension scheme are held separately from those of the Group in independently administrated funds.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

(v) Share-based payments

The Group operates one equity-settled, share-based compensation plan, under which the Group receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Share-based payments (Continued)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity.

The cash received for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

(w) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of properties and services in the ordinary course of the Group's activities.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and that when specific criteria have been met for each of the Group's activities as described below.

(i) Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- 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.

For sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains control of the completed property.

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.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Revenue recognition (Continued)

(i) Sales of properties (Continued)

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

(ii) Interior decoration services

For rendering of interior decoration services, the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced, thus the Group satisfies a performance obligation and recognises revenue over time by measuring the progress towards complete satisfaction of the services. 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 the reporting period as a percentage of total estimated costs for each contract.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in the consolidated statement of comprehensive income in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives granted are recognised in the consolidated statement of comprehensive income as an integral part of the aggregate net lease payments receivable.

Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using Group's incremental borrowing rate. Lease payments are allocated between principal and finance cost. The finance cost is charged to consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability; and
- any lease payments made at or before the commencement date, less any lease incentive received.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of property are recognised on a straight-line basis as an expense in consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term (note 7). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

(y) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, as appropriate.

Notes to the Consolidated Financial Statements

31 December 2022

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under HKFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

(aa) Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(ab) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for making strategic decisions, allocating resources and assessing performance of the operating segments.

(ac) 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
- (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 a 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 joint 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.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Notes to the Consolidated Financial Statements

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3 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's major financial instruments include cash and bank balances, and restricted deposits, trade and other receivables, trade and other payables and borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group has not used any kind of derivative financial instruments to hedge its risk exposures.

(i) Foreign currency exchange risk

The Group's property development projects are all located in the PRC and the related transactions are substantially settled in RMB. The Company and certain of the investment holding companies within the Group operating in Hong Kong which have recognised assets and liabilities in currencies other than RMB. As at 31 December 2022 and 2021, the Group has cash and bank balances, and restricted deposits, borrowings and trade and other payables that were denominated in foreign currencies as shown below:

RMB'000	2022	2021
Cash and bank balances, and restricted deposits:		
US\$	268	264
HK\$	136	251
	404	515

RMB'000	2022	2021
Borrowings:		
US\$	93,972	85,627
HK\$	134,774	56,369
	228,746	141,996

RMB'000	2022	2021
Trade and other payables:		
US\$	700	4,463
HK\$	6,380	4,898
	7,080	9,361

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Foreign currency exchange risk (Continued)

The Group currently does not have a foreign currency hedging policy. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and will consider hedging significant foreign currency exposure should the need arises.

As at 31 December 2022, if RMB had strengthened/weakened by 5% against other currencies, with all other variables held constant, post-tax loss for the year ended 31 December 2022 would have been approximately RMB9.2 million lower/higher (2021: post-tax loss RMB7.5 million lower/higher).

(ii) Interest rate risk

The Group holds interest bearing assets including cash at bank and certain bank deposits, loan to a joint venture and certain other receivables. Majority of these balances are at fixed rates and expose the Group to fair value interest rate risk. As any reasonable changes in interest rate would not result in a significant change in the Group's results, no sensitivity analysis is presented for interest rate risk arising from the Group's interest bearing assets.

The Group's interest rate risk mainly arises from its borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. The Group analyses its interest rate exposure on a dynamic basis and will consider the interest rate exposure when entering into any refinancing, renewal of existing positions and alternative financing transactions.

As at 31 December 2022, if interest rates on borrowings at variable rates had been 100 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been RMB17,582,000 higher/lower (2021: post-tax loss RMB15,747,000 higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

(iii) Price risk

The Group is exposed to securities price risk arising from the unlisted investments held by the Group. Gains or losses arising from changes in the fair value of financial asset at fair value through profit or loss are dealt with in equity and the consolidated statement of comprehensive income respectively. The performance of the Group's unlisted investments are monitored regularly, together with an assessment of their relevance to the Group's strategic plans.

(iv) Credit risk

Credit risk is managed on a group basis. The Group's credit risk arises from bank balances and restricted deposits, trade and other receivables and loan to a joint venture. Management has policies in place to monitor the exposures to these credit risks on an on-going basis.

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Credit risk (Continued)

For banks and financial institutions, deposits are only placed with reputable banks. For credit exposures to customers, generally, the Group requires full payment from customers before delivery of properties. Credit terms are only granted to customers in very rare cases upon obtaining approval from the Company's senior management after assessing the credit history of those customers. The Group has set out policies to ensure follow-up action is taken to recover overdue debts and the Group reviews regularly the recoverable amount of each individual trade and other receivable to ensure that adequate loss allowance are made for irrecoverable amounts. The Group specifically analyses the recoverability of such receivables, including the debtors' financial conditions and any other known information.

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience.

The Group considers the probability of default upon initial recognition of a financial asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- actual or expected significant changes in the operating results of the debtor
- significant increases in credit risk on other financial instruments of the same debtor
- significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the Group and changes in the operating results of the debtor

(a) Loan to a joint venture

Loan to a joint venture is generally supported by the underlying assets and the Group monitors the credibility of joint venture continuously. The Group assessed that the expected credit losses for the balance under the 12 months expected losses method. The expected loss rate of the balance is assessed to be low and no loss allowance provision is made for this balance during the year.

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Credit risk (Continued)

(b) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

As at 31 December 2022 and 2021 was determined as follows.

Trade receivables	Individual basis	Collective basis			Total
		Less than 180 days past due	More than 180 days past due	More than 1 year past due	
31 December 2022					
Expected loss rate	0.1%	1%	7%	14%	
Gross carrying amount – trade receivables (RMB'000)	430,063	9,643	515	43,223	483,444
Loss allowance (RMB'000)	430	97	36	6,051	6,614
31 December 2021					
Expected loss rate	0.1%	1%	7%	14%	
Gross carrying amount – trade receivables (RMB'000)	430,063	4,412	6,880	34,280	475,635
Loss allowance (RMB'000)	568	39	452	4,754	5,813

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Credit risk (Continued)

(c) Other receivables and other financial assets

The Group uses three categories for other receivables and other financial assets which reflect their credit risk and how the loss allowance is determined for each of those categories, as follows:

Category	Group definition of category	Basis for recognition of expected credit loss provision
Performing	Counterparties have a low risk of default and a strong capacity to meet contractual cash flows, receivables with no significant increase in credit risk after initial recognition	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
Underperforming/ non-performing	Receivables with significant increase in credit risk since initial recognition, but there are no objective evidence of impairment	Lifetime expected losses
Write-off	Receivables show objective evidence of impairment at the end of the reporting period, and there is no reasonable expectation of recovery	Asset is written off

Over the terms of the other receivables and other financial assets, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of other receivables and other financial assets, and adjusts for forward looking macroeconomic data.

As at 31 December 2022 and 2021, the Group provides for credit losses against other receivables and other financial assets as follows:

The Group's internal credit rating	Basis for recognition of expected credit loss provision	Estimated gross carrying amount at default RMB'000	Carrying amount (net of impairment provision) RMB'000
31 December 2022			
Performing	12 months expected losses	865,755	791,998
Underperforming/ Non-performing	Lifetime expected losses	726,053	—
31 December 2021			
Performing	12 months expected loss	643,645	591,024
Underperforming/ Non-performing	Lifetime expected loss	737,026	—

No significant change to estimation techniques or assumptions was made during the reporting period.

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Credit risk (Continued)

As at 31 December 2022 and 2021, the loss allowance provision for trade receivables and other receivables reconciles to the opening loss allowance for that provision as follows:

RMB'000	Trade receivables	Other receivables and other financial assets	Total
Opening loss allowance as at 1 January 2021	6,237	792,344	798,581
(Reversal of provision)/provision for loss allowance recognised in profit or loss during the year	(424)	57,303	56,879
Receivables written off against allowance	—	(60,000)	(60,000)
Closing loss allowance as at 31 December 2021	5,813	789,647	795,460
Provision for loss allowance recognised in profit or loss during the year	801	10,163	10,964
Closing loss allowance as at 31 December 2022	6,614	799,810	806,424

The Group has arranged bank financing for certain purchasers of the Group's properties and provided guarantees to secure obligations of such purchasers for repayments. Detailed disclosure of these guarantees is made in note 32.

(v) Liquidity risk

Management aims to maintain sufficient cash to meet funding requirement for operations and monitors rolling forecasts of the Group's cash on the basis of expected cash flow. The directors of the Company have prepared cash flow projections for the year ending 31 December 2023 on the basis that: (1) bank financing will continue to be available; (2) construction payments will be satisfied by receipt of the relevant proceeds from pre-sales; and (3) available project loan facilities will be no less than that of 2022. Management will closely monitor the situation to ensure that appropriate alternative actions are taken, such as to accelerate the sales of completed properties, if any of the above conditions are not fully fulfilled.

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(v) Liquidity risk (Continued)

The Group has a number of alternative plans to mitigate the potential impacts on anticipated cash flows should there be significant adverse changes in economic environment which might have unexpected material impact on the Group's anticipated cash flow position. These include accelerating sales of the Group's properties with more flexible pricing, adjusting and further slowing down the construction progress as appropriate, ensuring available resources for the development of properties for sale, implementing cost control measures, introducing strategic partners to the Group's property development projects and seeking other funding alternatives. The Group will assess the relevant future costs and benefits and pursue such options as are appropriate. The directors consider that the Group will be able to maintain sufficient financial resources to meet its operation needs.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows after consideration of overdue borrowings and borrowings considered as default and cross-default.

RMB'000	Less than 1 year/ repayable on demand	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
At 31 December 2022					
Borrowings, including interest payable	22,177,360	437,770	560,573	1,754,360	24,930,063
Lease liabilities	454	769	—	—	1,223
Trade and other payables	5,271,240	—	—	—	5,271,240
Total	27,449,054	438,539	560,573	1,754,360	30,202,526
At 31 December 2021					
Borrowings, including interest payable	21,108,447	545,901	619,144	1,200,220	23,473,712
Lease liabilities	451	—	—	—	451
Trade and other payables	5,461,738	—	—	—	5,461,738
Total	26,570,636	545,901	619,144	1,200,220	28,935,901

The table above excludes the amount of guarantees given to banks for mortgage facilities granted to certain purchasers of the Group's properties as the directors consider the likelihood of default in payments by the purchasers is minimal. As at 31 December 2022, the maximum exposure for these guarantees are RMB3,378,183,000 (2021: RMB4,094,328,000) (note 32). Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within an average period of one to two years upon the completion of guarantee registration; or (ii) the full repayment of mortgaged loan by the purchasers of properties.

Notes to the Consolidated Financial Statements

31 December 2022

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio and short-term debt ratio. Gearing ratio is calculated as net debt divided by total equity attributable to the owners of the Company. Net debt is calculated as total borrowings (excluding loan from a non-controlling interest) less cash and bank balances, and restricted deposits. The gearing ratios at 31 December 2022 and 2021 were as follows:

RMB'000	2022	2021
Total borrowings (excluding loans from a non-controlling interest)	20,243,220	19,408,408
Less: cash and bank balances, and restricted deposits	(390,682)	(598,257)
Net debt	19,852,538	18,810,151
Total (deficit on equity)/equity attributable to the owners of the Company	(7,229)	290,126
Gearing ratio	N/A	6,483.4%

As at 31 December 2022, no gearing ratio was available as the Group was in a net deficit on equity as at 31 December 2022 as a result of further net loss recorded for the year ended 31 December 2022. Nevertheless, the Group's gearing ratio continued to stay at a high level as at 31 December 2022. Management also uses other measures, such as net debt and current ratio, to monitor the Group's liquidity and will consider adopting alternative method for the calculation of gearing ratio in the future as appropriate.

(c) Fair value estimation

The table below analyses financial instruments carried at fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- (i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- (ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- (iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group did not have any financial asset that was measured at fair value at 31 December 2022 and 2021. See note 7 for disclosure relating to the investment properties which are measured at fair value.

The carrying amounts of the Group's financial assets and liabilities (including bank balances and restricted deposits, trade and other receivables, financial asset at fair value through profit and loss, and trade and other payables) approximate their fair values due to their short maturities.

Notes to the Consolidated Financial Statements

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in note 2(a)(i) to the consolidated financial statements.

(b) Impairment assessment of trade receivables, other receivables and other financial assets

Generally, the Group requires full payment from customers before delivery of properties. Credit terms are only granted to customers in very rare cases upon obtaining approval from the Company's senior management after assessing the credit history of those customers. The Group has set out policies to ensure follow-up action is taken to recover overdue debts and the Group reviews regularly the recoverable amount of each individual trade receivables. For trade receivables, the Group applies the simplified approach to provide for expected credit losses as prescribed by HKFRS 9, which requires the use of the lifetime expected loss allowance for all trade receivables (excluding non-financial assets). For other receivables and other financial assets, the Group applies the general approach to provide for expected credit losses. The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Management reassesses the provision at the end of each reporting period.

(c) Provision for impairment of properties under development and completed properties held for sale

The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable value based on the realisability of these properties, taking into account estimated costs to completion based on past experience (properties under development only) and estimated net sales value based on prevailing market conditions. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be realised. The assessment requires the use of judgment and estimates.

As at 31 December 2022, based on management's best estimates, the balance of provision for impairment made by the Group for properties under development and completed properties held for sale was RMB8,151,713,000 (2021: RMB8,151,713,000).

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Fair value of investment properties

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in note 7.

(e) Land appreciation tax

The Group is subject to land appreciation tax in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised its land appreciation taxes calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation and its related taxes. The Group recognised these land appreciation taxes based on management's best estimates according to the understanding of the tax rules, by using a single best estimate of the most likely outcome approach. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and deferred income tax provisions in the periods in which such taxes have been finalised with local tax authorities.

(f) Revenue recognition on properties sold

Judgement on recognition method

The Group recognises revenue from sales of properties at a point in time when the buyer obtains control of the completed property; otherwise, revenue is recognised over time only when the Group's performance do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The Group may not change or substitute the property unit or redirect the property unit for another use due to the contractual restrictions with the customer and thus the property unit does not have an alternative use to the Group. Whether there is an enforceable right to payment depends on the terms of sales contract (by written or verbal) and the interpretation of the applicable laws that apply to the contract. Such determination requires significant judgements interpretation.

Judgement on recognition point

Management has also made judgement on when control of properties are transferred to customers. Control of properties are transferred to customer upon which the construction of relevant properties has been completed and upon which the beneficial interest in the properties has been passed to the customers.

The judgement on the right to payment associated with the property sales transaction and the transfer of control of properties would affect the Group's profit for the year and the carrying value of completed properties held for sale.

Notes to the Consolidated Financial Statements

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(g) Income tax and deferred income tax

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. The Group recognises tax liabilities for anticipated tax audit issues based on a single best estimate of the most likely outcome approach. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

(h) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the management of the Group has reviewed the Group's investment properties and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

Accordingly, the Group recognises deferred tax in respect of the changes in fair value of the investment properties based on management's best estimate assuming future tax consequences through usage of such properties for rental purposes, rather than through sale. The final tax outcome could be different from the deferred tax liabilities recognised in the consolidated financial statements should the investment properties be subsequently disposed of by the Group, rather than all of the economic benefits embodied in the investment properties being consumed substantially by leasing over time. In the event that the investment properties are being disposed of, the Group may be liable for higher tax upon disposal considering the impact of corporate income tax and land appreciation tax.

Notes to the Consolidated Financial Statements

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5 SEGMENT INFORMATION

The Executive Directors have been identified as the chief operating decision-maker. Management determines the operating segments based on the Group's internal reports, which are submitted to the Executive Directors for performance assessment and resources allocation.

The Executive Directors consider the Group's business from a geographical perspective and assesses the performance of property development in four reportable operating segments, namely Shanghai Region, Yangtze River Delta (excluding Shanghai), Pan Bohai Rim and Northeast China. "Others" segment represents corporate support functions.

The Executive Directors assess the performance of the operating segments based on a measure of segment results. This measurement basis excludes depreciation, fair value changes of investment properties, provision for loss allowance of financial assets, write-off of deposits for land premium and construction costs, changes in provision for impairment of properties under development and completed properties held for sale, interest income and finance costs from the operating segments. Other information provided, except as noted below, to the Executive Directors is measured in a manner consistent with that in the consolidated financial statements.

Total segment assets excluded deferred income tax assets and other unallocated corporate assets. Other unallocated corporate assets represent interest expenses incurred at corporate level which have been capitalised on qualifying assets of the subsidiaries.

The revenue from external parties reported to the Executive Directors is measured in a manner consistent with that in the consolidated statement of comprehensive income.

RMB'000	Shanghai Region	Yangtze River Delta (excluding Shanghai)	Pan Bohai Rim	Northeast China	Others	Total
Year ended 31 December 2022						
Revenue						
At a point in time	3,810,803	120,761	2,247,721	169,914	—	6,349,199
Over time	35,836	—	—	—	—	35,836
Inter-segment revenue	—	—	—	—	—	—
Revenue (from external customers)	3,846,639	120,761	2,247,721	169,914	—	6,385,035
Segment results	2,733,700	(219,332)	1,237,029	(38,901)	(27,365)	3,685,131
Depreciation	(20,446)	(248)	(334)	(106)	(55)	(21,189)
Fair value changes of investment properties	(258,407)	(303,225)	(5,583)	(326,111)	—	(893,326)
Reversal of provision/(provision) for loss allowances of financial assets	1,964	(190)	(10,061)	(2,677)	—	(10,964)
Interest income	230	13,153	532	172	2	14,089
Finance costs	(1,315,204)	(123,814)	(11,681)	(24,719)	(17,123)	(1,492,541)
Income tax (expenses)/credits	(1,158,407)	51,334	(545,634)	74,041	—	(1,578,666)

Notes to the Consolidated Financial Statements

31 December 2022

5 SEGMENT INFORMATION (Continued)

RMB'000	Shanghai Region	Yangtze River Delta (excluding Shanghai)	Pan Bohai Rim	Northeast China	Others	Total
Year ended 31 December 2021						
Revenue						
At a point in time	764,848	1,252,971	—	1,277,997	—	3,295,816
Over time	21,766	—	—	—	—	21,766
Inter-segment revenue	—	—	—	—	—	—
Revenue (from external customers)	786,614	1,252,971	—	1,277,997	—	3,317,582
Segment results	(847,223)	94,363	(67,004)	167,654	3,116	(649,094)
Depreciation	(13,318)	(762)	(1,469)	(100)	(60)	(15,709)
Fair value changes of investment properties	66,389	(174,713)	(548)	(104,956)	—	(213,828)
Provision for loss allowances of financial assets	(4,805)	(8,507)	(3,601)	(39,966)	—	(56,879)
Write-off of deposits for land premium and construction costs	—	(955,553)	—	—	—	(955,553)
Changes in provision for impairment of properties under development and completed properties held for sale	28,593	(246,543)	(679,927)	(79,569)	—	(977,446)
Interest income	28,837	8,024	872	425	—	38,158
Finance costs	(1,316,284)	(730,007)	(31,470)	(19,601)	(14,705)	(2,112,067)
Income tax (expenses)/credits	(76,603)	(72,772)	1,977	(74,033)	—	(221,431)

Notes to the Consolidated Financial Statements

31 December 2022

5 SEGMENT INFORMATION (Continued)

RMB'000	Shanghai Region	Yangtze River Delta (excluding Shanghai)	Pan Bohai Rim	Northeast China	Others	Elimination	Total
At 31 December 2022							
Total segment assets	44,978,610	26,693,696	4,058,509	5,508,612	3,589,061	(45,942,433)	38,886,055
Total segment assets include:							
Investment in an associate	7,050	—	—	—	—	—	7,050
Investment in a joint venture	758,161	—	—	—	—	—	758,161
Deferred income tax assets							628,556
Other unallocated corporate assets							8,979,490
Total assets							48,494,101
Additions to:							
Property, plant and equipment	6	94	2	—	—	—	102
Investment properties	61,439	269,905	—	239,546	—	—	570,890
At 31 December 2021							
Total segment assets	50,748,104	21,912,670	4,712,987	4,952,198	3,400,185	(45,308,131)	40,418,013
Total segment assets include:							
Investment in an associate	6,227	—	—	—	—	—	6,227
Investment in a joint venture	772,562	—	—	—	—	—	772,562
Deferred income tax assets							279,313
Other unallocated corporate assets							9,191,830
Total assets							49,889,156
Additions to:							
Property, plant and equipment	71	436	26	409	15	—	957
Investment properties	478,715	120,524	—	164,056	—	—	763,295

Notes to the Consolidated Financial Statements

31 December 2022

5 SEGMENT INFORMATION (Continued)

RMB'000	2022	2021
Segment results	3,685,131	(649,094)
Depreciation	(21,189)	(15,709)
Fair value changes of investment properties	(893,326)	(213,828)
Provision for loss allowances of financial assets, net	(10,964)	(56,879)
Write-off of deposits for land premium and construction costs	—	(955,553)
Changes in provision for impairment of properties under development and completed properties held for sale	—	(977,446)
	2,759,652	(2,868,509)
Interest income	14,089	38,158
Finance costs	(1,492,541)	(2,112,067)
Profit/(loss) before taxation	1,281,200	(4,942,418)

Analysis of revenue by category

RMB'000	2022	2021
Sales of properties	6,349,199	3,295,816
Interior decoration for properties sold	35,836	21,766
	6,385,035	3,317,582

The Group has a large number of customers. During each of the years ended 31 December 2022 and 2021, no single customer contributed revenue which represented more than 10% of the Group's total revenue.

Contract liabilities

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

RMB'000	2022	2021
Contract liabilities		
Sales of properties (a)	7,601,642	12,151,831

As at 1 January 2021, contract liabilities amounted to RMB9,469,448,000.

(a) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue, which was included in the contract liabilities balance at the beginning of the year, recognised during the year relates to carried-forward contract liabilities.

RMB'000	2022	2021
Sales of properties	6,299,049	2,163,008

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31 December 2022

6 PROPERTY, PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS

(a) Property, plant and equipment

RMB'000	Building	Computer and office equipment	Motor vehicles	Furniture, fitting and equipment	Leasehold improvements	Plant and machinery	Total
At 1 January 2021							
Cost	49,989	27,021	66,903	8,249	557	19	152,738
Accumulated depreciation	(23,451)	(25,122)	(61,964)	(6,849)	(557)	—	(117,943)
Net book amount	26,538	1,899	4,939	1,400	—	19	34,795
Year ended 31 December 2021							
Opening net book amount	26,538	1,899	4,939	1,400	—	19	34,795
Additions	—	396	416	145	—	—	957
Disposals	—	(9)	(21)	(2)	—	—	(32)
Depreciation	(4,584)	(431)	(524)	(521)	—	—	(6,060)
Transfer from investment properties (note 7)	71,400	—	—	—	—	—	71,400
Closing net book amount	93,354	1,855	4,810	1,022	—	19	101,060
At 31 December 2021							
Cost	121,389	26,977	64,524	8,392	557	19	221,858
Accumulated depreciation	(28,035)	(25,122)	(59,714)	(7,370)	(557)	—	(120,798)
Net book amount	93,354	1,855	4,810	1,022	—	19	101,060
Year ended 31 December 2022							
Opening net book amount	93,354	1,855	4,810	1,022	—	19	101,060
Additions	—	94	—	8	—	—	102
Disposals	—	—	(28)	(570)	—	—	(598)
Depreciation	(6,340)	(438)	(460)	(78)	—	—	(7,316)
Closing net book amount	87,014	1,511	4,322	382	—	19	93,248
At 31 December 2022							
Cost	121,389	27,071	63,959	7,831	557	19	220,826
Accumulated depreciation	(34,375)	(25,560)	(59,637)	(7,449)	(557)	—	(127,578)
Net book amount	87,014	1,511	4,322	382	—	19	93,248

Notes to the Consolidated Financial Statements

31 December 2022

6 PROPERTY, PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS (Continued)

(a) Property, plant and equipment (Continued)

Depreciation charge was capitalised or expensed in the following categories in the consolidated statement of financial position and the consolidated statement of comprehensive income:

RMB'000	2022	2021
Properties under development	834	154
Selling and marketing expenses	339	355
Administrative expenses	6,143	5,551
	7,316	6,060

As at 31 December 2022, property, plant and equipment with carrying value of RMB65,711,000 (2021: RMB69,281,000) was pledged as collateral for the Group's borrowing (note 17).

(b) Right-of-use assets/Lease liabilities

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

RMB'000	2022	2021
Right-of-use assets:		
Leasehold land	258,079	272,100
Properties	1,108	394
	259,187	272,494
Lease liabilities :		
Current portion	433	436
Non-current portion	666	—
	1,099	436

During the year ended 31 December 2021, certain investment properties with fair values of approximately RMB280,421,000 were reclassified as right-of-use assets upon the change in use of the investment properties followed by the start of occupancy by the Group as headquarter office.

Additions to right-of-use assets during the year ended 31 December 2022 were approximately RMB1,399,000 (2021: Nil).

As at 31 December 2022, right-of use assets with carrying value of RMB258,079,000 (2021: RMB272,100,000) was pledged as collateral for the Group's borrowing (note 17).

Notes to the Consolidated Financial Statements

31 December 2022

6 PROPERTY, PLANT AND EQUIPMENT/RIGHT-OF-USE ASSETS (Continued)

(b) Right-of-use assets/Lease liabilities (Continued)

(ii) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

RMB'000	2022	2021
Depreciation charge of right-of-use assets		
Leasehold land	14,021	8,321
Properties	686	1,482
	14,707	9,803
Finance costs (included in finance cost)	100	115
Expenses relating to short-term leases (included in selling and marketing expenses and administrative expenses)	7,832	11,595

The total cash outflow for leases during the year ended 31 December 2022 was RMB8,340,000 (2021: RMB13,041,000).

(iii) The Group's leasing activities and how these are accounted for

Rental contracts for properties are typically made for a fixed period of three to six years. Lease term is negotiated on an individual basis and contains a wide range of different terms and conditions. The lease agreement does not impose any covenants other than the security interest in the leased asset that are held by the lessor.

Notes to the Consolidated Financial Statements

31 December 2022

7 INVESTMENT PROPERTIES

RMB'000	2022	2021
At beginning of the year	24,309,410	24,659,760
Additions	570,890	763,295
Transfer to property, plant and equipment (note 6(a))	—	(71,400)
Transfer to right-of-use assets (note 6(b)(i))	—	(280,421)
Disposals	(168,939)	(547,996)
Fair value changes (included in "Other (losses)/gains, net") (note 22)	(893,326)	(213,828)
At end of the year	23,818,035	24,309,410

The following amounts have been recognised in the consolidated statement of comprehensive income:

RMB'000	2022	2021
Rental income	51,449	30,533
Direct operating expenses attributable to investment properties that generate rental income	(1,793)	(1,162)
Net rental income (note 21)	49,656	29,371

As at 31 December 2022 and 2021, the Group had no unprovided contractual obligations for future repairs and maintenance in respect of its investment properties.

The Group leases out various offices and commercial properties under operating leases with rentals usually payable monthly or quarterly. The leases typically run for an initial period of 9 to 16 years. Certain leases grant the lessees have the option to extend the lease beyond initial agreed period but it is subject to mutual agreement between the Group and the lessees. The extension option is subject to market review clauses in the event the lessee exercises the option.

Notes to the Consolidated Financial Statements

31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Independent valuations of the Group's investment properties were performed by the valuer, Asia-Pacific Consulting Appraisal Limited, to determine the fair value of the investment properties as at 31 December 2022 and 2021. The changes in the fair value are included in "Other (losses)/gains, net" in the consolidated statement of comprehensive income (note 22). The following table analyses the investment properties carried at fair value, by valuation method.

Fair value hierarchy

RMB'000	Fair value measurements at 31 December 2022		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment properties:			
Shops/shopping malls	—	—	6,431,435
Car parks	—	—	171,000
Complexes, including shops, car parks, offices and hotels	—	—	17,215,600

RMB'000	Fair value measurements at 31 December 2021		
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment properties:			
Shops/shopping malls	—	—	6,733,590
Car parks	—	—	171,000
Complexes, including shops, car parks, offices and hotels	—	—	17,404,820

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between Levels 1, 2 and 3 during the year.

Notes to the Consolidated Financial Statements

31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Fair value measurements using significant unobservable inputs (Level 3)

RMB'000	Shops/ shopping malls	Car parks	Complexes, including shops, car parks, offices and hotels	Total
At 1 January 2022	6,733,590	171,000	17,404,820	24,309,410
Additions	239,546	—	331,344	570,890
Disposals	(95,806)	—	(73,133)	(168,939)
Fair value changes	(445,895)	—	(447,431)	(893,326)
At 31 December 2022	6,431,435	171,000	17,215,600	23,818,035

RMB'000	Shops/ shopping malls	Car parks	Complexes, including shops, car parks, offices and hotels	Total
At 1 January 2021	6,695,390	894,000	17,070,370	24,659,760
Additions	187,148	649	575,498	763,295
Transfer to property, plant and equipment (a)	—	—	(71,400)	(71,400)
Transfer to right-of-use assets (a)	—	—	(280,421)	(280,421)
Disposals	(70,383)	(477,613)	—	(547,996)
Fair value changes	(78,565)	(246,036)	110,773	(213,828)
At 31 December 2021	6,733,590	171,000	17,404,820	24,309,410

- (a) During the year ended 31 December 2021, certain investment properties with fair values of approximately RMB71,400,000 and RMB280,421,000 were reclassified as property, plant and equipment and right-of-use assets respectively upon the change in use of the investment properties followed by the start of occupancy by the Group as headquarter office.

7 INVESTMENT PROPERTIES (Continued)

Valuation processes of the Group

The Group's investment properties were valued at 31 December 2022 by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates the highest and best use.

The Group's finance department reviews the valuations performed by the independent valuers for financial reporting purposes. As at 31 December 2022 and 2021, the fair values of the properties were determined by Asia-Pacific Consulting and Appraisal Limited.

At each financial year end the finance department:

- Verifies all major inputs to the independent valuation report;
- Assesses property valuations movements when compared to the prior year valuation report;
- Holds discussions with the independent valuer.

Valuation techniques

Fair values of completed shops/shopping malls, newly completed offices, car parks and shops/shopping malls are derived using either comparison approach or the income capitalisation method. Fair values of investment properties under development are derived using either comparison approach or residual approach.

Income capitalisation method

This valuation method is based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sales transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to recent lettings, within the subject properties and other comparable properties.

Comparison approach

The fair values are generally derived using the comparison approach and assuming sale of the property interests in their existing states with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the market, with adjustments to valuer's interpretation.

Residual approach

Fair values of investment properties under development are generally derived using residual approach that uses the combination of direct comparison method by making reference to the comparable market transactions as available in the market and the income capitalisation method by capitalising market rent derived from the properties. This valuation method is essentially a means of valuing the land and properties under development by reference to its development potential by deducting development costs together with developer's profit and risk from the estimated capital value of the proposed development assuming completed as at the date of valuation.

There were no changes to the valuation techniques during the year.

Notes to the Consolidated Financial Statements

31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using significant unobservable inputs (Level 3)

As at 31 December 2022, the key assumptions adopted in the valuation in determining fair value were in the following ranges for the Group's portfolio of investment properties:

Description	Fair value at 31 Dec 2022 (RMB'000)	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Shops/shopping malls	6,431,435	Comparison approach	Comparable's unit selling price	RMB5,600 – RMB14,000 per square meter	The higher the unit selling price, the higher the fair value
			Income approach (term and reversionary method)	Vacancy rate	0% – 12%
		Comparison approach	Term yield and revisionary yield	4% – 5%	The higher the yields, the lower the fair value
			Rental value	RMB1 – RMB16 per day per square meter	The higher the rental value, the higher the fair value
Car parks	171,000	Comparison approach	Comparable's unit selling price	Average of RMB900,000 per lot	The higher the unit selling price, the higher the fair value

Notes to the Consolidated Financial Statements

31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using significant unobservable inputs (Level 3) (Continued)

Description	Fair value at 31 Dec 2022 (RMB'000)	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Complexes, including shops, car parks, offices and hotels	17,215,600	Residual approach	Rental value	RMB8 – RMB19 per day per square meter	The higher the rental value, the higher the fair value
			Term yield and reversionary yield	3% – 6%	The higher the yields, the lower the fair value
			Estimated costs to completion	RMB20,300 – RMB23,900 per square meter	The higher the estimated costs, the lower the fair value
			Estimated profit margin required to hold and develop property to completion	17% of property value	The higher the profit margin required, the lower the fair value
			Vacancy rate	12% – 15%	The higher the vacancy rate, the lower the fair value
			Comparable's unit selling price	Shops: RMB60,000 – RMB60,300 per square meter	The higher the unit selling price, the higher the fair value
				Car parks: RMB290,000 – RMB320,000 per lot	The higher the unit selling price, the higher the fair value
		Office: RMB48,100 per square meter		The higher the unit selling price, the higher the fair value	
		Income approach (term and reversionary method)	Vacancy rate	0% – 15%	The higher the vacancy rate, the lower the fair value
			Term yield and reversionary yield	4% – 5%	The higher the yields, the lower the fair value
			Rental value	RMB2 – RMB18 per day per square meter	The higher the rental value, the higher the fair value
		Comparison approach	Comparable's unit selling price	Car parks: RMB50,000 – RMB900,000 per lot	The higher the unit selling price, the higher the fair value
			Comparable's unit selling price	Office: RMB10,700 – RMB17,900 per square meter	The higher the unit selling price, the higher the fair value

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31 December 2022

7 INVESTMENT PROPERTIES (Continued)

As at 31 December 2021, the key assumptions adopted in the valuation in determining fair value were in the following ranges for the Group's portfolio of investment properties:

Description	Fair value at 31 Dec 2021 (RMB'000)	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Shops/shopping malls	6,733,590	Comparison approach	Comparable's unit selling price	RMB2,700 – RMB11,100 per square meter	The higher the unit selling price, the higher the fair value
			Income approach (term and reversionary method)	Vacancy rate	0% – 10%
		Term yield and revisionary yield		4% – 6%	The higher the yields, the lower the fair value
		Rental value		RMB1 – RMB18 per day per square meter	The higher the rental value, the higher the fair value
		Residual approach	Rental value	RMB1 – RMB3 per day per square meter	The higher the rental value, the higher the fair value
			Term yield and revisionary yield	3% – 6%	The higher the yields, the lower the fair value
			Vacancy rate	5% – 20%	The higher the vacancy rate, the lower the fair value
			Estimated costs to completion	RMB5,500 per square meter	The higher the estimated costs, the lower the fair value
		Estimated profit margin required to hold and develop property to completion	10%	The higher the profit margin required, the lower the fair value	
Car parks	171,000	Comparison approach	Comparable's unit selling price	Average of RMB900,000 per lot	The higher the unit selling price, the higher the fair value

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31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using significant unobservable inputs (Level 3) (Continued)

Description	Fair value at 31 Dec 2021 (RMB'000)	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Complexes, including shops, car parks, offices and hotels	17,404,820	Residual approach	Rental value	RMB8 – RMB19 per day per square meter	The higher the rental value, the higher the fair value
			Term yield and revisionary yield	5% – 6%	The higher the yields, the lower the fair value
			Estimated costs to completion	RMB20,100 – RMB25,900 per square meter	The higher the estimated costs, the lower the fair value
			Estimated profit margin required to hold and develop property to completion	12% – 14% of property value	The higher the profit margin required, the lower the fair value
			Vacancy rate	9%	The higher the vacancy rate, the lower the fair value
			Comparable's unit selling price	Shops: RMB50,900 – RMB63,000 per square meter	The higher the unit selling price, the higher the fair value
				Car parks: RMB290,000 – RMB900,000 per lot	The higher the unit selling price, the higher the fair value
Office: RMB45,300 – RMB48,900 per square meter	The higher the unit selling price, the higher the fair value				
Hotel: RMB56,000 per square meter	The higher the unit selling price, the higher the fair value				

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31 December 2022

7 INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using significant unobservable inputs (Level 3) (Continued)

Description	Fair value at 31 Dec 2021 (RMB'000)	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
		Income approach (term and reversionary method)	Vacancy rate	3% – 14%	The higher the vacancy rate, the lower the fair value
			Term yield and revisionary yield	4% – 5%	The higher the yields, the lower the fair value
			Rental value	RMB2 – RMB19 per day per square meter	The higher the rental value, the higher the fair value
		Comparison approach	Comparable's unit selling price	Car parks: RMB60,000 – RMB900,000 per lot	The higher the unit selling price, the higher the fair value
			Comparable's unit selling price	Office: RMB12,000 – RMB18,000 per square meter	The higher the unit selling price, the higher the fair value

There are inter-relationships between unobservable inputs. Expected vacancy rates may impact the yield with higher vacancy rates resulting in higher yields. For investment property under construction, increases in construction costs that enhance the property's features may result in an increase of future rental values. An increase in future rental income may be linked with higher costs. If the remaining lease term increases, the yield may decrease.

The Group's interests in investment properties at their carrying amounts are analysed as follows:

RMB'000	2022	2021
In the PRC, held on:		
Leases of 10-50 years	16,833,617	17,196,610
Leases of over 50 years	6,984,418	7,112,800
	23,818,035	24,309,410

As at 31 December 2022, investment properties with carrying value of RMB18,420,009,000 (2021: RMB20,093,663,000) were pledged as collateral for the Group's borrowings (note 17).

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31 December 2022

8 INTANGIBLE ASSETS

RMB'000	2022	2021
At beginning of the year	1,800	1,800
Amortisation charge	—	—
At end of the year	1,800	1,800
At end of the year		
Cost	4,300	4,300
Accumulated amortisation	(2,500)	(2,500)
Net book amount	1,800	1,800

There was no amortisation or impairment of the Group's intangible assets during the years ended 31 December 2022 and 2021.

9 INVESTMENT IN AN ASSOCIATE

RMB'000	2022	2021
Investment in an associate	7,050	6,227

The Group's investment in an associate represents the 48% equity interest in Shanghai Chuangmeng International Architectural Design Co., Ltd. (上海創盟國際建築設計有限公司) ("Shanghai Chuangmeng"). Shanghai Chuangmeng is an entity established in the PRC. During the year ended 31 December 2021, the Group acquired 3% equity interest in Shanghai Chuangmeng from a third party at a consideration of RMB300,000. As a result, the equity interest in Shanghai Chuangmeng increased from 45% to 48%.

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31 December 2022

10 INTEREST IN A JOINT VENTURE/AMOUNT DUE TO A JOINT VENTURE

RMB'000	2022	2021
Interest in a joint venture		
Share of net assets in a joint venture	758,161	772,562
Loan to a joint venture (a)	645,181	758,250
Unrealised interest income on loan to a joint venture	(587,961)	(654,315)
	815,381	876,497
Amount due to a joint venture (b)	(353,029)	(353,029)

Interest in a joint venture represents the 60% equity interest in Glorious Jiangxu (Nanjing) Property Development Co., Ltd. (恒盛江旭(南京)房地產開發有限公司) ("Nanjing Jiangxu") held by a wholly-own subsidiary of the Group namely Shanghai Xintai Property Development Co., Ltd. ("Shanghai Xintai") and the loan to Nanjing Jiangxu. Nanjing Jiangxu is an entity established in the PRC.

RMB'000	2022	2021
Share of profit of a joint venture		
— share of results of the year	(14,401)	1,060
— realisation of interest income on loan to a joint venture upon sale of properties by the joint venture	66,354	4,102
— Value-added tax and others on realisation of interest income on loan to a joint venture upon sale of properties by the joint venture	(3,548)	(219)
	48,405	4,943

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10 INTEREST IN A JOINT VENTURE/AMOUNT DUE TO A JOINT VENTURE

(Continued)

Set out below is the summarised financial information for Nanjing Jiangxu which is accounted for using the equity method:

Summarised statement of financial position

RMB'000	2022	2021
Current		
Cash and bank balances, and restricted deposits	64,681	158,184
Other current assets (excluding cash)	3,849,974	3,599,395
Total current assets	3,914,655	3,757,579
Financial liabilities (excluding trade payables)	(144,855)	(149,518)
Other current liabilities (including trade payables)	(2,387,655)	(2,054,412)
Total current liabilities	(2,532,510)	(2,203,930)
Non-current		
Assets	377	402
Financial liabilities	(118,920)	(266,448)
Net assets	1,263,602	1,287,603

Summarised statement of comprehensive income

RMB'000	2022	2021
Revenue	298,333	52,457
Cost of sales	(310,286)	(81,488)
Depreciation	(57)	(23)
Interest income	1,084	645
Other selling and administrative expenses	(13,075)	(12,337)
Income tax credit	—	42,512
(Loss)/profit for the year	(24,001)	1,766

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10 INTEREST IN A JOINT VENTURE/AMOUNT DUE TO A JOINT VENTURE

(Continued)

Reconciliation of summarised financial information

Set out below is a reconciliation of the summarised financial information to the carrying amount of the Group's interest in a joint venture:

RMB'000	2022	2021
Net assets at 1 January	1,287,603	1,285,837
(Loss)/profit for the year	(24,001)	1,766
Net assets at 31 December	1,263,602	1,287,603
Interest in a joint venture (60%)	758,161	772,562
Carrying value at 31 December	758,161	772,562

- (a) The loan to a joint venture is unsecured, has no fixed terms of repayment and bears interest that is agreed with Nanjing Jiangxu and its joint venture partner by making reference to the latest benchmark lending rate published by the People's Bank of China. The carrying value of the loan to a joint venture approximates its fair value. It is determined based on discounted cash flows using the lending rate and is within level 2 of the fair value hierarchy. The loan to a joint venture is capital in nature.
- (b) The amount due to a joint venture is unsecured, interest-free and repayable on demand.

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11 SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 December 2022 are set out below:

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
Directly held:						
<i>Incorporated in the British Virgin Islands (the "BVI") and with principal operations in Hong Kong:</i>						
Bright New Investments Limited (明新投資有限公司)	2 May 2007	Limited company	US\$50,000	100%	100%	Investment holding
Indirectly held:						
<i>Incorporated in the BVI and with principal operations in Hong Kong:</i>						
Achieve Triumph Limited (達凱有限公司)	6 April 2011	Limited company	US\$1	100%	100%	Investment holding
Allied Honest Holdings Limited	30 March 2006	Limited company	US\$1,000	100%	100%	Investment holding
Better Score Limited	25 February 2009	Limited company	US\$1	100%	100%	Investment holding
East Harbour Development Limited	9 March 2006	Limited company	US\$1,000	100%	100%	Investment holding
East Plus Enterprises Limited (東和企業有限公司)	25 November 2010	Limited company	US\$1	100%	100%	Investment holding
Grand Target Group Limited (君達集團有限公司)	23 January 2006	Limited company	US\$1,000	100%	100%	Investment holding
Highest Reach Limited	9 March 2007	Limited company	US\$50,000	100%	100%	Investment holding
Jolly Rich Limited (怡富有限公司)	25 March 2011	Limited company	US\$1	100%	100%	Investment holding
May Gain Limited (美盈有限公司)	6 April 2011	Limited company	US\$1	100%	100%	Investment holding
Regal World Development Limited	21 February 2006	Limited company	US\$1,000	100%	100%	Investment holding
Vieward Group Limited (景向集團有限公司)	15 February 2006	Limited company	US\$1,000	100%	100%	Investment holding

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31 December 2022

11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in Hong Kong and with principal operations in Hong Kong:</i>						
Cheston Holdings Limited (卓怡集團有限公司)	14 June 2006	Limited company	HK\$1	100%	100%	Investment holding
Extreme (Asia) Limited (永和(亞洲)有限公司)	15 May 2006	Limited company	HK\$1	100%	100%	Investment holding
Fast Right Limited	15 December 2006	Limited company	HK\$10,000	100%	100%	Investment holding
Glorious Corporate Services Limited	12 July 2010	Limited company	HK\$1	100%	100%	Provision of corporate services
Gold Radiant Investments Limited (富谷投資有限公司)	11 April 2011	Limited company	HK\$1	100%	100%	Investment holding
Greater Base Limited (基鉅有限公司)	3 March 2009	Limited company	HK\$1	100%	100%	Investment holding
Rich Tech International Enterprise Limited (富達國際企業有限公司)	2 June 2006	Limited company	HK\$1	100%	100%	Investment holding
Triumph One Investments Limited (美堡投資有限公司)	11 April 2011	Limited company	HK\$1	100%	100%	Investment holding
Venture Hong Kong Group Limited (富昇香港集團有限公司)	26 June 2006	Limited company	HK\$1	100%	100%	Investment holding
Worldex Investment Development Limited (恒匯投資發展有限公司)	14 June 2006	Limited company	HK\$1	100%	100%	Investment holding
<i>Incorporated in Singapore and with principal operations in Singapore:</i>						
Wachovian II Co Pte. Ltd.	14 August 2007	Limited company	SGD10	100%	100%	Investment holding

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31 December 2022

11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC:</i>						
Fuda Real Estate Development (Nantong) Co., Ltd. (富達房地產開發(南通)有限公司)	1 August 2006	Limited company	US\$19,940,000	100%	100%	Property development and investment holding
Fusheng Real Estate Development (Nantong) Co., Ltd. (富昇房地產開發(南通)有限公司)	27 June 2005	Limited company	US\$17,980,000	100%	100%	Property development and investment holding
Henghui Real Estate Development (Nantong) Co., Ltd. (恒匯房地產開發(南通)有限公司)	22 July 2005	Limited company	US\$18,490,000	100%	100%	Property development and investment holding
Nantong Huangshi Hui Real Estate Development Co., Ltd. (南通皇室會房地產開發有限公司)	25 July 2005	Limited company	US\$18,490,000	100%	100%	Property development and investment holding
Nantong Jiangle Real Estate Development Co., Ltd. (南通江樂房地產開發有限公司)	27 June 2006	Limited company	US\$17,900,000	100%	100%	Property development and investment holding
Nantong Jigui Real Estate Development Co., Ltd. (南通杰匯置業發展有限公司)	14 April 2006	Limited company	US\$17,990,000	100%	100%	Property development and investment holding
Nantong Jiju Foundation Facilities Construction Co., Ltd. (南通基鉅基礎設施建設有限公司)	27 April 2009	Limited company	US\$3,000,000	100%	100%	Investment holding
Nantong Lehua Real Estate Development Co., Ltd. (南通樂華房地產開發有限公司)	29 June 2006	Limited company	US\$17,400,000	100%	100%	Property development and investment holding
Yonghe Real Estate Development (Nantong) Co., Ltd. (永和房地產開發(南通)有限公司)	10 April 2006	Limited company	US\$21,370,000	100%	100%	Property development and investment holding
Zhuo Yi Real Estate Development (Nantong) Co., Ltd. (卓怡房地產開發(南通)有限公司)	2 August 2006	Limited company	US\$17,900,000	100%	100%	Property development and investment holding
Dalian Runjing Property Development Co., Ltd. (大連潤景房地產開發有限公司)	19 January 2010	Limited company	RMB100,000,000	100%	100%	Property development

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11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Glorious Baofeng (Nantong) Property Development Co., Ltd. (恒盛寶豐(南通)置業發展有限公司)	12 January 2010	Limited company	RMB802,000,000	100%	100%	Property development
Glorious Equity Investment and Fund Management (Shanghai) Co., Ltd. (恒盛股權投資基金管理(上海)有限公司)	14 July 2015	Limited company	RMB100,000,000	100%	100%	Investment holding
Glorious Fuhai (Harbin) Property Development Co., Ltd. (恒盛福海(哈爾濱)置業有限公司)	5 November 2010	Limited company	RMB100,000,000	100%	100%	Property development
Glorious Fusheng Property Investment (Beijing) Co., Ltd. (恒盛富升地產投資(北京)有限公司)	23 July 2010	Limited company	RMB100,000,000	100%	100%	Investment holding
Glorious Hengmao (Hefei) Property Development Co., Ltd. (恒盛恒茂(合肥)房地產開發有限公司)	24 October 2007	Limited company	RMB509,830,227	100%	100%	Property development
Glorious Hetian Hexin (Beijing) Property Development Co., Ltd. (恒盛合天和信(北京)房地產開發有限公司)	25 December 2001	Limited company	RMB130,000,000	100%	100%	Property development
Glorious Hongsheng (Suzhou) Property Development Co., Ltd. (恒盛弘晟(蘇州)置業有限公司)	17 March 2005	Limited company	RMB170,000,000	100%	100%	Property development
Glorious Huixin (Changchun) Property Development Co., Ltd. (恒盛匯鑫(長春)置業有限公司)	7 May 2010	Limited company	RMB510,204,082	100%	100%	Property development
Glorious Plaza (Nantong) Property Development Co., Ltd. (恒盛廣場(南通)房地產開發有限公司)	12 December 2007	Limited company	RMB657,142,857	70%	70%	Property development
Glorious Property Development (Nantong) Co., Ltd. (恒盛地產發展(南通)有限公司)	28 May 2010	Limited company	RMB420,000,000	100%	100%	Investment holding

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11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Glorious Property Investment (Changchun) Co., Ltd. (恒盛地產投資(長春)有限公司)	25 August 2011	Limited company	RMB50,000,000	100%	100%	Investment holding
Glorious Property Investment (Harbin) Co., Ltd. (恒盛地產投資(哈爾濱)有限公司)	3 August 2010	Limited company	RMB100,000,000	100%	100%	Investment holding
Glorious Property Investment (Hefei) Co., Ltd. (恒盛地產投資(合肥)有限公司)	23 July 2010	Limited company	RMB250,000,000	100%	100%	Investment holding
Glorious Property Investment (Nanjing) Co., Ltd. (恒盛地產投資(南京)有限責任公司)	21 May 2013	Limited company	RMB30,000,000	100%	100%	Investment holding
Glorious Property Investment (Shanghai) Co., Ltd. (恒盛地產投資(上海)有限公司)	21 June 2010	Limited company	RMB100,000,000	100%	100%	Investment holding
Glorious Qiwei (Shanghai) Industry Co., Ltd. (恒盛祺偉(上海)實業有限公司)	24 September 2008	Limited company	RMB100,000,000	100%	100%	Wholesale of construction materials
Glorious (Shanghai) Commercial Operation and Management Co., Ltd. (恒盛(上海)商業經營管理有限公司)	25 May 2011	Limited company	RMB10,000,000	100%	100%	Culture, advertising planning, investment holding and advisory
Glorious Tianxingjian (Tianjin) Real Estate Investment Co., Ltd. (恒盛天行建(天津)房地產投資有限公司)	20 March 2006	Limited company	RMB53,480,000	100%	100%	Property development
Glorious Weida (Nantong) Property Development Co., Ltd. (恒盛緯達(南通)房地產開發有限公司)	12 January 2010	Limited company	RMB3,380,000,000	100%	100%	Property development
Glorious Wangjiarui (Wuxi) Co., Ltd. (恒盛旺佳瑞(無錫)有限公司)	7 September 2004	Limited company	RMB1,197,911,767	100%	100%	Property development and investment holding
Glorious Yangguang Binhai (Harbin) Property Co., Ltd. (恒盛陽光濱海(哈爾濱)置業有限公司)	19 December 2007	Limited company	RMB660,000,000	100%	100%	Property development

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11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Glorious Yangguang Xindi (Beijing) Property Co., Ltd. (恒盛陽光鑫地(北京)置業有限公司)	25 February 2003	Limited company	RMB129,000,000	100%	100%	Property development
Glorious Yangguang Xindi (Liaoning) Property Co., Ltd. (恒盛陽光鑫地(遼寧)置業有限公司)	6 June 2005	Limited company	RMB1,333,502,300	100%	100%	Property development and investment holding
Glorious Yangguang Xindi Property Development (Tianjin) Co., Ltd. (恒盛陽光鑫地房地產發展開發(天津)有限公司)	19 May 2003	Limited company	RMB806,039,565	100%	100%	Property development and investment holding
Glorious Yifeng (Hefei) Property Development Co., Ltd. (恒盛頤豐(合肥)房地產開發有限公司)	14 October 2010	Limited company	RMB250,000,000	100%	100%	Property development
Glorious Zhuoda (Nantong) Property Development Co., Ltd. (恒盛掉達(南通)房地產開發有限公司)	21 June 2011	Limited company	RMB183,000,000	100%	100%	Property development
Glorious Zhuoyi Property Investment (Dalian) Co., Ltd. (恒盛卓怡地產投資(大連)有限公司)	3 December 2010	Limited company	RMB100,000,000	100%	100%	Investment holding
Hefei Zhanru Business Operation Management Co., Ltd. (合肥展如商業運營管理有限公司)	11 July 2019	Limited company	RMB10,000,000	100%	100%	Business operation management
Jiangsu Arts and Cultural Property Holdings Ltd. (江蘇演藝文化產業股份有限公司)	8 May 2004	Limited company	RMB50,000,000	54%	54%	Cultural and property development
Jiangsu Chuangyi Cultural Property Foundation Investment and Construction Co., Ltd. (江蘇創意文化產業基地投資建設有限公司)	16 January 2007	Limited company	RMB88,670,000	100%	100%	Investment holding
Nantong Zhanru Business Management Co., Ltd. (南通展如商業管理有限公司)	26 June 2019	Limited company	RMB10,000,000	100%	100%	Business operation management

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31 December 2022

11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Nantong Zhuowei Trade Development Co., Ltd. (南通焯緯貿易發展有限公司)	5 June 2003	Limited company	RMB155,000,000	100%	100%	Wholesale of mechanical equipments and building materials
Shanghai Anshun Property Development Co., Ltd. (上海安順房地產發展有限公司)	18 January 1996	Limited company	RMB30,000,000	100%	100%	Property development
Shanghai Gotivan Beauty Service Co., Ltd. (上海歌蒂梵美容服務有限公司)	25 October 2021	Limited company	RMB500,000	100%	100%	Medical beauty
Shanghai Haosen Property Co., Ltd. (上海豪森房地產有限公司)	6 October 1998	Limited company	RMB80,000,000	100%	100%	Property development
Shanghai Hengran Property Development Co., Ltd. (上海恒冉房地產開發有限公司)	21 January 2014	Limited company	RMB51,000,000	100%	100%	Property development
Shanghai Hongye Property Development Co., Ltd. (上海弘擘房地產發展有限公司)	7 April 2008	Limited company	RMB900,000,000	100%	100%	Property development
Shanghai Jinhao Property Development Co., Ltd. (上海錦豪房地產開發有限公司)	25 December 2009	Limited company	RMB10,000,000	100%	100%	Property development
Shanghai Junjie Business Consulting Co., Ltd. (上海隼捷商務諮詢有限公司)	28 December 2010	Limited company	RMB1,000,000	100%	100%	Business consulting and wholesale of construction materials
Shanghai Mingbao Construction Co., Ltd. (上海明寶建設工程有限公司)	17 January 2004	Limited company	RMB100,000,000	100%	100%	Interior and exterior decoration and renovation
Shanghai Penghui Property Development Co., Ltd. (上海鵬暉置業有限公司)	26 May 2008	Limited company	RMB20,000,000	100%	100%	Property development
Shanghai Ranjuan Decoration Engineering Co., Ltd. (上海冉娟裝潢工程有限公司)	28 December 2010	Limited company	RMB85,000,000	100%	100%	Interior and exterior decoration and renovation
Shanghai Ronghui Corporate Management Co., Ltd. (上海熔卉企業管理有限公司)	13 May 2021	Limited company	RMB100,000	100%	100%	Business operation management

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11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Shanghai Rongxi Business Trading Co., Ltd. (上海榮熙商貿有限公司)	24 June 2010	Limited company	RMB1,000,000	100%	100%	Trading of mechanical equipments and construction materials
Shanghai Rongxiang Property Development Co., Ltd. (上海榕祥房地產開發有限公司)	29 December 2009	Limited company	RMB10,000,000	100%	100%	Property development
Shanghai Shangrongwan Cultural Development Co., Ltd. (上海尚榕灣文化發展有限公司)	23 November 2021	Limited company	RMB1,000,000	100%	100%	Cultural and property development
Shanghai Shengtong Property Development Co., Ltd. (上海勝通房地產開發有限公司)	19 June 2001	Limited company	RMB601,000,000	100%	100%	Property development
Shanghai Xintai Property Development Co., Ltd. (上海鑫泰房地產發展有限公司)	22 April 1999	Limited company	RMB1,400,000,000	100%	100%	Property development and investment holding
Shanghai Yijing Property Development Co., Ltd. (上海意景房地產開發有限公司)	22 January 2001	Limited company	RMB563,587,214	100%	100%	Property development and investment holding
Shanghai Zhancheng Property Management Co., Ltd. (上海展成物業管理有限公司)	6 December 2019	Limited company	RMB5,000,000	100%	100%	Property management
Shanghai Zhanru Business Management Co., Ltd. (上海展如商業管理有限公司)	27 April 2018	Limited company	RMB100,000,000	100%	100%	Business operation management and investment holding
Shanghai Zhanru Hotel Management Co., Ltd. (上海展如酒店管理有限公司)	8 March 2019	Limited company	RMB20,000,000	100%	100%	Hotel operation management
Shanghai Zhanru Property Leasing Co., Ltd. (上海展如房產租賃有限公司)	16 July 2019	Limited company	RMB10,000,000	100%	100%	Property leasing services
Shanghai Zhanyao Business Management Co., Ltd. (上海展曜商業管理有限公司)	8 October 2021	Limited company	RMB5,000,000	100%	100%	Business management and property management
Shenyang Glorious Plaza Commercial Management Co., Ltd. (瀋陽恒盛廣場商業管理有限公司)	7 September 2010	Limited company	RMB5,000,000	100%	100%	Business management and property management

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31 December 2022

11 SUBSIDIARIES (Continued)

Name	Date of incorporation/ establishment	Type of legal entity	Issued/ paid-in/ registered capital	Percentage of attributable equity interest		Principal activities
				2022	2021	
<i>Incorporated in the PRC and with principal operations in the PRC (continued):</i>						
Tianjin Dong'an Construction Co., Ltd. (天津東岸建設有限公司)	11 March 2005	Limited company	RMB510,000,000	70%	70%	Property development
Tianjin Gangtian Real Estate Investment Co., Ltd. (天津港天房地產投資有限公司)	21 March 2006	Limited company	RMB278,092,000	100%	100%	Property development
Tianjin Glorious Corporate Management Advisory Co., Ltd. (天津恆盛企業管理諮詢有限公司)	2 December 2010	Limited company	RMB40,000,000	100%	100%	Investment holding

Notes:

- (a) As at 31 December 2022, equity interests of certain of the Company's subsidiaries have been pledged for securing the Group's borrowings (note 17).

Notes to the Consolidated Financial Statements

31 December 2022

12 PROPERTIES UNDER DEVELOPMENT

RMB'000	2022	2021
Within normal operating cycle included under current assets	12,663,590	14,713,865
Amount comprised:		
Land use rights	4,025,987	6,107,055
Construction costs and capitalised expenditures	6,803,942	5,980,346
Interest capitalised	8,014,702	8,807,505
	18,844,631	20,894,906
Less: Provision for impairment	(6,181,041)	(6,181,041)
	12,663,590	14,713,865

The properties under development are all located in the PRC and the relevant land use rights have remaining lease term ranging from 24 to 70 years.

RMB'000	2022	2021
Properties under development:		
Expected to be completed and available for sale after more than 12 months	11,052,747	10,263,601
Expected to be completed and available for sale within 12 months	1,610,843	4,450,264
	12,663,590	14,713,865

As at 31 December 2022, properties under development with carrying value of RMB11,538,831,000 (2021: RMB12,071,715,000) were pledged as collateral for the Group's borrowings (note 17).

During the year ended 31 December 2020, the Group entered into agreements with a government department for a land replacement arrangement for an existing project of the Group in the PRC. According to the agreements, the aforementioned land parcel to be returned to the government will be replaced by new land parcels and the fair values of the existing and new land parcels would be approximately the same. During the year ended 31 December 2021, the Group agreed with the government department that the value of the existing land parcels was approximately RMB1,868,000,000 (2020: carrying value of approximately RMB2,432,000,000) and thus provision for impairment for the existing land parcels amounted to RMB564,000,000 was made during the year ended 31 December 2021. As at 31 December 2022, the Group has signed the land acquisition agreements for five parcels of land of total site area of 127,070 sq.m. in relation to the above-mentioned land replacement arrangement. The negotiation of the details of the remaining replacement arrangement was in progress and the location and land site area of the other new land parcels are still under discussion.

Notes to the Consolidated Financial Statements

31 December 2022

13 COMPLETED PROPERTIES HELD FOR SALE

RMB'000	2022	2021
Completed properties held for sale comprised:		
Land use rights	1,519,498	1,420,586
Construction costs and capitalised expenditures	4,842,775	4,713,314
Interest capitalised	1,532,642	988,151
	7,894,915	7,122,051
Less: Provision for impairment	(1,970,672)	(1,970,672)
	5,924,243	5,151,379

The completed properties held for sale are all located in the PRC and the relevant land use rights have remaining lease term ranging from 22 to 62 years.

As at 31 December 2022, completed properties held for sale with carrying value of RMB1,547,129,000 (2021: RMB1,058,242,000) were pledged as collateral for the Group's borrowings (note 17).

14 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND OTHER FINANCIAL ASSETS

RMB'000	2022	2021
Trade receivables due from third parties, net (a)	476,830	469,822
Other receivables due from third parties and other financial assets (b)	1,443,808	1,232,671
Prepayments and deposits for land premium (d)	148,000	148,000
Prepayments and deposits for construction costs:	2,050,775	1,962,720
Related parties (note 31(b))	2,891	32,500
Third parties ((d), (e) and (f))	2,047,884	1,930,220
Prepaid other taxes	81,327	265,561
Less: Provision for loss allowance of other receivables and other financial assets	(799,810)	(789,647)
	3,400,930	3,289,127

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14 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND OTHER FINANCIAL ASSETS (Continued)

- (a) Trade receivables mainly arise from sales of properties. Proceeds in respect of sales of properties are to be received in accordance with the terms of the related sales and purchase agreements and customers are generally required to settle the receivables within 30 days after the date of signing the sales and purchase agreements. The ageing analysis of trade receivables before provision at the dates of the consolidated statement of financial position based on revenue recognition date is as follows:

RMB'000	2022	2021
Within 6 months	9,643	4,412
Between 7 and 12 months	515	6,880
Over 12 months	473,286	464,343
	483,444	475,635

The Group applied the HKFRS 9 simplified approach to measure expected credit losses which used a lifetime expected loss allowance for all trade receivables.

Movement in the Group's provision for loss allowance of trade receivables is as follows:

RMB'000	2022	2021
At beginning of the year	5,813	6,237
Provision/(reversal of provision) for loss allowance of trade receivables	801	(424)
At end of the year	6,614	5,813

As at 1 January 2021, trade receivables from contract with customers amounted to RMB480,041,000 (net of loss allowance of RMB6,237,000).

As at 31 December 2022, trade receivables of RMB476,830,000 (2021: RMB469,822,000) includes an amount due from a local government authority of RMB430,063,000 (2021: RMB430,063,000) upon recognising the revenue relating to certain relocation and resettlement housing.

During the year ended 31 December 2017, the Group was involved in a litigation with the aforementioned local government authority associated with a property development project in Shanghai. In previous years, management considered that apart from no payment obligation arising from the amount claimed by the government authority, the Group has sufficient basis to support the full recoverability of the amount due from the local government authority of RMB422.2 million. No provision has been made by the Group against the above receivable balance as at 31 December 2020.

During the year ended 31 December 2021, the Shanghai No.2 Intermediate People's Court issued a ruling for the above claim and decided that (1) the receivables amount relating to the abovementioned receivable balance which is relocation and resettlement housing outstanding receivable shall be RMB430.1 million, instead of RMB422.2 million; (2) the Group shall be responsible for the additional land premium costs of the project amounted to approximately RMB500 million due to different interpretation of obligation of the incurred costs shared between the Group and the local government. The directors have re-evaluated all the circumstances and, after obtaining legal advice on the above claim and ruling, applied for an appeal. The directors have further obtained legal advice after applying the appeal. Taking into account the latest judgement and legal advice, management recognised additional trade receivable of RMB7.8 million and a payable for construction cost amounting to approximately RMB500 million during the year ended 31 December 2021.

14 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND OTHER FINANCIAL ASSETS (Continued)

- (b) Other receivables mainly represented (i) guaranteed deposits, other receivables and other financial assets placed at financial institutions amounted to RMB403,980,000 (2021: RMB465,545,000), (ii) consideration receivables for disposal of a subsidiary amounted to RMB111,747,000 (2021: RMB111,747,000), (iii) deposits for maintenance fund paid to government authorities amounted to RMB17,280,000 (2021: RMB118,554,000), and (iv) deposits for construction projects, other advance and deposits and interest receivables.
- (c) As at 31 December 2022 and 2021, the fair values of the Group's trade and other receivables approximate their carrying amounts. The maximum exposure to credit risk at each date of the consolidated statement of financial position is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.
- (d) As at 31 December 2020, deposits of RMB640,636,000 included in prepayments and deposits for land premium and deposits of RMB325,007,000 included in prepayments and deposits for construction costs (together RMB965,643,000, the "Initial Land Payments") were initial development payments made in earlier years to enterprises indirectly owned and controlled by the local government (the "Governmental Enterprises") for certain strategic land acquisition projects in respect of several land parcels located in the PRC. Based on the agreements signed between the Group and the Governmental Enterprises (the "Cooperative Development Framework Agreements"), the Initial Land Payments will be offset with the land acquisition cost if the Group acquires the land use rights through winning in public tender, auction and listing-for-sale process in the future. The Initial Land Payments are refundable in case of failure in the auction. As at 31 December 2020, provision for loss allowance for these balances were RMB60,000,000 based on the management's expected credit loss assessment.

Management was in active communication with the Governmental Enterprises for the execution of the Cooperative Development Framework Agreements and property developments in prior years. Due to the large scale of the cooperative development project, the Group's tight working capital status and the Group's overall property development plan, there was no substantial development on the above-mentioned property projects over the years.

During 2021, the Group's management met with the Governmental Enterprises a few times to negotiate and push forward the execution of the Cooperative Development Framework Agreements. Due to changes in the land development policies and real estate market conditions, no clear conclusion was reached. In mid-2022, the Governmental Enterprises discussed with the Group's management that due to changes in the land development policies and taking into account the latest real estate market conditions and that the Group was unable to fully fulfill its obligations in accordance with the Cooperative Development Framework Agreements, the Cooperative Development Framework Agreements can no longer be executed. Management has negotiated with the Governmental Enterprises and suggested other ways to recover the Initial Land Payments without success. To ensure the Group has sufficient resources and governmental support to focus on the Group's other existing projects in the same province, management considered that agreeing to waive its rights to recover the Initial Land Payments will serve the best interest of the Group.

As a result, the Initial Land Payments with carrying amount of RMB905,643,000 were written off in the consolidated financial statements for the year ended 31 December 2021.

Notes to the Consolidated Financial Statements

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14 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND OTHER FINANCIAL ASSETS (Continued)

- (e) During the year ended 31 December 2021, the Group made prepayments amounted to RMB1,232,724,000 to various third party contractors and suppliers for certain construction materials and declaration materials in respect of the Group's four projects located in Shanghai and one project located in Hefei in accordance with payment schedules of the respective contracts. Those prepayments had not been utilised as at 31 December 2021 due to delay in construction progress of the relevant projects caused by, including but not limited to, delay in the grant of approvals from local government bodies for change in construction plan, pre-sale permit or other permit. Although the abovementioned projects were further delayed with limited construction progress due to development of COVID-19 pandemic in the PRC in the first half of 2022, management considered that those prepayments can be subsequently utilised in 2023 based on the latest construction plan.
- (f) Provision for loss allowance in respect of other receivables and other financial assets are recognised using an allowance account unless the Group is satisfied that recovery of the amounts are remote, in which case the impairment losses are written off against other receivables and other financial assets directly. The movement in the provision for loss allowance is disclosed in note 3(a)(iv).

Due to the cessation of the cooperative development arrangement as mentioned in note (d) above, management considered that a deposit for construction costs related to that development project will not be recoverable. As a result, the deposit for construction costs with carrying amount of RMB49,910,000 was written off in the consolidated financial statements for the year ended 31 December 2021.

Notes to the Consolidated Financial Statements

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15 CASH AND BANK BALANCES, AND RESTRICTED DEPOSITS

Restricted deposits mainly comprise:

- (i) restricted funds under guarantee deposits for the mortgage facilities granted by banks to purchasers of the Group's properties;
- (ii) other deposits restricted in use by regulators; and
- (iii) certain property pre-sale proceeds held for meeting short-term cash commitments that can only be applied for the designated property development projects and are required to be placed in restricted bank accounts in accordance with the applicable government regulations and contractual restrictions, if applicable, are included in cash and cash equivalents.

Cash and cash equivalents in the consolidated statement of cash flows as at 31 December 2022 are as follows:

RMB'000	2022	2021
Cash and bank balances	72,264	191,642
Restricted deposits	318,418	406,615
	390,682	598,257
Less: Restricted funds under guarantee deposits for mortgage facilities	(76,665)	(295,533)
Other deposits restricted in use by regulators	(23,158)	(111,082)
Cash and cash equivalents	290,859	191,642

RMB'000	2022	2021
Cash and bank balances, and restricted deposits:		
Denominated in RMB	390,278	597,742
Denominated in US\$	268	264
Denominated in HK\$	136	251
	390,682	598,257
Maximum exposure to credit risk	390,542	597,866

The conversion of Renminbi denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

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16 TRADE AND OTHER PAYABLES

RMB'000	2022	2021
Trade payables and construction cost accrual (a):	3,360,659	3,863,046
Related parties (note 31(b))	71,996	9,621
Third parties	3,288,663	3,853,425
Other payables due to third parties and accrued expenses (b)	1,910,581	1,598,692
Other taxes payable	875,104	701,304
	6,146,344	6,163,042

- (a) The ageing analysis based on transaction dates of trade payables and construction cost accrual at the date of the consolidated statement of financial position is as follows:

RMB'000	2022	2021
Within 6 months	198,273	1,590,291
Between 7 and 12 months	694,701	881,379
Over 12 months	2,467,685	1,391,376
	3,360,659	3,863,046

- (b) All other payables are unsecured, interest-free and repayable on demand.

The Group's other payables and accrued expenses mainly comprise accruals for operating expenses of RMB222,214,000 (2021: RMB200,973,000), refundable deposits of RMB336,920,000 (2021: RMB393,068,000), deposits for partial disposal of a subsidiary of RMB350,000,000 (2021: RMB350,000,000) and consideration payable for acquisition of a subsidiary of RMB101,512,000 (2021: RMB101,512,000).

- (c) The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

RMB'000	2022	2021
HK\$	6,380	4,898
RMB	6,139,264	6,153,681
US\$	700	4,463
	6,146,344	6,163,042

- (d) As at 31 December 2022 and 2021, the carrying values of the trade and other payable balances approximate their fair values.

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31 December 2022

17 BORROWINGS

RMB'000	2022	2021
Borrowings included in non-current liabilities:		
Bank borrowings — secured (a)	—	—
Loan from a non-controlling interest (b)	—	—
	—	—
Borrowings included in current liabilities:		
Bank borrowings — secured (a)	17,666,027	16,916,340
Bond — secured	60,950	57,324
Loans from a non-controlling interest (b)	720,506	675,597
Other borrowings — unsecured (c)	581,610	502,643
Other borrowings — secured (c)	1,934,633	1,932,101
	20,963,726	20,084,005
Total borrowings	20,963,726	20,084,005
The carrying values of the borrowings are denominated in the following currencies:		
HK\$	134,774	56,369
RMB	20,734,980	19,942,009
US\$	93,972	85,627
Total borrowings	20,963,726	20,084,005

Notes to the Consolidated Financial Statements

31 December 2022

17 BORROWINGS (Continued)

An analysis of the Group's borrowings into principal amounts is as follows:

RMB'000	2022	2021
Bank borrowings	15,119,842	15,153,306
Bond — unlisted	58,063	55,597
Loans from a non-controlling interest	532,857	532,857
Other borrowings	1,999,774	2,198,953
	17,710,536	17,940,713
Adjusted by: accrued interests	3,253,190	2,143,292
Total borrowings	20,963,726	20,084,005

The Group's borrowings comprise loans from commercial banks, other financial institutions, non-financial institutions and certain individuals. Apart from certain other borrowings as further mentioned in (c) below, all of the Group's borrowings are secured by the property, plant and equipment, right-of-use assets, investment properties, properties under development, completed projects held for sale, equity interests of certain subsidiaries and equity interests of a joint venture of the Group.

- (a) The current bank borrowings included borrowings with principal amounts of RMB6,641,027,000 with original maturity beyond 31 December 2023 which have been reclassified as current liabilities as at 31 December 2022 as a result of the matters described in note 2(a)(i).

Management estimates that if the Group can successfully implement the measures as set out in note 2(a)(i) and with its endeavors to ensure that there will be no further delay in repayment of principal and interest, the repayment dates of these reclassified borrowings could be reverted to their respective original repayment dates which are all beyond 31 December 2023.

- (b) As at 31 December 2022, loans from a non-controlling interest of RMB720,506,000 (2021: RMB675,597,000) are secured, interest-bearing and are repayable within 18-36 months from the date of drawdown.
- (c) As at 31 December 2022, short-term borrowings from third parties of RMB581,610,000 (2021: RMB502,643,000) are unsecured, interest-bearing and are repayable within one year from the date of drawdown.

Short-term borrowings from third parties of RMB1,934,633,000 (2021: RMB1,932,101,000) are secured, interest-bearing and are repayable within one year from the date of drawdown.

Notes to the Consolidated Financial Statements

31 December 2022

17 BORROWINGS (Continued)

- (d) The Group's total borrowings at the date of the consolidated statement of financial position were repayable as follows:

RMB'000	2022	2021
Amounts of borrowing that are repayable:		
Repayable on demand or within 1 year	20,963,726	20,084,005
After 1 and within 2 years	—	—
After 2 and within 5 years	—	—
After 5 years	—	—
	20,963,726	20,084,005

- (e) As at 31 December 2022, the Group's effective interest rates was 9.3% (2021: 9.2%).
- (f) The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates (or maturity date whichever is earlier) are as follows:

RMB'000	2022	2021
Within 6 months	20,963,726	20,084,005
After 6 months and within 1 year	—	—
After 1 year and within 5 years	—	—
	20,963,726	20,084,005

- (g) During the year ended 31 December 2022, the Group did not make any payment (2021: paid RMB391,518,000) to an independent financing agent in relation to financing facilitation services provided for the Group to obtain new financing and renew its loans upon their maturities.

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18 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets against tax liabilities and when the deferred income taxes relate to the same tax authority.

RMB'000	2022	2021
Deferred income tax assets		
To be realised after more than 12 months	508,631	50,701
To be realised within 12 months	119,925	228,612
	628,556	279,313
Deferred income tax liabilities		
To be realised after more than 12 months	(2,799,595)	(2,237,180)
To be realised within 12 months	—	—
	(2,799,595)	(2,237,180)
Deferred income tax liabilities, net	(2,171,039)	(1,957,867)

The movements of the net deferred income tax liabilities are as follows:

RMB'000	2022	2021
At beginning of year	(1,957,867)	(2,024,948)
(Charged)/credited as income tax expenses (note 26)	(213,172)	67,081
At end of year	(2,171,039)	(1,957,867)

Movement in deferred income tax assets/(liabilities) during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

RMB'000	Tax losses	Unrealised profit and other expenses	Total
At 1 January 2021	774,415	221,885	996,300
Credited to income tax expenses	24,149	5,910	30,059
At 31 December 2021	798,564	227,795	1,026,359
Charged to income tax expenses	(353,444)	(44,359)	(397,803)
At 31 December 2022	445,120	183,436	628,556

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31 December 2022

18 DEFERRED INCOME TAX (Continued)

Deferred income tax liabilities

RMB'000	Other timing differences arising from capitalised interest	Fair value changes	Total
At 1 January 2021	(233,409)	(2,787,839)	(3,021,248)
(Charged)/credited to income tax expenses	(39,471)	76,493	37,022
At 31 December 2021	(272,880)	(2,711,346)	(2,984,226)
(Charged)/credited to income tax expenses	(53,808)	238,439	184,631
At 31 December 2022	(326,688)	(2,472,907)	(2,799,595)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related benefit through future taxable profits is probable. As at 31 December 2022, the Group did not recognise deferred income tax assets of RMB1,683,716,000 (2021: RMB1,055,147,000) in respect of tax losses of approximately RMB6,734,866,000 (2021: RMB4,220,586,000) as there are uncertainties as to whether assessable profits will be available in the foreseeable future to utilise such tax losses.

Pursuant to the relevant PRC corporate income tax rules and regulations, withholding tax is imposed on dividends declared in respect of profits earned by the Group's PRC subsidiaries from 1 January 2008. Deferred income tax liabilities of RMB227,840,000 (2021: RMB311,775,000) have not been provided for in these consolidated financial statements in respect of temporary differences attributable to accumulated profits of the Group's PRC subsidiaries as the Group controls the dividend policy of these PRC subsidiaries and it is probable that these temporary differences will not be reversed in the foreseeable future.

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19 SHARE CAPITAL AND SHARE PREMIUM

	Number of ordinary shares	Nominal value of ordinary shares HK\$	Equivalent nominal value of ordinary shares RMB'000	Share premium RMB'000	Total RMB'000
Authorised:					
Ordinary shares of HK\$0.01 each at 1 January 2021, 31 December 2021 and 31 December 2022	38,000,000,000	380,000,000			
Issued:					
Ordinary shares of HK\$0.01 each at 1 January 2021, 31 December 2021 and 31 December 2022	7,792,645,623	77,926,456	68,745	7,822,982	7,891,727

20 RESERVES

(a) Merger reserve

Merger reserve arose from merger accounting for the reorganisation of the Group completed in 2007.

(b) Statutory reserve

In accordance with the relevant regulations and their articles of association, the Company's subsidiaries incorporated in the PRC are required to allocate at least 10% of their after-tax profit according to PRC accounting standards and regulations to the general statutory reserve until such reserve has reached 50% of registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the respective board of directors of the subsidiaries. These reserves can only be used for specific purposes and are not distributable or transferable in the form of loans, advances, or cash dividends. During the year ended 31 December 2022, appropriation to the general statutory reserve amounted to RMB36,834,000 (2021: RMB10,667,000).

(c) Revaluation reserve

Revaluation reserve arose from the revaluation of certain properties, plant and equipment upon transfer to investment properties (net of deferred income tax) in 2015.

(d) Other reserve

Other reserve mainly represents (i) the equity interests in the Company contributed by the immediate holding company of the Company in connection with the Group's financing activities in 2007 and 2009 (note 34(a)(i)).

Notes to the Consolidated Financial Statements

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21 OTHER INCOME

RMB'000	2022	2021
Net rental income (note 7)	49,656	29,371
Others	319	5,844
	49,975	35,215

22 OTHER (LOSSES)/GAINS, NET

RMB'000	2022	2021
Fair value changes of investment properties (note 7)	(893,326)	(213,828)
Write-off of deposits for land premium and construction costs (note 14(d) and 14(g))	—	(955,553)
Exchange (loss)/gain, net	(18,929)	9,025
	(912,255)	(1,160,356)

23 EXPENSES BY NATURE

Profit/(loss) before taxation is stated after charging the following:

RMB'000	2022	2021
Auditors' remuneration		
— Audit services (current external auditor)	3,966	—
— Audit services (previous external auditor)	2,573	6,868
— Non-audit services	54	82
Advertising costs	9,911	30,783
Other taxes and levies	63,564	36,978
Costs of properties sold (including properties under development and completed properties held for sale):	2,310,629	4,371,710
— Carrying amount of properties sold	2,310,629	3,394,264
— Provision for impairment of properties	—	977,446
Depreciation (note 6)	21,189	15,709
Staff costs — excluding directors' emoluments (note 25)	173,294	181,052
Rental expenses	7,832	11,595

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31 December 2022

24 FINANCE COSTS, NET

RMB'000	2022	2021
Finance income		
— Interest income	14,089	38,158
Finance costs		
— Bank borrowings	(1,750,189)	(2,576,247)
— Bond	(5,363)	(9,652)
— Others	(287,710)	(134,049)
Total interest expenses	(2,043,262)	(2,719,948)
Less: interest capitalised on qualifying assets	550,721	607,881
Finance costs expensed	(1,492,541)	(2,112,067)
Finance costs, net	(1,478,452)	(2,073,909)

Borrowing costs on the loans used to finance the property development projects of the Group have been capitalised in properties under development and investment properties, at a capitalisation rate of 11.3% during the year (2021: 9.5%).

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25 STAFF COSTS — EXCLUDING DIRECTORS' EMOLUMENTS

RMB'000	2022	2021
Wages and salaries	145,062	153,860
Retirement scheme contribution	14,311	13,620
Staff welfare	3,126	3,303
Other allowances and benefits	10,795	10,269
	173,294	181,052

(a) Retirement scheme contribution

The Group contributes to retirement plans for its employees in the PRC at a percentage of their salaries in compliance with the requirements of the respective local governments in the PRC. The local governments undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group in the PRC.

The Group participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all its employees in Hong Kong. The scheme is a defined contribution scheme and is funded by contributions from employers and employees according to the provisions of the MPF Ordinance.

During the year ended 31 December 2022, the Group had no forfeited contributions under the retirement benefits scheme utilised to reduce future contributions (2021: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2022 included 1 director (2021: 1 director). The emoluments payable to the remaining 4 individuals (2021: 4 individual) for the year ended 31 December 2022 are as follows:

RMB'000	2022	2021
Salaries and other short-term benefits	3,794	5,785
Retirement scheme contribution	291	189
	4,085	5,974

The emoluments fell within the following bands:

	2022	2021
RMB500,000 to RMB1,000,000	2	—
RMB1,000,001 to RMB1,500,000	2	3
RMB1,500,001 to RMB2,000,000	—	1
	4	4

Notes to the Consolidated Financial Statements

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26 INCOME TAX EXPENSES

RMB'000	2022	2021
Current income tax charge		
— PRC corporate income tax	(93,851)	(66,329)
— PRC land appreciation tax	(1,271,643)	(222,183)
	(1,365,494)	(288,512)
Deferred income tax (charge)/credit (note 18)		
— Origination and reversal of temporary differences	(213,172)	67,081
	(213,172)	67,081
	(1,578,666)	(221,431)

The income tax on the Group's profit/(loss) before taxation differs from the theoretical amount that would arise using the enacted tax rate of the home country of the companies comprising the Group as follows:

RMB'000	2022	2021
Profit/(loss) before taxation	1,281,200	(4,942,418)
Less: Share of results of a joint venture and an associate, net	(49,228)	(2,132)
	1,231,972	(4,944,550)
Calculated at PRC corporate income tax rate of 25%	307,993	(1,236,138)
Expenses not deductible for tax purposes	35,728	683,260
Income not taxable for tax purposes	(126)	(2,268)
Tax losses not recognised as deferred income tax assets	281,340	502,760
Tax effect of land appreciation tax	953,731	171,395
Expiration of tax losses previously recognised as deferred tax assets	—	102,422
Income tax expenses	1,578,666	221,431

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31 December 2022

26 INCOME TAX EXPENSES (Continued)

PRC corporate income tax is provided at the rate of 25% for each of the years ended 31 December 2022 and 2021 of the profits for the PRC statutory financial reporting purpose, adjusted for those items which are not assessable or deductible for PRC corporate income tax purpose.

No Hong Kong profits tax has been provided for the years ended 31 December 2022 and 2021 as there is no assessable profit for these years.

PRC land appreciation tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all property development expenditures, which is included in the consolidated statement of comprehensive income as income tax. The Group has estimated the tax provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for LAT is calculated.

27 LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2022	2021
Loss attributable to the owners of the Company (RMB'000)	(297,355)	(5,150,032)
Weighted average number of ordinary shares in issue (thousands)	7,792,646	7,792,646

(b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For each of the years ended 31 December 2022 and 2021, the Company's share options are anti-dilutive, as the relevant exercise price was higher than the average market price of the Company's shares for the period when the options are outstanding.

28 DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

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29 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of loss for the year to cash generated from operations

RMB'000	Note	2022	2021
Loss for the year		(297,466)	(5,163,849)
Adjustments for:			
Share of profit of an associate		(823)	(1,072)
Share of profit of a joint venture		(48,405)	(4,943)
Income tax expenses	26	1,578,666	221,431
Interest income	24	(14,089)	(38,158)
Interest expenses	24	1,492,541	2,112,067
Fair value changes of investment properties	22	893,326	213,828
Depreciation	6	21,189	15,709
Loss on disposals of property, plant and equipment		598	32
Exchange loss/(gain), net	22	18,929	(9,025)
Changes in provision for impairment of properties under development and completed properties held for sale	5	—	977,446
Provision for loss allowances of financial assets, net	3(a)(iv)	10,964	56,879
Write-off of deposits for land premium and construction costs	22	—	955,553
Changes in working capital:			
Properties under development and completed properties held for sale		1,559,255	(137,707)
Restricted deposits		306,792	(60,632)
Trade and other receivables, prepayments and other financial assets		303,391	(436,644)
Trade and other payables		250,437	524,024
Contract liabilities		(4,550,189)	2,682,383
Cash generated from operations		1,525,116	1,907,322

29 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

This section sets out the movement in liabilities arising from financing activities for each of the years presented.

RMB'000	Borrowings
As at 1 January 2021	20,263,735
Cash flows	
— Inflow from financing activities	5,107,604
— Outflow from financing activities	(5,098,991)
— Interests included under operating activities	(2,106,509)
— Interests included under investing activities	(357,799)
Foreign exchange adjustments	(7,362)
Other non-cash movements	
— Accrual of interest expenses and others	2,283,327
As at 31 December 2021	20,084,005
As at 1 January 2022	20,084,005
Cash flows	
— Inflow from financing activities	1,780,776
— Outflow from financing activities	(2,077,507)
— Interests included under operating activities	(772,868)
— Interests included under investing activities	(269,710)
Foreign exchange adjustments	16,899
Other non-cash movements	
— Accrual of interest expenses and others	2,202,131
As at 31 December 2022	20,963,726

(c) Major non-cash transactions

During the year ended 31 December 2021, the Group entered into several agreements with an independent financing agent and the Group's lenders for offsetting arrangements under which the Group's amounts due from the independent financing agent were settled by offsetting the same amounts due to the Group's lenders (included in other borrowings). The offsetting amounts were RMB481.4 million under these arrangements. There were no such arrangement for the year ended 31 December 2022.

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30 COMMITMENTS

Commitments for capital and property development expenditures

RMB'000	2022	2021
Contracted but not provided for		
Property development expenditures	8,476,367	9,181,895
— Shanghai Ditong (i)	1,983,706	2,039,522
— Third parties	6,492,661	7,142,373
Construction materials	629,019	685,533
	9,105,386	9,867,428
Commitments comprises:		
Properties under development	4,544,512	5,306,262
Investment properties	4,560,874	4,561,166
	9,105,386	9,867,428

- (i) The proposed annual caps for the continuing connected transactions with Shanghai Ditong Construction (Group) Co., Ltd. ("Shanghai Ditong"), a company controlled by close family member of the ultimate controlling party of the Company, for the three years ending 31 December 2018, 2019 and 2020 were not approved by the independent shareholders in the extraordinary general meetings on 28 December 2017, 21 March 2018 and 12 November 2018 respectively. During the years ended 31 December 2018 and 31 December 2019, the Group revisited its construction plan and cancelled the constructions contracts with Shanghai Ditong with contract sums of RMB499 million and RMB925 million respectively, For the remaining contracts with Shanghai Ditong, the Group will continue to revisit its construction plan and may further cancel or significantly scale down the contracts with Shanghai Ditong so as to reduce the amounts of transactions with Shanghai Ditong to a level that complies with the Listing Rules. The amount disclosed above represents the contracted amount still under revision as the detailed arrangement is continuing. Shanghai Ditong has agreed that it would not seek compensation from the Group for breaching these contracts. For the purpose of scaling down the contracts with Shanghai Ditong, the Group excluded some construction works or materials from the construction contracts with Shanghai Ditong such that certain of the sub-contractors of Shanghai Ditong became direct suppliers to the Group for such construction works or materials.

As at 31 December 2022, the Group's share of commitment of the joint venture (note 10) is RMB102,976,000 (2021: RMB121,969,000).

31 RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

RMB'000	2022	2021
Construction services provided during the year by Shanghai Ditong (note 30(i))	84,942	84,881
Purchase of property design services from an associate	100	7,974

The related party transactions in respect of construction services above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Continuing Connected Transactions" in the Report of the Directors.

(b) Balances with related parties

As at 31 December 2022 and 2021, the Group had the following significant balances with related parties:

RMB'000	2022	2021
Balances included in "Prepayments":		
Prepayments to related companies for construction services to be provided by (note 14)		
— Shanghai Ditong (note 30(i))	—	29,125
— Other related companies	2,891	3,375
	2,891	32,500
Balances included in current liabilities:		
Amount due to a joint venture (note 10)	335,029	353,029
Trade payables with related companies (note 16)		
— Shanghai Ditong (note 30(i))	62,575	—
— Other related companies	9,421	9,621
	71,996	9,621

Except for the loan to a joint venture, the terms of which are disclosed in note 10(a), as at 31 December 2022 and 2021, all other balances with related parties were unsecured, interest free and repayable on demand or to be settled according to the relevant trading terms, as appropriate.

(c) Key management compensation

RMB'000	2022	2021
Salaries and other short-term employee benefits	1,456	2,147

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32 FINANCIAL GUARANTEES

The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within an average period of one to two years upon the completion of guarantee registration; or (ii) the full repayment of mortgaged loan by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to retain the legal title and take over possession of the related properties. The Group's guarantee period starts from the dates of grant of the mortgages. As at 31 December 2022, the amount of outstanding guarantees for mortgages were approximately RMB3,378,183,000 (2021: RMB4,094,328,000).

The directors consider that the likelihood of default in payments by purchasers is minimal and as the Group is entitled to retain the ownership of the properties, the valuation of which is significantly higher than the guaranteed amounts, the financial guarantees measured at fair value is immaterial.

33 SHARE OPTION SCHEME

Pursuant to a resolution in writing passed by all the shareholders of the Company on 9 September 2009, the Company adopted a share option scheme on 9 September 2009 ("Share Option Scheme"). The purpose of the share option scheme is to provide incentives to the Group's employees including the executive directors and non-executive directors (each a "participant"). The Board may, at any time within 10 years after the date of adoption of the Share Option Scheme, make an offer to any participant. The subscription price for shares granted pursuant to the Share Option Scheme is the highest of:

- the closing price of the shares of the Company on the Hong Kong Stock Exchange on the business day on which an offer is made to a participant;
- the average of the closing prices of the shares on the Hong Kong Stock Exchange for the five business days immediately preceding the date on which such offer is made; and
- the nominal value of the shares of the Company.

The total number of shares which may be issued upon exercise of all options granted under the Share Option Scheme must not, in aggregate, exceed 779,064,562 shares of the Company being 10% of the issued share capital of the Company at the date of approval of the share option scheme. The 10% limit may be refreshed with the approval by ordinary resolution of the Company's shareholders. The maximum number of shares which may be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme must not exceed 30% of the Company's issued share capital.

The total number of shares issued and to be issued upon exercise of all options granted under the Share Option Scheme to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of issued shares of the Company. If shares issued and to be issued upon exercise of all options granted under the Share Option Scheme (including options exercised, cancelled and outstanding) to a participant who is a substantial shareholder or an independent non-executive director of the Company in any 12-month period, (i) represent in aggregate more than 0.1% of the total number of shares in issue and (ii) have an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5,000,000, the proposed grant of option must be approved by the Company's shareholders by poll in a general meeting.

33 SHARE OPTION SCHEME (Continued)

The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years from the date of grant of the relevant option. The Board has the authority to determine the minimum period for which an option must be held before it can vest.

On 4 February 2019, the Company resolved to grant 632,388,000 share options to eligible participants (the "Grantees"), including employees and suppliers, to subscribe for a total of 632,388,000 ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme ("First batch"). A total of 2,393,000 share options granted was not accepted by the Grantees within the required acceptance period under the Share Option Scheme. The accepted 629,995,000 share options may be exercisable at any time during the option period from 4 February 2019 to 3 February 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share. Unless with the prior written consent of the Board, at any time during a period of six months from the date of the allotment and issue of the shares pursuant to exercise of the share options by the Grantee, the Grantee shall not dispose of, nor enter into any agreement to dispose of, the shares subscribed pursuant to the exercise of the share options. The closing price of the shares of the Company before the date of grant of the First batch of the share options under the Share Option Scheme were HK\$0.37.

On 23 July 2019, the Company resolved to further grant 26,397,000 share options to eligible participants to subscribe for a total of 26,397,000 ordinary shares of HK\$0.01 each in the share capital of the Company under the Share Option Scheme ("Second batch"). Among the share options granted, 22,367,000 share options were granted to the directors of the Company. The accepted 26,397,000 share options may be exercisable at any time during the option period from 23 July 2019 to 22 July 2024 (both dates inclusive) at an exercise price of HK\$0.45 per share. Unless with the prior written consent of the Board, at any time during a period of six months from the date of the allotment and issue of the shares pursuant to exercise of the share options by the aforesaid eligible participants, they shall not dispose of, nor enter into any agreement to dispose of, the shares subscribed pursuant to the exercise of the share options. The closing price of the shares of the Company before the date of grant of the Second batch of the share options under the Share Option Scheme were HK\$0.375.

As at 31 December 2022 and the date of the 2022 Annual Report, the total number of shares available for issue under the Share Option Scheme were 612,854,000 shares and 612,464,000 shares respectively, representing approximately 7.86% and 7.86% of the issued share capital of the Company as at the date of the 2022 Annual Report respectively.

The fair value of the services received from eligible participants in exchange for the grant of the share options is recognised as an expense, with a corresponding adjustment to share-based compensation reserve in vested period.

Each share option gives the holder the right to subscribe for one ordinary share of the Company.

The Share Option Scheme was valid and effective until the date which fell 10 years after the adoption date of the Share Option Scheme on 9 September 2009, after which period no further options could be granted but the provisions of the Share Option Scheme remains in full force to the extent necessary to give effect to the exercise of any options granted or exercised prior to the termination of the Share Option Scheme or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Accordingly the Share Option Scheme expired on 8 September 2019.

Notes to the Consolidated Financial Statements

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33 SHARE OPTION SCHEME (Continued)

Details of Share Option Scheme during the year ended 31 December 2022 is as follows:

Grantees	At 31 December 2020	Share options lapsed	At 31 December 2021	Share options lapsed	Reclassification (a)	At 31 December 2022
Directors	22,367,000	—	22,367,000	(5,894,000)	260,000	16,733,000
Employees	159,698,000	(11,054,000)	148,644,000	(7,739,000)	(260,000)	140,645,000
Suppliers	455,476,000	—	455,476,000	—	—	455,476,000
	637,541,000	(11,054,000)	626,487,000	(13,633,000)	—	612,854,000

- (a) Ms. Lu Juan was appointed as an executive director of the Company on 6 September 2022 and the outstanding share options granted to her under the Company's Share Option Scheme on 4 February 2019 have been reclassified for disclosure purpose.

All of the outstanding share options as at 31 December 2022 were exercisable and will expire by 3 February 2024 and 22 July 2024 respectively.

The estimated fair values of the share options granted in 2019 determined using the Binomial option pricing model was RMB50,744,000 and RMB1,742,000 respectively, all of which have been charged to the consolidated statement of comprehensive income as expenses in the year ended 31 December 2019. The significant inputs to the model were as follows:

Assumptions	First batch	Second batch
Volatility	43.38%	51.32%
Dividend yield	0%	0%
Annual risk-free rate	1.67%	1.45%
Expected option life	5 years	5 years

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the past three years of similar listed companies.

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

RMB'000	Note	2022	2021
Non-current assets			
Interests in subsidiaries		2,040,038	2,681,736
		2,040,038	2,681,736
Current assets			
Prepayments		—	125
Cash and cash equivalents		112	143
		112	268
Total assets		2,040,150	2,682,004
Current liabilities			
Trade and other payables		65,890	65,981
Amounts due to subsidiaries		2,246,797	2,246,797
Borrowings		211,824	171,865
		2,524,511	2,484,643
Total liabilities		2,524,511	2,484,643
EQUITY			
Capital and reserves attributable to the owners of the Company			
Share capital		68,745	68,745
Share premium		7,822,982	7,822,982
Reserves	(a)	(8,376,088)	(7,694,366)
Total equity		(484,361)	197,361
Total liabilities and equity		2,040,150	2,682,004

Approved by the Board on 30 March 2023 and signed on its behalf by

Ding Xiang Yang
Director

Lu Juan
Director

Notes to the Consolidated Financial Statements

31 December 2022

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (Continued)

(a) Reserves movement of the Company

RMB'000	Other reserve (note (i))	Share-based compensation reserve	Accumulated losses	Total
Balance at 1 January 2021	264,317	254,281	(6,334,013)	(5,815,415)
Total comprehensive loss for the year	—	—	(1,878,951)	(1,878,951)
Balance at 31 December 2021	264,317	254,281	(8,212,964)	(7,694,366)
Total comprehensive loss for the year	—	—	(681,722)	(681,722)
Balance at 31 December 2022	264,317	254,281	(8,894,686)	(8,376,088)

(i) Other reserve

It represents the 0.7% and 0.5% equity interests in the Company contributed by Best Era International Limited, the immediate holding company of the Company and wholly-owned by Mr. Zhang Zhi Rong, in connection with the Group's financing activities in 2007 and 2009 respectively.

35 DIRECTORS' BENEFITS AND INTERESTS

(a) Directors' emoluments

The remuneration of each of the directors disclosed pursuant to section 383 of the Hong Kong Companies Ordinance (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) are set out below:

For the year ended 31 December 2022

RMB'000	Fees	Salaries, allowance and benefits in kind	Discretionary Bonus	Employer's contribution to retirement scheme	Other benefits	Total
Executive directors (i):						
Mr. Ding Xiang Yang	—	456	—	108	44	608
Ms. Lu Juan (ii)	—	132	—	28	2	162
Mr. Xia Jing Hua (ii)	—	187	—	70	29	286
Mr. Yan Zhi Rong	—	383	—	16	1	400
Independent non-executive directors:						
Mr. Han Ping	207	—	—	—	—	207
Prof. Liu Tao	207	—	—	—	—	207
Dr. Hu Jinxing	207	—	—	—	—	207

35 DIRECTORS' BENEFITS AND INTERESTS (Continued)

(a) Directors' emoluments (Continued)
For the year ended 31 December 2021

RMB'000	Fees	Salaries, allowance and benefits in kind	Discretionary Bonus	Employer's contribution to retirement scheme	Other benefits	Total
Executive directors (i):						
Mr. Ding Xiang Yang	—	719	—	96	47	862
Mr. Xia Jing Hua (ii)	—	439	—	96	47	582
Mr. Yan Zhi Rong	—	650	—	40	14	704
Independent non-executive directors:						
Dr. Hu Jinxing	197	—	—	—	—	197
Mr. Han Ping	197	—	—	—	—	197
Prof. Liu Tao	197	—	—	—	—	197

- (i) The Company's executive directors represent the Company's chief executives. Accordingly, no separate disclosure in respect of the remuneration of the chief executives is made in the financial statements.
- (ii) Mr. Xia Jing Hua resigned as the Company's executive director on 6 September 2022 and Ms. Lu Juan was appointed as an executive director of the Company on the same date.

(b) Other directors' benefits and interest

During the years ended 31 December 2022 and 2021, there were:

- (i) no other retirement benefits paid to the directors;
- (ii) no termination on the appointment of directors and thus no payments was made as compensation for the early termination of appointment;
- (iii) no consideration was provided to third parties for making available directors' services;
- (iv) no loans, quasi-loans and other dealings were entered into by the Company or any of its subsidiaries in favour of the directors, their controlled bodies corporate and their connected entities; and
- (v) saved as disclosed in note 31, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.
- (c)** During each of the years ended 31 December 2022 and 2021, no director received any emoluments from the Group as an inducement to join or leave the Group or compensation for loss of office, no director waived or has agreed to waive any emoluments.

Notes to the Consolidated Financial Statements

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36 COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation.

37 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

Mr. Zhang Zhi Rong holds equity interests in the Company through his indirectly wholly owned companies namely Best Era International Limited ("Best Era"), Market Victor Limited, Novel Ventures Limited, Island Century Limited and Well Advantage Limited, all of which are incorporated in the British Virgin Islands. On 9 July 2021, Mr. Zhang Zhi Rong set up a discretionary family trust, Century Glory Family Trust, in Jersey and Trident Trust Company Limited is the trustee. On 29 October 2021, Mr. Zhang Zhi Rong transferred the entire issued share capital of Best Era to Century Glory Assets Limited, a company wholly owned by the trustee. As at 31 December 2022, the aggregate equity interests directly or indirectly owned by Best Era, Market Victor Limited, Novel Ventures Limited, Island Century Limited and Well Advantage Limited represented 67.7% of the issued share capital of the Company. The remaining 32.3% of the Company's issued shares are widely held.

At 31 December 2022, the directors of the Company consider the immediate and ultimate parent company and ultimate controlling party of the Group to be Best Era and Mr. Zhang Zhi Rong and his family, respectively. Best Era, the immediate parent company, does not produce financial statements available for public use.

Five-Year Financial Summary

CONSOLIDATED RESULTS

RMB'000	2018	2019	2020	2021	2022
Revenue	10,091,039	5,806,661	2,807,674	3,317,582	6,385,035
Cost of sales	(4,761,775)	(5,684,774)	(1,658,792)	(4,408,688)	(2,374,193)
Gross profit/(loss)	5,329,264	121,887	1,148,882	(1,091,106)	4,010,842
Other income	47,558	38,672	32,016	35,215	49,975
Other (losses)/gains, net	(466,120)	870,915	2,009,539	(1,160,356)	(912,255)
Reversal of provision for/(provision for) loss allowance of financial assets, net	314,125	(2,613)	(452,140)	(56,879)	(10,964)
Selling and marketing expenses	(220,653)	(133,834)	(129,358)	(175,019)	(123,184)
Administrative expenses	(459,379)	(552,165)	(407,712)	(426,379)	(303,990)
Finance costs, net	(406,658)	(1,874,351)	(1,578,403)	(2,073,909)	(1,478,452)
Share of profit/(loss) of an associate	93	(1,340)	(29)	1,072	823
Share of (loss)/profit of a joint venture	(150,100)	959,921	(2,465)	4,943	48,405
Profit/(loss) before taxation	3,988,130	(572,908)	620,330	(4,942,418)	1,281,200
Income tax expenses	(3,597,755)	(419,375)	(553,241)	(221,431)	(1,578,666)
Profit/(loss) for the year	390,375	(992,283)	67,089	(5,163,849)	(297,466)
Profit/(loss) for the year attributable to:					
— the owners of the Company	525,290	(957,065)	81,003	(5,150,032)	(297,355)
— non-controlling interests	(134,915)	(35,218)	(13,914)	(13,817)	(111)
	390,375	(992,283)	67,089	(5,163,849)	(297,466)
Earnings/(loss) per share for profit/(loss) attributable to the owners of the Company (expressed in RMB per share)					
— Basic	0.07	(0.12)	0.01	(0.66)	(0.04)
— Diluted	0.07	(0.12)	0.01	(0.66)	(0.04)
Dividend	—	—	—	—	—
Dividend per share (expressed in RMB per share)	—	—	—	—	—

Five-Year Financial Summary

ASSETS AND LIABILITIES

RMB'000	2018	2019	2020	2021	2022
Total non-current assets	18,383,916	22,402,155	26,015,622	25,846,801	25,623,257
Total current assets	33,105,256	30,035,837	25,798,205	24,042,355	22,870,844
Total assets	51,489,172	52,437,992	51,813,827	49,889,156	48,494,101
Total non-current liabilities	4,812,824	2,536,202	2,331,161	2,237,180	2,800,261
Total current liabilities	40,412,292	44,380,389	43,894,176	47,227,335	45,566,665
Total liabilities	45,225,116	46,916,591	46,225,337	49,464,515	48,366,926
Net assets	6,264,056	5,521,401	5,588,490	424,641	127,175

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group			Lease term	
			Percentage	Approximate GFA (sq.m.)	Approximate number of carparks		
A. Major properties held for investment by the Group							
1.	Chateau De Paris	No. 2093 Xietu Road, Xuhui District, Shanghai	Commercial	100%	14,982	372	Long term
2.	Sunshine Venice (Phases I, II & IIIA, B)	South of Taopu Road, west of Qilianshan Road, Shanghai	Commercial	100%	34,691	477	Long term
3.	Sunshine Venice (Phase IIIC)	South of Taopu Road, west of Qilianshan Road, Shanghai	Commercial	100%	58,718	—	Long term
4.	Shanghai Bay – Riverfront Center (North block)	No. 899 Ruining Road, Xu Hui District, Shanghai	Commercial/Office	100%	114,537	362	Long term
5.	Shanghai Bay – Riverfront Center (South block)	No. 899 Ruining Road, Xu Hui District, Shanghai	Commercial/Office	100%	123,918	307	Long term
6.	Sunglow Xinjing	No. 259 Tiandeng Road, Shanghai	Commercial	100%	2,076	81	Long term
7.	Caohejing Project	No. 292 Caohejing Road, Shanghai	Commercial/Office/Hotel	100%	101,548	450	Long term
8.	Zhongcaoxincun Project	No. 143 Xujiahui Road, Shanghai	Commercial/Office	100%	80,646	340	Long term
9.	Sunny Town (Shenyang Glorious Plaza)	No. 181, Nujiang North Street, Yuhong District, Shenyang, Liaoning Province	Commercial	100%	119,391	511	Long term
10.	Sunshine Holiday	Intersection of Taixing South Road and Chenyang Road, Hedong District, Tianjin	Commercial	100%	—	384	Long term
11.	Tianjin Glorious Plaza	Intersection of Taixing South Road and Chenlin Road, Hedong District, Tianjin	Commercial	100%	482	342	Long term
12.	Changchun Villa Glorious (West)	East to Chaoran Street, south to Guihua Road, west to Chaoqun Street, north to Yisi Road, New and High-tech District, Changchun	Commercial	100%	41,215	553	Long term
13.	Hefei Bashangjie Project	Southwest intersection of Mingguang Road and Changjiang East Road, Hefei, Anhui Province	Commercial/Office/Hotel	100%	776,412	3,800	Long term
14.	Nanjing Royal Bay	Southern part of Gulou District, Nanjing	Commercial	60%	30,584	757	Long term
15.	Nantong Glorious Plaza	South of Shiji Avenue and east of Gongnong Road, Nantong, Jiangsu Province	Commercial/Office/Hotel	70%	297,486	1,196	Long term
Total					1,796,686	9,932	

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group				Stage of completion	Anticipated completion date	
			Percentage	Approximate GFA (sq.m.)	Approximate site area (sq.m.)	Approximate number of car parks			
B. Major projects under development and planning held by the Group									
1.	Shanghai Bay (Phase IIB and north underground)	No. 1441 Wanping South Road, Shanghai	Residential/ Commercial	100%	167,565	178,734 ⁽¹⁾	1,059	Exterior and interior overall under construction	December 2023
2.	Royal Lakefront (Phase IB)	Jinhai Road, Zefeng Road and Wangyuan Road, Fengxian District, Shanghai	Commercial	100%	22,750	118,307 ⁽²⁾	200	Applying for construction plan	January 2026
	Royal Lakefront (Phase II)	Jinhai Road, Zefeng Road and Wangyuan Road, Fengxian District, Shanghai	Commercial	100%	89,540	161,388	890	Applying for construction plan	July 2026
3.	Sunshine Venice (Phase IV)	South of Taopu Road and west of Qilianshan Road, Shanghai	Commercial	100%	83,421	429,929 ⁽³⁾	322	Under planning	To be determined
4.	Hefei Royal Garden	Intersection of Mengcheng Road and Lianshui Road, Hefei, Anhui Province	Hotel	100%	20,000	150,000 ⁽⁴⁾	120	Under planning	To be determined
5.	Nantong Royal Bay (Land parcel No. 5)	West of Gongnong Road and south of Hongqiao Road, Nantong, Jiangsu Province	Residential/ Commercial	100%	206,388	89,482	1,035	Main structure under construction in phases	August 2024
	Nantong Royal Bay (Land parcel No. 3)	West of Gongnong Road, Nantong, Jiangsu Province	Commercial	100%	122,337	18,382	479	Under planning	May 2025
	Nantong Royal Bay (Land parcel No. 3)	South of Hongqiao Road, Nantong, Jiangsu Province	Commercial	100%	53,088	17,776	247	Preparing to completion	June 2023

Notes:

- (1) The site area includes all of the site areas of Shanghai Bay Phase II.
- (2) The site area includes all of the site areas of Royal Lakefront Phases IA and IB.
- (3) The site area includes all of the site areas of Sunshine Venice Phases I to IV.
- (4) The site area includes all of the site areas of Hefei Royal Garden Phases I to III.

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group				Stage of completion	Anticipated completion date	
			Percentage	Approximate GFA (sq.m.)	Approximate site area (sq.m.)	Approximate number of car parks			
B. Major projects under development and planning held by the Group (Continued)									
6.	Nantong Glorious Chateau (Phase II-1)	New Town District, Harbour Region, Rugao, Jiangsu Province	Residential/Commercial	100%	167,122	139,269	1,730	Applying for construction plan	December 2025
	Nantong Glorious Chateau (Others)	New Town District, Harbour Region, Rugao, Jiangsu Province	Residential/Commercial	100%	701,907	603,491	To be determined	Under planning	To be determined
7.	Nanjing Royal Bay (Phase V)	Southern part of Gulou District, Nanjing	Residential/Commercial	60%	57,565	123,077	295	Main structure under construction in phases	December 2025
8.	Sunshine Bordeaux	Caiyu Town, Daxing District, Beijing	Commercial	100%	14,522	—	To be determined	Under planning	To be determined
9.	Tianjin Royal Bay Seaside (North)	Guangang Forest Park, Dagang District, Tianjin	Commercial	100%	148,607	109,538	463	Project under adjustment	To be determined
	Tianjin Royal Bay Seaside (East)	Guangang Forest Park, Dagang District, Tianjin	Residential	100%	70,654	296,480	510	Project under adjustment	To be determined
	Tianjin Royal Bay Seaside (West Phase II)	Guangang Forest Park, Dagang District, Tianjin	Residential	100%	236,488	119,123	1,753	Main structure under construction	December 2023
10.	Tianjin Central City	South of Century Road, East of Zhongji Road Binhai New Area, Tianjin	Residential	100%	107,381	90,001	To be determined	Applying for construction plan	December 2025
	Tianjin Central City	South of Century Road, East of Zhongji Road Binhai New Area, Tianjin	Commercial	100%	98,580	37,069	To be determined	Applying for construction plan	December 2025
11.	Tianjin Royal Bay Lakeside	The eastern part of Tuanbohu, Jinghai County, Tianjin	Residential/Commercial	70%	1,567,303	1,196,000	7,087	Project under adjustment	To be determined

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group			Approximate number of car parks	Stage of completion	Anticipated completion date
			Percentage	Approximate GFA (sq.m.)	Approximate site area (sq.m.)			
B. Major projects under development and planning held by the Group (Continued)								
12. Changchun Villa Glorious (West) (Land parcel A, Phase III)	East to Chaofan Street, south to New and High-tech reserve Center, west to Chaoran Street and north to Yisi Road, New and High-tech District, Changchun	Residential/ Commercial	100%	193,302	516,768 ⁽⁵⁾	609	Main structure under construction	October 2023
Changchun Villa Glorious (West) (Land parcel A, Phase IV)	East to Chaofan Street, south to New and High-tech Reserve Center, west to Chaoran Street and north to Yisi Road, New and High-tech District, Changchun	Residential/ Commercial	100%	229,621	516,768 ⁽⁵⁾	773	Early stage in preparation	October 2024
Total				4,358,141		17,572		

Note:

(5) The site area includes all of the East and West parts of Changchun Villa Glorious.

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group			
			Percentage	Approximate GFA (sq.m.)	Approximate number of carparks	
C. Major properties available for sale held by the Group						
1. Shanghai Park Avenue	No. 389 Anshun Road, Changning District, Shanghai	Residential/ Commercial	100%	26,451	316	
2. Chateau De Paris	No. 2143 Xietu Road, Xuhui District, Shanghai	Residential/ Commercial	100%	14,982	355	
3. Holiday Royal	North of Nanfeng Road, West of Dezheng Road, South of Jiefang East Road, Fengxian District, Shanghai	Residential	100%	—	715	
4. Sunshine Venice	South of Taopu Road, west of Qilianshan Road, Shanghai	Residential	100%	—	474	
5. Shanghai Bay (Phase I & IIA)	No. 1441 Wanping South Road, Shanghai	Residential/ Commercial	100%	6,096	101	
6. Shanghai City Glorious	West of Gaojing Road, east of Jiangyang South Road, south of the planned extension of 128 Jinian Road and north of Yingao Road, Baoshan District, Shanghai	Residential/ Commercial	100%	18,175	358	
7. No. 1 City Promotion	North of Wangzhuang East Road, south of Xinguang Road, east of Xixing Road and west of Chunhua Road, Wuxi New District, Jiangsu Province	Residential/ Commercial	100%	13,236	1,386	
8. Nanjing Royal Bay	Southern part of Gulou District, Nanjing	Residential/ Commercial	60%	4,740	1,016	
9. Sunny Town	No. 181 Nujiang North Street, Yuhong District, Shenyang, Liaoning Province	Residential/ Commercial	100%	5,495	463	
10. Hefei Bashangjie Project (Phase I to Phase II)	Southwest intersection of Mingguang Road and Changjiang East Road, Hefei, Anhui Province	Residential/ Commercial	100%	46,313	2,353	
11. Hefei Royal Garden	Southeast intersection of Mengcheng Road and Lianshui Road, Hefei, Anhui Province	Commercial	100%	784	—	

Particulars of Major Properties Held

Name of property	Location	Type	Interest attributable to the Group			
			Percentage	Approximate GFA (sq.m.)	Approximate number of carparks	
12. Hefei Villa Glorious	Southeast intersection of Quanjiao Road and Changjiang East Street, Yaohai District, Hefei, Anhui Province	Commercial	100%	—	175	
13. Sunshine Bordeaux	Caiyu Town, Daxing District, Beijing	Commercial	100%	485	177	
14. Harbin Villa Glorious	The enclosure section of Anyang Road, Longkui Road, Qunei Guihua Road and Wuwei West Road, Daoli District, Harbin	Residential/ Commercial	100%	5,688	15	
15. Harbin Royal Garden	North to the fourth Avenue, east to Shangjiang Street, south to the Fifth Avenue and west to Lingjiang Road, Qunli New District, Harbin	Residential/ Commercial	100%	—	368	
16. Nantong Villa Glorious	South of Dongcheng Garden, west of Shiji Road and the north of Tongjia River, Nantong, Jiangsu Province	Residential/ Commercial	100%	545	100	
17. Nantong Royal Bay (Land parcel No. 3)	West of Gongnong Road and south of Hongqiao Road, Nantong, Jiangsu Province	Residential/ Commercial	100%	39,303	74	
18. Changchun Villa Glorious	East to Chaofan Street, south to New and High-tech Reserve Center, west to Chaoran Street and north to Yisi Road, New and High-tech District, Changchun	Residential/ Commercial	100%	43,656	1,833	
19. Dalian Villa Glorious	Bali Village, Xianjin Street, Jinzhou New District, Dalian	Residential/ Commercial	100%	1,864	74	
Total				227,813	10,353	

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