



**ZENSUN ENTERPRISES LIMITED**

**正商實業有限公司**

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號：185)

ANNUAL REPORT 年報  
**2019**



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### Past Performance and Forward Looking Statements

The performance and the results of operations of Zensun Enterprises Limited (the "Company") and its subsidiaries (collectively, the "Group") as set out in this annual report are historical in nature and past performance is not a guarantee of future performance. This annual report may contain forward-looking statements and opinions (including statements, figures, plans, images and other information) that involve risks and uncertainties. Actual results may also differ materially from expectations discussed in such forward-looking statements and opinions. Neither the Group nor any of its directors, employees or agents shall assume any obligations or liabilities in the event that any forward-looking statements or opinions does not materialise or turns out to be incorrect.

### 過往表現及前瞻性陳述

正商實業有限公司(「本公司」)及其附屬公司(統稱「本集團」)在本年報所載的業務表現及營運業績僅屬歷史數據，過往表現並不保證日後表現。本年報或載有前瞻性陳述及意見(包括陳述、數字、計劃、圖像及其他資料)而當中涉及風險及不明朗因素。實際業務表現可能與前瞻性陳述及意見中論及的預期表現有重大差異。本集團、及其任何董事、僱員、代理均不承擔倘因任何前瞻性陳述或意見不能實現或變得正確而引致的任何責任。

## CORPORATE PROFILE

### 公司簡介

Zensun Enterprises Limited (the “Company”) was founded in 1965 and listed on the Main board of the Stock Exchange of Hong Kong since 1972. The Company and its subsidiaries (collectively, the “Group”) primarily engages in property development, property investment and management, project management and sales services and securities trading and investment in Hong Kong, People’s Republic of China (the “PRC”) and overseas.

With the change of controlling shareholder of the Company since July 2015, the Group has been expanding its business in the property development sector in the PRC. From the midst 2015 and up to 2019, the Group completed 87 land acquisitions for property development in the PRC through tenders, public listings for sale auctions and sales and purchase transactions in Henan Province, Beijing and Hubei Province. As at 31 December 2019, the Group had six completed property projects and 30 on-going complex property projects on hand with 79 land parcels under development and planning with total site area of approximately 3.52 million square meters (“sq.m.”) and aggregate estimated gross floor area (“GFA”) of approximately 9.54 million sq.m. in the PRC. In return, the land reserves will bring to the Group with estimated saleable/leasable GFA under development of approximately 4.04 million sq.m. and estimated GFA under planning of approximately 2.86 million sq.m.. Along with the Group’s strategy in expanding its business operations in the PRC, the successful acquisitions made in past few years have built up sustainable land reserves and a strong presence in Henan Province. In the foreseeable future, the Company will continue to identify new property development projects and bid for land use rights of selective land parcels in the PRC with focus on Zhengzhou City, Henan Province, as well as other first and second tier cities in the PRC.

The Group currently holds interests in a Real Estate Investment Trusts (“REIT”) in the United States, Global Medical REIT, Inc. (“GMR”). GMR completed the offering of its shares and migrated from the Over-The-Counter Market to the New York Stock Exchange in 2016. The Group continues to provide REIT management services to and receive recurring management fees from GMR under its management agreement. As of 31 December 2019, the Group had approximately 8.4% equity interests in GMR.

The Company will make use of the Group’s financial, human and technological resources to enhance its portfolio, asset base and brand image in the PRC, USA and overseas with an aim to create new sustainable revenue streams and enhance its shareholder value.

*Zhengzhou Zensun Ecological City*  
鄭州正商生態城

正商實業有限公司(「本公司」)於一九六五年成立，自一九七二年起於香港聯交所主板上市。本公司及其附屬公司(統稱「本集團」)主要於香港、中華人民共和國(「中國」)及海外從事物業發展、物業投資及管理、項目管理及銷售服務以及證券買賣及投資。

隨著二零一五年七月之本公司控股股東變更，本集團不斷擴張於中國物業發展行業之業務。自二零一五年年中至二零一九年，本集團透過招標及掛牌出售之公開拍賣會及購買銷售交易完成87幅位於河南省、北京及湖北省用作於中國進行房地產發展之土地收購。於二零一九年十二月三十一日，本集團於中國擁有六個已落成之物業項目及30個現行發展中綜合物業項目(共79幅地塊)，規劃總佔地面積約為3,520,000平方米(「平方米」)及估計總建築面積(「建築面積」)約為9,540,000平方米。土地儲備為本集團提供發展中估計可出售/租賃建築面積約4,040,000平方米及規劃估計建築面積約為2,860,000平方米。繼本集團於中國業務營運實施擴張策略後，過去數年成功完成之土地收購已為本集團打造了可持續的土地儲備，並在河南省佔有一席之地。在可見將來，本公司繼續集中在河南省鄭州市及中國其他一線及二線城市物色新物業發展項目並競投中國其他經揀選地塊之土地使用權。

本集團目前持有美國一家房地產投資信託(「房地產投資信託」)Global Medical REIT, Inc.(「GMR」)之權益。GMR於二零一六年完成發售其股份及由場外交易市場轉至紐約證券交易所上市。本集團按管理協議繼續向GMR提供房地產投資信託管理服務及自GMR收取經常性管理費。截至二零一九年十二月三十一日，本集團擁有GMR約8.4%股權。

本公司將善用本集團之財務、人力及技術資源，以提升其於中國、美國及海外的投資組合、資產基礎及品牌形象去開闢可持續之新收益來源，藉以提高股東價值。



# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Zhang Jingguo (*Chairman and Chief Executive Officer*)  
Zhang Guoqiang

#### Non-Executive Director

Huang Yanping

#### Independent Non-Executive Directors

Liu Da  
Liu Qiao  
Ma Yuntao

#### AUDIT COMMITTEE

Liu Da (*Chairman*)  
Liu Qiao  
Ma Yuntao

#### REMUNERATION COMMITTEE

Ma Yuntao (*Chairman*)  
Zhang Jingguo  
Liu Qiao

#### NOMINATION COMMITTEE

Liu Qiao (*Chairman*)  
Zhang Jingguo  
Liu Da

#### AUTHORISED REPRESENTATIVES

Zhang Jingguo  
Zhang Guoqiang

### JOINT COMPANY SECRETARIES

Kwok Pak Shing  
Yuen Ping Man

### AUDITOR

Ernst & Young

### SOLICITOR

Howse Williams

### PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited  
Credit Suisse AG  
DBS Bank (Hong Kong) Limited  
East West Bank  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
United Overseas Bank Limited

### SHARE REGISTRAR

Tricor Friendly Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

### REGISTERED OFFICE

24th Floor  
Wyndham Place  
40-44 Wyndham Street  
Central, Hong Kong

### WEBSITE

[www.zensunenterprises.com](http://www.zensunenterprises.com)\*

### STOCK CODE

Stock Exchange: 185

### 董事會

#### 執行董事

張敬國  
(主席及行政總裁)  
張國強

#### 非執行董事

Huang Yanping

#### 獨立非執行董事

劉達  
劉俏  
馬運弢

#### 審核委員會

劉達 (主席)  
劉俏  
馬運弢

#### 薪酬委員會

馬運弢 (主席)  
張敬國  
劉俏

#### 提名委員會

劉俏 (主席)  
張敬國  
劉達

#### 授權代表

張敬國  
張國強

### 聯席公司秘書

郭柏成  
源秉民

### 核數師

安永會計師行

### 律師

何韋律師行

### 主要往來銀行

中國建設銀行(亞洲)股份有限公司  
瑞士信貸銀行  
星展銀行(香港)有限公司  
華美銀行  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
大華銀行有限公司

### 股份過戶登記處

卓佳準誠有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 註冊辦事處

香港中環  
雲咸街40-44號  
雲咸商業中心  
24樓

### 網址

[www.zensunenterprises.com](http://www.zensunenterprises.com)\*

### 股份代號

聯交所：185

\* Information on the website does not form part of this annual report  
網站內的資訊並不構成本年報一部份



## CHAIRMAN'S MESSAGE

### 主席致詞



#### Dear shareholders,

It is a great honor for me, on behalf of the board (“Board”) of directors, to present the 2019 annual results of Zensun Enterprises Limited (hereinafter referred to as the “Company”, and its subsidiaries, collectively, the “Group”) to our shareholders.

#### 謹致各位股東：

本人很榮幸代表董事會(「董事會」)向各位股東報告正商實業有限公司(以下簡稱「本公司」，及附屬公司統稱「本集團」)二零一九年年度業績。

張敬國先生

**Mr. Zhang Jingguo**

主席、執行董事兼行政總裁

*Chairman, Executive Director and  
Chief Executive Officer*

Looking back at 2019, the Group achieved satisfactory results and further developments. After years of quality-based construction, the Group has seen notable results. During the year, the Group delivered certain newly completed property development projects, including Zhengzhou Zensun Scholar Garden, Zhengzhou Zensun Longhushangjing, Zhengzhou Zensun River Valley Phase I (Green-view Garden No.1) and Zensun River Home Phase I (Courtyard No.1), which have been well recognised by the customers and industry peers. For the financial year ended 31 December 2019, the Group recorded revenue of approximately RMB8.887 billion, representing an significant increase of 1,378% from last year, and gross profit of approximately RMB2.287 billion, representing an increase of approximately 731% from last year. The Group delivered solid operating results in 2019, and recorded net profit margin of 13% with an increase of 3,742% in profit attributable to owners of the Company to approximately RMB1.152 billion. In return for the support of shareholders of the Company for years, the Board is pleased and proud to recommend the payment of a final dividend in respect of 2019 of RMB1.67 cents per share, realising the Company's first dividend distribution since 2015 when it turned to be engaged in property development business in China.

回顧二零一九年，本集團收穫豐碩的成果並實現新的發展。經歷數年，高品質建設取得顯著成效，本集團於年內交付數個新落成物業開發項目，包括鄭州正商書香銘築、鄭州正商瓏湖上境、鄭州正商河峪洲一期(綠境花園一號院)、正商家河家一期(華庭一號院)，得到了廣大客戶和同行的認可。截至二零一九年十二月三十一日的財政年度內，本集團實現營業收入約人民幣88.87億元，較去年大幅增加1,378%，毛利收益約人民幣22.87億元，按年增加731%。本集團經營績效能力夯實，二零一九年度淨利潤率達到13%，本公司擁有人應佔利潤大幅提升3,742%至約人民幣11.52億元。為回饋本公司股東多年支持，董事會高興且榮幸地建議宣派二零一九年度末期股息每股人民幣1.67分，實現本公司自二零一五年轉型從事中國物業開發業務後的首次派息。



Zhengzhou Zensun River Valley 鄭州正商河峪州

During the year, the Group actively enhanced investor relations and strategically utilised offshore capital market. The financing capability was proved to be effective and further consolidated the capital base of the Group, thus paving a solid foundation for further development of the Group. In August 2019, the Group successfully issued approximately 4.12 billion new ordinary shares to the controlling shareholder at a total subscription price of approximately HK\$1.56 billion, which effectively solidified the capital structure of the Group. In January 2019, the Group successfully issued US\$100 million short-term bonds. In October 2019, the Company first issued publicly its US\$220 million senior notes, which were listed on the Stock Exchange for trading and further issued US\$120 million additional senior notes in December. The issuance of such bonds represents milestones in the Group's development in capital market and also shows the investors' confidence in and support to the Group.

In light of developing the Company into a platform with a focus on property development of its group, the Company changed its name from "ZH International Holdings Limited" to "Zensun Enterprises Limited" in July 2019 to improve its brand recognition.

### China

In 2019, the growth in the overall real estate industry in the PRC suffered a steep slowdown as compared with the past two years. Given the intensifying differentiation among echelons of the industry peers, there is an increasing predominance of China's top ten real estate enterprises and state-owned enterprises. In view of the tightening fund liquidity, there are increasing difficulties in land acquisitions and the risk for real estate developer in property development is magnifying. It is expected that the government's policy on the real estate industry in 2020 will continue to focus on stability and the growth in the overall real estate market scale will proceed to a stable period. The Group will remain key priority in monitoring and assessing the risks so as to adjust and adapt to the market changes smoothly for the business development. Going forward, the geological planning of the business development, brand management and the quality of product and services of the Group will become its core competitive edges in the future.

本年度，本集團積極開展投資者關係工作，有策略地運用境外資本市場，融資成效理想，集團資本更為充實，為集團進一步發展打下了堅實的基礎。二零一九年八月，本集團成功向控股股東發行約41.2億股新普通股，集資約15.6億港元，有效強化本集團資本結構。二零一九年一月，集團成功發行1億美元的短期債券；同年於十月本公司首次公開發行2.2億美元優先票據並於香港交易所掛牌交易，再於十二月增發1.2億美元優先票據。這些債券的發行，標誌著本集團在資本市場開啓新的里程，同時也體現出投資者對本集團的信心和支持。

由於本公司已經定位為所屬集團的物業開發平台，本公司於二零一九年七月從「正恆國際控股有限公司」更名為「正商實業有限公司」，以提升品牌辨識度。

### 中國

二零一九年中國房地產行業整體規模增速比前兩年顯著放緩，各梯隊房企分化格局加劇，全國10強房企和央企的優勢越來越明顯。房企資金進一步緊張，拿地難度和開發風險不斷加大。預計二零二零年房地產調控政策仍是以穩定為主，房企整體規模的增長將進入平穩期，防範風險、更好地適應市場調整是企業發展的第一要務。城市佈局、品牌效應和產品服務水平將成為房企未來重要的核心競爭力。

## CHAIRMAN'S MESSAGE

### 主席致詞

In January 2020, the coronavirus disease 2019 (“COVID-19”) pandemic caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) spread all over China. In view of the challenging situation, the Group was determined to follow the decisions and arrangement adopted by the government on the fighting of COVID-19 and implemented relevant prevention measures and controls in all aspects. Under the guidance of the central government and with unremitting efforts of all the Chinese people, the COVID-19 prevention and control situation has been improved since February 2020. Social community and economic activities were resumed gradually. On 1 February 2020, the People's Bank of China, the Ministry of Finance, the China Banking and Insurance Regulatory Commission, the China Securities Regulatory Commission and the State Administration of Foreign Exchange jointly issued the Notice on Further Strengthening the Financial Support for Prevention and Control of the COVID-19 (Yin Fa [2020] No. 29) (《關於進一步強化金融支持防控新型冠狀病毒感染肺炎疫情的通知》(銀發[2020]29號)), which further strengthened financial support for the prevention and control of the COVID-19 pandemic and set the following targets: (i) maintaining liquidity at a reasonably sufficient level and intensifying currency and credit support; (ii) making reasonable allocation of financial resources to ensure daily financial services available to the public; (iii) ensuring security of financial infrastructure and maintaining a steady and orderly financial market; and (iv) establishing “green channels” to improve the efficiency of foreign exchange and cross-border RMB business. With the proper implementation of policies, the management of the Company believes the economy of China will recover soon and the real estate market will regain its vitality rapidly. All the staff of the Group expect China to win the battle against COVID-19 to make healthy living and economy recover soon.

With the support from its group, the Company has been engaged in property development business in China for years and built an effective management team. It possessed extensive industry experience in efficient development, product quality and customer service, and gradually enhanced its brand awareness. The Group, as a leading enterprise in the real estate industry in Henan Province, owns a large number of property projects and vast land reserves located in Zhengzhou City and has gained access to the financing channels at home and abroad, enabling itself to possess unsurpassed advantages over its peers in the region. So long as the Group make full use of its advantages, focus on the real estate business and proactively expand its project portfolio, the Company will sure to usher in better future for development. In 2020, the Company will stick to the development strategy of “Focusing on cities based on Zhengzhou (立足鄭州·城市聚焦)” and intensify project expansion “by all staff and to all regions”. In terms of regional expansion, inside of Henan Province, the Company will focus on expanding the cities with good market prospect, while outside of Henan Province, the Company will identify nationwide opportunities with a focus on certain key regions in a selective manner and proceed into local market in due time upon understanding the local operation and conducting relevant market research. In expansion of its project, the Group places importance on risk control. It has established strict project screening system, conducted strict control over investment indicators and approval procedures for the control of investment risks.

二零二零年一月，嚴重急性呼吸綜合症冠狀病毒2(SARS-CoV-2)引發的冠狀病毒(COVID-19)引發的肺炎疫情在國內蔓延，面對疫情的嚴峻形勢，本集團堅定貫徹落實國家堅決打贏疫情防控阻擊戰的決策部署，全面落實防疫工作。經中央政府的領導和全國人民的努力，自二零二零年二月疫情防控形勢持續向好，民生事業、經濟活動已漸漸恢復。二零二零年二月一日，中國人民銀行、財政部、銀保監會、證監會、外匯局聯合發表《關於進一步強化金融支持防控新型冠狀病毒感染肺炎疫情的通知》(銀發[2020]29號)，進一步強化金融對疫情防控工作的支持，定下清晰的政策目標，包括：一、保持流動性合理充裕，加大貨幣信貸支持力度；二、合理調度金融資源，保障人民群眾日常金融服務；三、保障金融基礎設施安全，維護金融市場平穩有序運行；四、建立「綠色通道」，切實提高外匯及跨境人民幣業務辦理效率。隨著各項政策落實到位，本公司管理層深信中國經濟將迅速恢復，房地產市場也會快速恢復以往的活力。本集團全體同仁在此祝願國家早日戰勝疫情、人民生活健康、經濟恢復發展。

本公司背靠集團支持，在國內從物業開發業務數年，已經形成一支擁有強大執行力的團隊；在高效開發、產品品質、客戶服務等方面積累了豐富經驗；建立了一定的品牌影響力。本集團在鄭州市擁有眾多項目和大量的土地儲備，已打通境內外的融資渠道，是河南省房地產行業的領軍企業，具有同區域其他企業無法比擬的優勢。只要本集團充分發揮優勢，集中力量聚焦房地產業務，積極拓展項目擴大版圖，本公司未來的發展將愈來愈好！二零二零年，本公司持續「立足鄭州，城市聚焦」的發展戰略，加強項目拓展工作，要做到「全員拓展，全域拓展」。拓展區域上，在河南省內區域，公司會集中精力拓展市場較好的城市；在河南省外區域，本公司放眼全國並關注若干重點區域，做好當地市場運作模式及市場調研後，擇機進入。在拓展項目時，本集團會把防控風險放在非常重要的地位，制定嚴格的項目篩選機制，嚴控投資指標和審批流程來把控投資風險。



Zhengzhou Zensun Longhushangjing 鄭州正商瓏湖上境

During the year, the Group acquired lands with market analysis and risk assessment in a prudent manner. For the Group's sustainable and steady development and growth, the Group successfully acquired 10 land parcels at a total consideration of approximately RMB3.888 billion in 2019, contributing approximately 460,000 sq.m. to its land reserves. Property projects, including Zhengzhou Zensun Scholar Garden, Zhengzhou Zensun Longhushangjing, Zhengzhou Zensun River Valley Phase I (Green-view Garden No.1) and Zhengzhou Zensun River Home Phase I (Courtyard No.1), were newly completed and delivered during the year, recognising booked GFA of 542,000 sq.m. with revenue of RMB8.796 billion. The Company has engaged in property development business in China since 2015 and has expanded its land reserves with various property development projects under development and planning. These property development projects are currently on schedule to be developed and delivered. It is expected that they will generate sustainable revenue and profit for the Company in the coming years.

In addition, the Company commenced the provision of property project management and sales service to its related companies upon the approval of its independent shareholders in December 2019. The Board considers the provision of project management and sales service to other property developers in China shall become popular in the market with prosperous business potential, and the project management and sales services shall diversify the source of income of the Group and provide new driver to profits of the Group. Going forward, the Company will gradually develop itself into a flagship group with a focus on property development of its group.

#### **The U.S.**

In the U.S., the Group now owns interests in two REITs, namely Global Medical REIT, Inc. ("GMR") (listed on NYSE) and American Housing REIT, Inc. ("AHR"), which are both managed by our 85%-owned Inter-American Management, LLC ("IAM"), led by a specialised team of highly experienced professionals with in-depth knowledge in the U.S. real estate market, and is committed to constantly exploiting potential business opportunities for the Group's U.S. operations.

本年，集團在土地獲取方面，以市場分析和風險評估為前提，謹慎拿地。為保證集團持續穩定發展和增長，本集團於二零一九年陸續成功投得10幅地塊，總代價約38.88億元人民幣，新增土地儲備約46萬平方米。物業項目鄭州正商書香銘築、鄭州正商瓏湖上境、鄭州正商河峪洲一期（綠境花園一號院）及鄭州正商家河家一期（華庭一號院）於年內竣工及交付，實現結轉總建築面積54.2萬平方米及營業收入人民幣87.96億元。本公司自二零一五年參與國內物業開發業務，目前已經積累了不少在建的物業項目，這些項目將按計劃開發及交付並為本公司未來每年帶來可持續的收入及利潤。

此外，於二零一九年十二月，本公司獲得獨立股東批准向關連公司提供地產項目管理服務及銷售服務。董事會認為向中國其他物業開發商提供項目管理及銷售服務在市場上廣受歡迎，業務潛力巨大，且管理服務及銷售服務將可使本集團之收入來源多元化，並為本集團之溢利注入新動力。本公司將逐步發展成為本公司所屬集團地產板塊的開發旗艦。

#### **美國**

美國方面，本集團目前持有兩家房地產投資信託的權益，分別為Global Medical REIT, Inc.（「GMR」）及American Housing REIT, Inc.（「AHR」），其中GMR已於紐約證券交易所上市。此兩家房地產投資信託均由本集團持有85%權益的Inter-American Management, LLC（「IAM」）管理，IAM由管理經驗豐富並洞悉美國房地產市場的專業團隊所組成，致力為集團的美國業務，不斷開拓潛在的發展商機。



## CHAIRMAN'S MESSAGE

### 主席致詞

#### GMR

GMR has been focusing on acquisition of state-of-the-art, purpose-built with contemporary technology, licensed and specialised medical facilities in the U.S., and currently owns 68 specialised medical and healthcare facilities, with approximately 2.78 million net leasable square feet ("sq.ft."). The Group expects that GMR will continue to grow rapidly with its robust property portfolio in the future years. As of 31 December 2019, the Group has approximately 8.4% equity interest in GMR, and receives management fee through IAM based on 1.5% of the GMR's net assets annually and quarterly dividends. With healthy operation performance of GMR, our management company, IAM enjoys the management fee income.

#### AHR

AHR is currently 99%-controlled by the Group. Now, AHR owns two senior housing communities, namely Oxford Derby in Kansas and Oxford Mckinney in Texas, and certain single-family rentals in Texas and Georgia, the U.S. We will closely monitor the local market environment and flexibly adjust the business strategy.

#### Other Overseas Operations

The Group owns 28 SOHO portfolios of commercial and residential units and 5 quality residential property portfolios in Singapore for the purpose of rental and capital appreciation. We will regularly review the Singapore property market to explore any business opportunities in the foreseeable future. In September 2019, the Group disposed of the Aizuya Inn located at Nasu, Tochigi Prefecture, Tokyo, and ceased this business segment and reallocated resources to other principal business segments for sustainable development.

#### Appreciation

The Group experienced significant challenges and opportunities in 2019. The Group has been growing stronger in face of regulatory controls and fierce competition and developed in a steady manner. Looking forward to 2020, we will continue to forge ahead and seek for significant improvements in results. On behalf of the Board, I would like to take this opportunity to express our wholehearted gratitude to all shareholders, partners, customers and employees of the Company. In the future, we will stride ahead and operate our business diligently, in return, to enhance our profitability and dedicate to creating the best returns to our shareholders and investors.

#### Mr. Zhang Jingguo

Chairman, Executive Director and Chief Executive Officer  
Hong Kong, 27 March 2020

#### GMR

GMR一直專注於在美國收購技術頂尖、持有牌照的專科醫療設施，目前擁有68項專科醫療及保健設施，可租賃淨面積約278萬平方尺。本集團預計GMR以其穩健物業組合將繼續其快速發展。截至二零一九年十二月三十一日，本集團目前擁有GMR約8.4%的股權，並透過IAM按GMR淨資產的1.5%每年收取管理費用，以及每季度收取股息。GMR整體運營情況良好，同時我們的管理公司IAM也享有管理費收入。

#### AHR

AHR現由本集團控制其99%權益。現時，AHR擁有分別位於堪薩斯州的Oxford Derby及德克薩斯州的Oxford Mckinney的養老地產物業、和數個位於美國德克薩斯州和喬治亞的單棟出租單位。我們將會密切注視當地市場環境，靈活調整業務策略。

#### 其他海外業務

本集團於新加坡擁有28個SOHO商住單位組合及5個優質住宅物業組合，作為出租及資本增值用途，我們將定期審視新加坡物業市場，以便在可見的將來探索市場商機及發展機會。於二零一九年九月，本集團完成出售位於東京於檜木縣那須町的Aizuya Inn，並已終此主要業務分部將資源重新分配至其他主要業務分部，以實現可持續發展。

#### 致謝

二零一九年，本集團經歷了重大挑戰與機遇，在調控及激烈的競爭中愈戰愈勇，穩健發展。展望二零二零年，我們將繼續發揮拼搏精神，勇於突破以實現業績的大跨越。本人謹借此機會代表董事會向本公司全體股東、合作夥伴、客戶及員工致以衷心的感謝。未來我們將闊步前行，用心經營，增強盈利能力，竭誠為我們的股東及投資者帶來最佳回報。

#### 張敬國先生

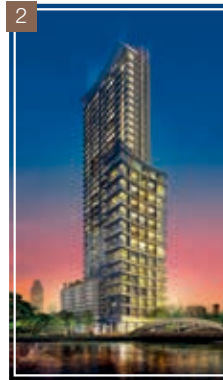
主席、執行董事兼行政總裁  
香港，二零二零年三月二十七日

## HONG KONG AND OVERSEAS PROPERTY PORTFOLIO

### 香港及海外物業組合

The Group owns a diverse range of residential, commercial properties and senior housing communities located in Singapore, Hong Kong and the U.S..

本集團擁有不同類型的住宅、商務物業以及長者住房宿舍，遍佈新加坡、香港及美國。



1. Dakota Residences  
2&3. Southbank Soho

#### SINGAPORE PROPERTIES

The Group's Singapore property portfolio is concentrated in locations near Mass Rapid Transit (MRT) stations, Singapore's railway system, ensuring convenience and connectivity. The Group owns a portfolio of SOHO units at Southbank which features high-ceilings and duplexes. These units are uniquely zoned for both residential and commercial uses and hence generate strong rental yield. The Group also owns a portfolio of residential properties at Dakota Residences adjacent to the Dakota MRT station.

#### 新加坡物業

本集團新加坡物業組合集中於新加坡地鐵站附近，交通方便完善。本集團在Southbank擁有SOHO單位組合，以高樓底及複式公寓為賣點。該等單位選址別具心思，可作住宅及商業用途，因此租金水平頗高。本集團在Dakota Residences擁有住宅物業組合，Dakota Residences毗鄰Dakota地鐵站。



#### HONG KONG PROPERTIES

The Group owns two floors of the commercial building, Wyndham Place, a prime office building located in the Central district of Hong Kong – the central business district of the region. The Group currently uses a portion of one floor for its headquarters and treats the remaining portion as investment properties for earning rental and/or capital appreciation.

#### 香港物業

本集團於雲咸商業中心擁有兩層商業樓宇。該樓宇為香港中環主要辦公大樓，位於商業中心地帶。本集團現將其中一層的一部分作為總部，其餘部分將作為投資性物業以賺取租金收入及／或資本增值。

#### U.S. PROPERTIES

The Group owns 3 Single Family Rentals ("SFRs") located in Texas and Georgia through its REIT subsidiary, American Housing REIT, Inc. ("AHR") (with total lettable area of approximately 6,965 sq. ft.). These SFRs are carefully selected for their location, condition, tenant profile and potential for capital appreciation. Further to the SFRs, two senior housing communities (one in Texas and one in Kansas) with total area of approximately 98,700 sq.ft. were acquired by AHR's subsidiary. The Group also owns freehold land parcels with approximately 273,200 sq.m. in California and two apartment residential units situated on Wall Street in New York.

#### 美國物業

本集團透過其房地產投資信託附屬公司American Housing REIT, Inc. (「AHR」) 擁有位於德克薩斯州及喬治亞州3間單棟出租單位，可租賃面積合共約6,965平方呎。我們考慮有關地點、環境、租戶背景及資本升值潛力後嚴選單位。除單棟出租單位，AHR之附屬公司收購了兩套長者住房宿舍（一套位於德克薩斯州、一套位於堪薩斯州），面積合共約98,700平方呎。本集團亦在加州擁有約273,200平方米之永久業權地塊，並在紐約華爾街擁有兩個公寓住宅單位。

The Group's previously owned Aizuya Inn, an authentic and traditional Japanese hot spring inn located in Nasu, Tochigi Prefecture, Tokyo, Japan, was sold during the current year.

本集團早前持有的位於日本東京檜木縣那須町的Aizuya Inn(為日本正宗傳統溫泉旅館)已於本年內出售。



1&2. Single Family Rentals

3. Glen Carr House,  
senior housing community

4. Oxford Grand McKinney,  
senior housing community

# PART OF THE PROPERTY PROJECTS IN THE PRC 於中國部份之 物業項目





- |  |  |  |
|--|--|--|
| 1 Zhengzhou Zensun Longshuishangjing<br>鄭州正商瓏水上境             | 6 Zhengzhou Zensun Voyage Garden<br>鄭州正商匯航佳苑   | 11 Zhengzhou Zensun Scholar Garden<br>鄭州正商書香銘築         |
| 2 Zhengzhou Zensun Voyage International Centre<br>鄭州正商通航國際中心 | 7 Zhengzhou Zensun Yating Mansion<br>鄭州正商雅庭華府  | 12 Zhengzhou Zensun River Home<br>鄭州正商家河家              |
| 3 Zhengzhou Zensun Ecological City<br>鄭州正商生態城                | 8 Xinxiang Zensun Smart City<br>新鄉正商智慧新城       | 13 Zhengzhou Zensun International Building<br>鄭州正商國際大廈 |
| 4 Zhengzhou Zensun West Lakeside Scholar Mansion<br>鄭州正商湖西學府 | 9 Xuchang Zensun Scholar Mansion<br>許昌正商書香華府   | 14 Zhengzhou Zensun Fenghuashangjing<br>鄭州正商豐華上境       |
| 5 Dengfeng Zensun City<br>登封正商城                              | 10 Zhengzhou Zensun Shili Mountain<br>鄭州正商十里香山 | 15 Zhengzhou Zensun Zhenruishangjing<br>鄭州正商禎瑞上境       |

## PROPERTY DEVELOPMENT IN THE PRC AND PROJECT SUMMARY

### 在中國之物業發展及項目概要

As at 31 December 2019, the Group had six completed property projects and 30 on-going complex property projects on hand with 79 land parcels under development and planning with total site area of approximately 3.52 million sq.m. and aggregate estimated GFA of approximately 9.54 million sq.m. in the PRC. In return, the land reserves will bring to the Group with estimated saleable/leasable GFA under development of approximately 4.04 million sq.m. and estimated GFA under planning of approximately 2.86 million sq.m. Interests of all these property projects in the PRC are 100% attributable to the Group.

於二零一九年十二月三十一日，本集團於中國擁有六個已落成之物業項目及30個現行發展中綜合物業項目（共79幅地塊），規劃總佔地面積約為3,520,000平方米及估計總建築面積約為9,540,000平方米。土地儲備為本集團提供發展中估計可出售／租賃建築面積約4,040,000平方米及規劃估計總建築面積約為2,860,000平方米。本集團應佔所有該等中國物業項目之100%權益。

### PROJECTS HIGHLIGHTS

### 項目精選



Location: South of Longhu Neihuan East Road, east of Chunlei Street, Zhengdong New District.

項目位址：鄭東新區龍湖內環東路以南、春蕾街以東。

The view that our five Shangjing projects embrace the Beilong Lake makes excellent scenery. Located at the intersection of Chaoyang Road and East Cannel at Beilong Lake, Zensun Fenghuashangjing, our fifth Shangjing project, covers a total site area of approximately 68 mu with plot ratio of 1.699. With 770 mu East Cannel Park and High School Attached to Shanghai Normal University to the west and The First Affiliated Hospital of Zhengzhou University to the east, the project enjoys the best landscape of the city. Besides, the project sustains the high-end quality of Shangjing series, thus offering an outstanding housing choice to people living in central China.

一座北龍湖，五境築傳奇。本集團於北龍湖朝陽路、東運河交匯處，落子第五座上境作品—正商豐華上境，項目總佔地約68畝，容積率1.699，西臨770畝東運河公園、上海師範大學附中，東鄰鄭大一附院，融匯一城精華，承脈上境系高端品質，為中原層階人士再獻一座傳世大宅。

#### Zensun Fenghuashangjing 正商豐華上境

Zhengzhou  
鄭州

##### PROJECT DESCRIPTION 項目簡介

Site Area (approximately): 土地面積(約):	Total GFA (approximately): 總建築面積(約):
<b>45,505</b> sq.m.平方米	<b>77,118</b> sq.m. 平方米
Architectural Form: 建築形態:	Residential 住宅
Estimated Completion Time: 預計竣工時間	4th quarter of 2022 二零二二年第四季度



Location: East of Longteng 2nd Street, south of Ruyi River West 2nd Street, Zhengdong New District.

項目位址：鄭東新區龍騰二街以東、如意河二街以南。

Zensun Zhenruishangjing, a masterpiece of the Group's Shangjing series, is located at the heartland of Beilong Lake with a maximum height of 20 meters. The project covers a site area of approximately 103 mu with plot ratio of 1.49 and greening ratio of 35%. It comprises 23 blocks of 6-story bungalows with low density and is planned to be developed into a 2,500 sq.m. high-end community club. Standing opposite to Longhu Financial Island, which is to be the financial center of central China in the future, the project enjoys high-end urban resources comprising 4 hospitals, 23 primary schools, 13 junior high schools, 7 senior high schools and 7 parks surrounding the lake. Together with international first-class team, the Group plans to develop the project into a model residence in central China. The project is designed by the teams of Shanghai PTArchitects, S.P.I Landscape Group and Steve Leung Design Group in Hongkong as to integrated planning and architectural design, the landscape planning as well as interior design, respectively. The project attracts a number of first-class brands in the world with new Chinese-style architecture, which is designed for elites living in central China.

本集團上境系大成之作—正商禎瑞上境坐落於北龍湖限高20m的核心腹地，項目佔地約103畝，容積率1.49，綠地率35%，涵蓋23棟6層純低密洋房，規劃打造2,500㎡社區高端會所。項目對望未來國家中部金融中心—龍湖金融島，周邊覆蓋4所醫院、23所小學、13所初中、7所高中，7座環湖公園等高端城市資源。連袂國際一流團隊，築就中原人居典範。專案整體規劃、建築設計由上海柏濤擔綱，景觀規劃由山水比德團隊操刀、室內設計由香港梁志天團隊主筆，薈萃世界一線品牌，築造新中式文脈正裝大宅，敬獻中原塔尖人士。

#### Zensun Zhenruishangjing 正商禎瑞上境

Zhengzhou  
鄭州

##### PROJECT DESCRIPTION 項目簡介

Site Area (approximately): 土地面積(約):	Total GFA (approximately): 總建築面積(約):
<b>68,819</b> sq.m.平方米	<b>106,882</b> sq.m. 平方米
Architectural Form: 建築形態:	Residential 住宅
Estimated Completion Time: 預計竣工時間	2nd quarter of 2022 二零二二年第二季度



Location: Zhaoling Village and Caodian Village, Mihe Town, Gongyi City.

## Zensun Shili Mountain 正商十里香山

Zhengzhou  
鄭州

### PROJECT DESCRIPTION 項目簡介

Site Area (approximately):  
土地面積(約):

**987,701** sq.m. 平方米

Architectural Form:

建築形態:

Estimated Completion Time:  
預計竣工時間

Total GFA (approximately):  
總建築面積(約):

**1,117,713** sq.m. 平方米

Residential, commercial catering,  
public utility

住宅、商業、餐飲、公共設施

4th quarter of 2021  
二零二一年第四季度

項目位址：鞏義市米河鎮趙嶺村和草店村。

Creating a 16 square kilometers of blueprint of the times, Zensun Shili Mountain represents the first project of the Group's 3.0 products launched. The first phase Mantingfang (滿庭芳) cluster comprises bungalows surrounded by blossoming flowers, townhouses among lush trees and varied commercial units. Adhering to the principal of "nature takes priority over the building", the project creates an agriculture park which covers a site area of approximately 1,800 mu in the first phase of construction, which is truly a practice of the concept of "building home among lush mountains, lucid water and parks". Meanwhile, by skillfully utilizing the mountainous topography, Chinese cultural characteristics and customs, the project has been planned with six themed areas, namely "commercial units with classical style, community with customs style, children's playground, leisure picking, farming life and grape plantation". Furthermore, the project will enjoy abundant and complete facilities for cultural, tourism, commercial, educational, leisure, vacation and recuperation purposes, which are under planning. All in all, the project has enabled the living of a harmonious back-to-nature life while ensuring a convenient urban life.

正商十里香山匠心打造16平方公里的時代藍圖，是本集團3.0產品的首發之作，首期滿庭芳組團包含花漾洋房、林麓聯排、繽紛商業，項目秉承「建築讓位於自然」的原則，在首批建設中，打造佔地約1,800畝的農業公園，真正是「將家園建設在青山綠水與公園裡」。同時巧妙運用山地形貌、中式文化特色、風俗風情，規劃有「古韻商業、風情社區、兒童樂園、休閒採摘、農耕年華、葡萄莊園」六大主題區，規劃中的文化、旅遊、商業、教育、休閒、度假、療養配套豐富而完備。在保障都市便捷生活的同時，實現與自然歸真生活和諧共融。



Location: South of Qilihe South Road and west of Jiayuan Road, Zhengdong New District.

## Zensun International Building 正商國際大廈

Zhengzhou  
鄭州

### PROJECT DESCRIPTION 項目簡介

Site Area (approximately):  
土地面積(約):

**13,442** sq.m. 平方米

Architectural Form:

建築形態:

Estimated Completion Time:  
預計竣工時間

Total GFA (approximately):  
總建築面積(約):

**107,388** sq.m. 平方米

Commercial

商業

4th quarter of 2021  
二零二一年第四季度

項目位址：鄭東新區七里河南路以南、嘉園路以西。

Zensun International Building is situated on the south of Qilihe South Road and west of Jiayuan Road in Zhengdong New District, Zhengzhou, the eastern core area of the comprehensive transportation hub of Zhengzhou. In the west, it is next to the East Third Ring Road and close to Zhengzhou East Railway Station and Zhengzhou Coach Station. It lies in the center area of the East Square of Zhengzhou High-Speed Rail Station (the "East Square"). As planned, the East Square will be established into a super high-rise building complex consisting of financial and commercial headquarter offices, sci-tech ventures, high star-level hotels, high-end commerce, high-quality goods exhibition and culture & innovation industry, which, as an important image of Zhengzhou, is expected to have a positive effect on the overall central China and will certainly lead a new office fashion and become a name card of the city. With highly-developed traffic networks, it is of significant traffic value: it looks rightly toward the Metro Line 1, 5 and 8 (expected to be open by 2020), connecting each end of the city; and other cities all over the country can be reached quickly through established high-speed rails and expressways, including Beijing-Hong Kong-Macau Expressway and Lianyungang-Huoguo Expressway. Equipped with comprehensive luxurious supporting facilities, including a space corridor garden, multi-functional conference halls and several large-sized commercial complexes, shopping centers and a sunken plaza, the project is suitable for both investment and residence.

正商國際大廈位於鄭州市鄭東新區七里河南路南、嘉園路西，鄭州綜合交通樞紐東部核心區，西臨東三環路，毗鄰鄭州東站及長途汽車站，鄭州高鐵站東廣場腹地區域。根據規劃，高鐵站東廣場將打造集金融商務辦公總部基地、科創中心、高星級酒店、高端商業、精品會展、文化創意產業等為一體的綜合性超高層建築群落，輻射整個中部地區，成為鄭州對外形象的重要視窗，也必將引領新一代辦公風尚，成為城市的名片。交通四縱五橫，地鐵1號線、5號環線出門即達、8號線(預計二零二零年通車)快速連通城市東南西北；米字高鐵，速達全國；高京港澳高速、連霍高速保障出行，公交路網交織於此，交通價值不言而喻。專案配備空中連廊花園，多功能會議廳及多個大型商業綜合體，購物中心，下沉式廣場等全奢配套，兼具投資居住屬性。

## PROPERTY DEVELOPMENT IN THE PRC AND PROJECT SUMMARY

### 在中國之物業發展及項目概要



#### Zensun Scholar Garden 正商書香銘築

Zhengzhou  
鄭州

##### PROJECT DESCRIPTION 項目簡介

Site Area (approximately):  
土地面積(約):

**25,357** sq.m.平方米

Architectural Form:

建築形態:

Actual Completion Time:

實際竣工時間

Total GFA (approximately):  
總建築面積(約):

**100,662** sq.m. 平方米

Commercial

商業

4th quarter of 2019

二零一九年第四季度

Location: The Intersection of east to Sanglin East Road and north to Ruifeng Road.

項目位址：桑林東路與瑞風路北交匯處。

Zensun Scholar Garden, located at the gateway of the east of Zhengzhou, is with high-speed rail connection and a shopping district. Zensun Scholar Garden covers a total site area of approximately 38 mu with total planned gross floor area of 144,000 sq.m. with plot ratio of 3.99. It comprises 5 blocks of pure LOFT products with interior area of 66/71 sq.m. and 2 blocks of commercial units, all with 5.05 meters high ceiling, which has offered additional one-more-floor space and will bring you more enjoyment. They are available for delivery with ready interior decoration. Both gas and central heating supplies have brought convenience and offered high-end living experience. Surrounded by 10 universities spreading nearby and planned with 1 senior middle school, 4 junior middle schools and 6 primary schools, the project immerses in a strong cultural atmosphere. The project enjoys the view of 96-kilometer Jialu River ecological water system with Xianghu Wetland Park (象湖濕地公園) and Zhengxin Park (鄭信公園) planned nearby.

正商書香銘築座落於鄭東門戶，高鐵商圈。正商書香銘築總佔地約38畝，總規劃建築14.4萬方，容積率3.99。由5棟66/71㎡純LOFT產品及2棟商業組成，5.05米挑高設計，多一層空間，多一層享受，實現免裝交付。天然氣、暖氣雙氣入戶，方便生活，高端居住體驗，專案周邊10所大學環繞分佈，規劃有1所高中、4所中學、6所小學，人文氛圍濃厚、擁攬96公里賈魯河生態水系、專案周邊規劃有象湖濕地公園和鄭信公園。



#### Zensun Ecological City 正商生態城

Zhengzhou  
鄭州

##### PROJECT DESCRIPTION 項目簡介

Site Area (approximately):  
土地面積(約):

**74,214** sq.m.平方米

Architectural Form:

建築形態:

Estimated Completion Time:

預計竣工時間

Total GFA (approximately):  
總建築面積(約):

**185,563** sq.m. 平方米

Residential, underground transport services

住宅、地下交通服務

4th quarter of 2022

二零二二年第四季度

Location: South of Yuwu Road, east of Pearl Road and east of Jingzhuang Road, Guancheng District.

項目位址：管城區明珠路以東、荊莊路以東、豫五路以南。

Situated at the east junction of Zhengxin Road, Guancheng District, Zhengzhou and the South-to-North Water Diversion Canal, a core position in the currently highly-attractive new business district of Zhengzhou, Zensun Ecological City has been the largest high-quality project developed by the Group in the urban district of Zhengzhou by now. Covering the key planning area of the west square of Xiaolizhuang Railway Station, it is accessible to various ways of travelling, including but not limited to highway, railway, expressway, airway and subway (under planning). Endowed with the high-quality natural resources of the Shiqili River and the South-to-North Water Diversion Canal, it is designed to be established into a quality riverside residential community with charming landscapes. The project is uniquely located, embracing rivers with a total length of approximately 5,000 meters and river parks with an area of approximately 2,200 mu, with 14 middle and primary schools and 5 theme parks under planning and surrounded by the South-to-North Water Diversion Canal and the Shiqili River. Building 1 of Phase I covers a construction area of approximately 68.41 mu, with total planned gross floor area of approximately 160,000 sq.m.. Building 2 covers a construction area of approximately 42.92 mu, with total planned gross floor area of approximately 101,000 sq.m.. With plot ratio of 2.49, it aims to establish a quality community reflecting the essence of new Asian architectures and a sense of belongings in oriental culture. Comprised of foreign-style low-level houses with gross floor area of approximately 104 to 143 sq.m. and high-level houses with gross floor area of approximately 94 to 120 sq.m., Zensun Ecological City is capable of satisfying the living needs of the buyers and provides a metropolis-ecology for its residents.

正商生態城項目，為本集團目前在鄭州市區開發的體量最大的高品質專案、坐落於鄭州管城區鄭新路與南水北調運河交會處路東—鄭州目前備受矚目的商都新區核心位置。佔位規劃高地—鄭州小李莊火車站西廣場，擁享快速路、火車、高速、航空、地鐵(規劃中)等多維出行方式，依託十七里河與南水北調運河天然優質河灣資源，匠心打造富有大美河境與濱河公園趣味共生的水岸宜居生活領地。專案地理位置得天獨厚，約5,000米一線河景，約2,200畝濱河公園，規劃14所中小學，5大主題公園，南水北調運河、十七里河雙河環繞。首期一號院建設用地約68.41畝，總規劃建築面積約160,000平方米，二號院建設用地約42.92畝，總規劃建築面積約101,000平方米，以2.49的低密容積率建造品質社區、傳承新亞洲建築之精髓、打造情歸東方的人文所依。建築面積約104-143㎡濱河洋房，建築面積約94-120㎡觀景高層，滿足購房者一步到位的生活需求，正商生態城，以磅礴之勢開疆一方生活領地，為居者構築都會生態大境。

## PROJECT SUMMARY

## 項目概要

Project Number	Property Project	Location	Actual/ Estimated Completion Time	Interest attributable to the Group	Type	Total site area (sq.m.) Approximately	Aggregated GFA (sq.m.) Approximately	Completed saleable/ leasable GFA (sq.m.) Approximately	Estimated saleable/ leasable GFA under development (sq.m.) Approximately	Estimated GFA under planning (sq.m.) Approximately
項目號	物業項目	項目地址	實際/ 預計竣工時間	本集團 於項目中 的權益	用途	總佔地面積 (平方米) 約	累佔建築面積 (平方米) 約	已竣工可售/ 租賃建築面積 (平方米) 約	發展中可售/ 租賃建築面積 (平方米) 約	籌劃中 估計建築面積 (平方米) 約

## ACCUMULATED COMPLETED PROPERTY PROJECTS

累計已完之物業項目

1	Zhengzhou Zensun Jingkai Plaza 鄭州正商經開廣場	North of Jingnan 2nd Road and east of Jingkai 9th Avenue, Zhengzhou City 鄭州市經南二路以北、經開第九大街以東	4th quarter of 2017 二零一七年第四季度	100%	Commercial 商業	47,736	211,748	211,748	-	-
2	Zhengzhou Zensun Xinghan Garden 鄭州正商興漢花園	East of the intersection of Dahe Road and Guxu Road, Zhengzhou City 鄭州市大河路及古須路交叉口以東	4th quarter of 2017 二零一七年第四季度	100%	Residential 住宅	34,439	66,103	66,103	-	-
3	Zhengzhou Zensun Scholar Garden 鄭州正商書香銘築	The intersection of east to Sanglin East Road and north to Ruiheng Road, Zhengzhou City 鄭州市桑林東路東與瑞風路北交匯處	4th quarter of 2019 二零一九年第四季度	100%	Commercial 商業	25,357	100,662	100,662	-	-
4	Zhengzhou Zensun Longhushangjing 鄭州正商龍湖上境	North of Chaoyang Road and east of Zhongyi Road, Zhengzhou City 鄭州市朝陽路以北、眾意路以東	4th quarter of 2019 二零一九年第四季度	100%	Residential 住宅	62,286	93,399	93,399	-	-
5	Zhengzhou Zensun River Valley Phase I (Green-view Garden No. 1) 鄭州正商河峪洲一期 (綠境花園一號院)	North of Lvda Road and west of Yuxiu Road, and south of Chunxi Road, and west of Jinzun Road, Zhengzhou City 鄭州市綠連路以北、毓秀路以西及春熙路以南、金樽路以西	4th quarter of 2019 二零一九年第四季度	100%	Residential 住宅	132,111	176,845	176,845	-	-
6	Zhengzhou Zensun River Home Phase I (Courtyard No. 1) 鄭州正商家河家一期 (華庭一號院)	South of Xincheng Road, east of Yule Road, and east of Xinxi Street Zhengzhou City 鄭州市新城路以南、娛樂路以東及新城路以南、新西街以東	4th quarter of 2019 二零一九年第四季度	100%	Residential 住宅	178,559	289,951	289,951	-	-

## PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING

發展/籌劃中之物業項目

1	Zhengzhou Zensun Voyage Mansion 鄭州正商匯航銘築	West of Jingkai 17th Avenue, north of Hanghai East Road, Zhengzhou City 鄭州市經開第十七大街以西、航海東路東以北	4th quarter of 2020 二零二零年第四季度	100%	Commercial 商業	55,631	194,354	-	194,354	-
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# PROPERTY DEVELOPMENT IN THE PRC AND PROJECT SUMMARY

## 在中國之物業發展及項目概要

Project Number	Property Project	Location	Actual/ Estimated Completion Time	Interest attributable to the Group	Type	Total site area (sq.m.) Approximately	Aggregated GFA (sq.m.) Approximately	Completed saleable/ leasable GFA (sq.m.) Approximately	Estimated saleable/ leasable GFA under development (sq.m.) Approximately	Estimated GFA under planning (sq.m.) Approximately
			實際/ 預計竣工時間							

### PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)

發展/籌劃中之物業項目(續)

2	Zhengzhou Zensun River Valley Phase II 鄭州正商河峪洲二期	North of Lvda Road, east of Hongsong Road, and Jinzun Road, south of Chunxi Road, and east of Yuxiu Road, Zhengzhou City 鄭州市綠連路以北、紅松路以東、金樽路以東及春熙路以南、毓秀路以東	4th quarter of 2020 to 1st quarter of 2022 二零二零年第四季度至二零二二年第一季度	100%	Residential 住宅	186,648	191,971	-	191,971	-
	Zhengzhou Zensun River Valley (Green-view Commercial Centre) 鄭州正商河峪洲—綠鏡商務中心	North of Lvda Road, and east of Wenyun Road, Zhengzhou City 鄭州市綠連路以北、文雲路以東	1st quarter of 2021 二零二一年第一季度	100%	Commercial 商業	28,062	84,185	-	-	84,185
3	Zhengzhou Zensun River Home Phase II 鄭州正商家河家二期	South of Xinyun Road, east of Yule Road, east of Xinxi Street and west of Tianshan Road, Zhengzhou City 鄭州市幸運路以南、娛樂路以東、新西街以東及天山路以西	4th quarter of 2021 to 2nd quarter of 2022 二零二一年第四季度至二零二二年第二季度	100%	Residential 住宅	188,643	210,275	-	210,275	-
	Zhengzhou Zensun Jiahe Home (Commercial) 鄭州正商賈河家園商業項目	South of Xincheng Road, east of Nanbei Avenue, south of Xinyun Road and east of Fengshuo South Street Zhengzhou City 鄭州市新南路以南、南北大街以東及幸運路以南、豐碩南街以東	4th quarter of 2021 to 2nd quarter of 2022 二零二一年第四季度至二零二二年第二季度	100%	Commercial 商業	45,652	140,742	-	-	140,742
4	Zhengzhou Zensun Prosperity Court 鄭州正商啟盛華庭	South of Shisu Road and east of Fengshuo South Road, Zhengzhou City 鄭州市石蘇路以南、豐碩南路以東	4th quarter of 2020 二零二零年第四季度	100%	Residential 住宅	8,051	26,476	-	26,476	-
5	Beijing Zensun Grand Garden 北京正商明苑	Huailiang Village & Xingong Village, Nanyuan County, Fengtai District, Beijing 北京市豐台區南苑鄉槐房村及新官村	2nd quarter of 2021 二零二一年第二季度	100%	Residential 住宅	53,214	89,017	-	89,017	-
6	Beijing Zensun Yazhu Garden 北京正商雅築佳苑	5th Avenue District, Shunyi Newtown, Renhe Town, Shunyi District, Beijing 北京市順義區仁和鎮順義新城第五街區	2nd quarter of 2021 二零二一年第二季度	100%	Residential 住宅	41,170	59,397	-	59,397	-
7	Dengfeng Zensun City • Yu Garden 登封正商城•裕園	Southwest District of Intersection of Taihe Road and Zhengtong Road, Dengfeng City 登封市太和路與政通路交叉口西南區域	2nd quarter of 2020 二零二零年第二季度	100%	Residential 住宅	46,899	78,137	-	78,137	-

Project Number	Property Project	Location	Actual/ Estimated Completion Time	Interest attributable to the Group	Type	Total site area (sq.m.) Approximately	Aggregated GFA (sq.m.) Approximately	Completed saleable/ leasable GFA (sq.m.) Approximately	Estimated saleable/ leasable GFA under development (sq.m.) Approximately	Estimated GFA under planning (sq.m.) Approximately

## PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)

發展/籌劃中之物業項目(續)

	Dengfeng Zensun City • Xi Garden 登封正商城•禧園	Northeast corner of Intersection of Denggao Road and Fuyou Road, Dengfeng City 登封市登高公路與福佑路交叉口東北角	4th quarter of 2021 二零二一年第四季度	100%	Residential, commercial 住宅、商業	15,992	39,835	-	39,835	-
	Dengfeng Zensun City • Tai Garden 登封正商城•泰園	Northwest corner of Intersection of Denggao Road and Fuyou Road, Dengfeng City 登封市登高公路與福佑路交叉口西北角	4th quarter of 2021 二零二一年第四季度	100%	Residential, commercial 住宅、商業	32,986	82,236	-	82,236	-
	Dengfeng Zensun City • Xiang Garden 登封正商城•祥園	Northeast corner of Intersection of Hanque Road and Tianzhong Road, Dengfeng City 登封市漢闕路與天中路交叉口東北角	2nd quarter of 2020 二零二零年第二季度	100%	Residential, commercial 住宅、商業	27,210	59,987	-	59,987	-
	Dengfeng Zensun City • He Garden 登封正商城•和園	Northeast corner of Intersection of Yinghe Road and Tianzhong Road, Dengfeng City 登封市穎河路與天中路交叉口東北角	2nd quarter of 2020 二零二零年第二季度	100%	Residential, commercial 住宅、商業	50,436	127,818	-	127,818	-
	Dengfeng Zensun City • Rui Garden 登封正商城•瑞園	Southeast corner of the Intersection of Shaolin Avenue and Fuyou Road, Dengfeng City 登封市少林大道與福佑路交叉口東南角	4th quarter of 2022 二零二二年第四季度	100%	Residential 住宅	55,405	116,186	-	58,088	58,098
	Dengfeng Zensun City • Ling Garden 登封正商城•璟園	Southeast corner of the Intersection of Dizhong Road and Zhongyi Road, Dengfeng City 登封市地中街與忠義路交叉口東南	2nd quarter of 2023 二零二三年第二季度	100%	Residential 住宅	40,773	73,392	-	-	73,392
8	Zhengzhou Zensun Voyage International Plaza (Phase I & II) 鄭州正商啟航國際廣場 (一期及二期)	South of Heshou Outer Ring Road and west of Shuanghe Lake 2nd Street, and East of Heshou Outer Ring Road and North of Wanhui Road, Zhengzhou City 鄭州市鶴首外環路以南、雙鶴湖二街以西及望湖路以北、鶴首外環路以東	2nd quarter of 2021 to 4th quarter of 2022 二零二一年第二季度至 二零二二年第四季度	100%	Commercial 商業	21,916	75,483	-	48,152	27,331
9	Xuchang Zensun Scholar Mansion 許昌正商書香華府	North of Nongda Road, south of Gui Hua Nong Xuan Road and west of Gui Hua Han Lin Road, Jianan District, Xuchang City 許昌市建安區農大路以北、規劃農軒路以南、規劃漢林路以西	4th quarter of 2020 二零二零年第四季度	100%	Residential 住宅	115,449	312,604	-	312,604	-
10	Xuchang Zensun Golden Mile House 許昌正商金域世家	East of Laodong North Road and south of Gui Hua Zhou Zhuang Street, Jianan District, Xuchang City 許昌市建安區勞動北路以東、規劃周莊街以南	4th quarter of 2021 二零二一年第四季度	100%	Residential 住宅	60,948	167,093	-	167,093	-

# PROPERTY DEVELOPMENT IN THE PRC AND PROJECT SUMMARY

## 在中國之物業發展及項目概要

Project Number	Property Project	Location	Actual/ Estimated Completion Time	Interest attributable to the Group	Type	Total site area (sq.m.) Approximately	Aggregated GFA (sq.m.) Approximately	Completed saleable/ leasable GFA (sq.m.) Approximately	Estimated saleable/ leasable GFA under development (sq.m.) Approximately	Estimated GFA under planning (sq.m.) Approximately
			實際/ 預計竣工時間							
<b>PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)</b>										
發展/籌劃中之物業項目(續)										
11	Zhengzhou Zensun Longshuishangjing 鄭州正商瀟水上境	South of North 3rd Ring Road and east of Longhu Neiuan East Road, Zhengzhou City 鄭州市鄭東新區北三環路以南、龍湖內環東路以東	4th quarter of 2020 二零二零年第四季度	100%	Residential 住宅	58,338	96,549	-	96,549	-
12	Xinxiang Zensun Golden Mile House (Phase I) 新鄉正商金域世家一期	South of Kelong Avenue and east of Xiner Street, Xinxiang City 新鄉市科隆大道以南、新二街以東	2nd quarter of 2021 二零二一年第二季度	100%	Residential, commercial 住宅、商業	45,591	159,569	-	159,569	-
	Xinxiang Zensun Golden Mile House (Phase II) 新鄉正商金域世家二期	West of Xinzhong Avenue, southeast corner of intersection of Hongyuan Street and Guihua Road, Xinxiang City 新鄉市新中大道以西、鴻源街與規劃路交叉口東南角	2nd quarter of 2021 二零二一年第二季度	100%	Residential, commercial 住宅、商業	36,712	128,492	-	128,492	-
13	Zhengzhou Zensun Voyage Garden (Phase I and II) 鄭州正商匯航佳苑 (一期及二期)	West of Jingkai 17th Avenue, south of Jingbei 4th Road, and north of Jingbei 1st Road, Zhengzhou City 鄭州市經開第十七大街以西、經北四路以南、經北一路以北	4th quarter of 2020 to 4th quarter of 2021 二零二零年第四季度至 二零二一年第四季度	100%	Residential, commercial 住宅、商業	86,623	310,119	-	310,119	-
14	Zhengzhou Zensun Orchids Mansion (Valley-view Garden) 鄭州正商蘭庭華府 (峪景佳苑)	West of Guihua 3rd Road and north of reserve land of Government, Longhu Town, Xinzheng City 新鄉市龍湖鎮規劃三路以西、政府儲備土地以北	4th quarter of 2020 二零二零年第四季度	100%	Residential 住宅	43,470	130,135	-	130,135	-
15	Zhengzhou Zensun Orchids Mansion (Valley-view Court) 鄭州正商蘭庭華府 (峪景華庭)	South of Guihua 1st Road, west of Qiushi Road, and west of reserve land of Government, Longhu Town, Xinzheng City 新鄉市龍湖鎮規劃一路以南、政府儲備土地以西、求實路以西	1st quarter of 2022 二零二二年第一季度	100%	Residential 住宅	92,321	276,963	-	-	276,963
16	Zhengzhou Zensun Shili Mountain 鄭州正商十里香山	Zhaoling Village and Caodian Village, Mihe Town, Gongyi City 鞏義市米河鎮趙嶺村及草店村	4th quarter of 2021 二零二一年第四季度	100%	Residential, commercial, catering, public utility 住宅、商業、餐 飲、公共設施	987,701	1,117,713	-	50,247	1,067,466

Project Number	Property Project	Location	Actual/	Interest	Type	Total site area (sq.m.)	Aggregated GFA (sq.m.)	Completed saleable/leasable GFA (sq.m.)	Estimated	Estimated GFA under planning (sq.m.)
			Estimated Completion Time						attributable to the Group	
項目號	物業項目	項目地址	實際/預計竣工時間	本集團於項目中的權益	用途	總佔地面積 (平方米)	累佔建築面積 (平方米)	租賃建築面積 (平方米)	租賃建築面積 (平方米)	估計建築面積 (平方米)

## PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)

發展/籌劃中之物業項目(續)

17	Xuchang Zensun Orchids Mansion 許昌正商蘭亭華府	South of Guihua Zhuyuan Street and east of Guihua Yongxian Road, Jianan District, Xuchang City 許昌市建安區規劃竹園街以南，規劃永賢路以東	2nd quarter of 2022 二零二二年第二季度	100%	Residential 住宅	62,832	223,264	-	-	223,264
18	Zhengzhou Zensun Boya Court 鄭州正商博雅華庭	Northwest corner of Intersection of Tashan Road and National Highway 310, Xingyang City 滎陽市塔山路與310國道交叉口西北角	4th quarter of 2021 二零二一年第四季度	100%	Residential 住宅	12,777	37,269	-	37,269	-
19	Zhengzhou Zensun Zhenruishangjing 鄭州正商禎瑞上境	East of Longteng 2nd Street, south of Ruyi River West 2nd Street, Zhengdong New District, Zhengzhou City 鄭州市鄭東新區龍騰二街以東、如意河西二街以南	2nd quarter of 2022 二零二二年第二季度	100%	Residential 住宅	68,819	106,882	-	106,882	-
20	Wuhan Zensun Scholar Mansion 武漢正商書香華府	West of the intersection of Chenggong Avenue and Maoxing Road, Caidian Street, Caidian District, Wuhan City 武漢市蔡甸區蔡甸街成功大道與茂興路交匯處以西	2nd quarter of 2021 二零二一年第二季度	100%	Residential 住宅	46,888	164,108	-	164,108	-
21	Zhengzhou Zensun Yating Mansion 鄭州正商雅庭華府	South of Qiaohang Road (Xiangrui Road), east of Linghan Street (Zhenggang 7th Street), Airport Harbour Zone, Zhengzhou City 鄭州市航空港橋航路(祥瑞路)以南、凌寒街(鄭港七街)以東	4th quarter of 2022 二零二二年第四季度	100%	Residential 住宅	54,298	146,603	-	146,603	-
22	Zhengzhou Zensun Fenghuashangjing 鄭州正商豐華上境	South of Longhu Neihuan East Road, east of Chunlei Street, Zhengdong New District, Zhengzhou City 鄭州市鄭東新區龍湖內環東路以南、春蕾街以東	4th quarter of 2022 二零二二年第四季度	100%	Residential 住宅	45,505	77,118	-	77,118	-
23	Xinxiang Zensun Smart City • Rong Garden 新鄉正商智慧新城•榕園	North of Health Avenue and west of Central Avenue, Qiliying Town, Central District, Xinxiang County 新鄉縣七裡營鎮中央大道以西、規劃健康大道以北	4th quarter of 2020 二零二零年第四季度	100%	Residential, commercial 住宅、商業	40,279	45,126	-	45,126	-
	Xinxiang Zensun Smart City • Ya Garden 新鄉正商智慧新城•雅園	Intersection of Central Avenue and Financial Road, Qiliying Town, Central District, Xinxiang County 新鄉縣七裡營鎮中央大道與金融路交叉口	4th quarter of 2021 二零二一年第四季度	100%	Residential, commercial 住宅、商業	58,642	94,537	-	94,537	-

# PROPERTY DEVELOPMENT IN THE PRC AND PROJECT SUMMARY

## 在中國之物業發展及項目概要

Project Number	Property Project	Location	Actual/ Estimated Completion Time	Interest attributable to the Group	Type	Total site area (sq.m.)	Aggregated GFA (sq.m.)	Completed saleable/ leasable GFA (sq.m.)	Estimated saleable/ leasable GFA under development (sq.m.)	Estimated GFA under planning (sq.m.)
			實際/ 預計竣工時間	本集團 於項目中 的權益		總佔地面積 (平方米)	累佔建築面積 (平方米)	已竣工可售/ 租賃建築面積 (平方米)	發展中可售/ 租賃建築面積 (平方米)	籌劃中 估計建築面積 (平方米)
項目號	物業項目	項目地址			用途	約	約	約	約	約
<b>PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)</b>										
發展/籌劃中之物業項目(續)										
	Xinxiang Zensun Smart City 新鄉正商智慧新城	South of Health Avenue and west of Central Avenue, and Intersection of Central Avenue and Financial Road, Qiliying Town, Central District, Xinxiang County 新鄉縣七里營鎮中央大道以西、金融大道以南、健康大道以南及中央大道與金融路交叉口	3rd quarter of 2022 to 4th quarter of 2022 二零二二年第三季度至二零二二年第四季度	100%	Residential, commercial 住宅、商業	244,072	470,071	-	-	470,071
24	Zhengzhou Zensun Skyline Lake Court (Phase I and II) 鄭州正商雲湖上院 (一期及二期)	South of Baiyun Road, and east of Runan Road, and west of Dengfeng Road, Shangjie District, Zhengzhou City 鄭州市上街區白雲路以南、汝南路以東、登封路以西	4th quarter of 2022 二零二二年第四季度	100%	Residential, commercial 住宅、商業	97,995	195,872	-	100,179	95,693
25	Zhengzhou Zensun West Lakeside Scholar Mansion 鄭州正商湖西學府	South of Hongmei Street and west of Chuanyang Road, Gaoxin District, Zhengzhou City 鄭州市高新區紅梅街以南、川楊路以西	3rd quarter of 2022 二零二二年第三季度	100%	Residential 住宅	51,395	132,121	-	132,121	-
26	Zhengzhou Zensun Voyage International Centre 鄭州正商通航國際中心	East of Tonghang Fifth Road and north of Anyang Road Shangjie District, Zhengzhou City 鄭州市上街區通航五路以東、安陽路以北	3rd quarter of 2022 二零二二年第三季度	100%	Commercial 商業	93,643	234,108	-	53,881	180,227
27	Zhengzhou Zensun International Building 鄭州正商國際大廈	South of Qilike South Road and the west of Jiayuan Road Zhengdong New District, Zhengzhou City 鄭州市鄭東新區七里河南路以南、嘉園路以西	4th quarter of 2021 二零二一年第四季度	100%	Commercial 商業	13,442	107,388	-	107,388	-
28	Zhengzhou Zensun Ecological City (Phase I & II) 鄭州正商生態城 (一期及二期)	South of Yuwu Road, east of Pearl Road and east of Jingzhuang Road Guancheng District, Zhengzhou City 鄭州市管城區荊莊路以東、豫五路以南、明珠路以東	4th quarter of 2022 二零二二年第四季度	100%	Residential 住宅	74,214	185,563	-	185,563	-
29	Zhengzhou Zensun Xin Harbour Home 鄭州正商馨港家	South of Yinghua Road and east of Century Avenue, north of Lianhua Road and west of Shenzhou Road, Xuedian Town, Xinzheng City 薛店鎮世紀大道東側、櫻花路南側及蓮花路北側、神州路西側	3rd quarter of 2022 二零二二年第三季度	100%	Residential 住宅	84,186	222,827	-	168,371	54,456
30	Beijing Daxing Project 北京大興項目	East of Yingyi Street, west of Yingtong Street, south of Yinghong Road and north of Yingzhi Road, Yinghai Town, Daxing District, Beijing 北京大興區瀛海鎮東至瀛義街、西至瀛通街、南至瀛宏路、北至瀛志路	4th quarter of 2022 二零二二年第四季度	100%	Residential	47,892	108,059	-	-	108,059
<b>Grand total</b>		<b>總計</b>				<b>4,003,208</b>	<b>7,838,352</b>	<b>938,708</b>	<b>4,039,697</b>	<b>2,859,947</b>

## REIT OWNERSHIP AND MANAGEMENT STRATEGY

### 房地產投資信託擁有及管理策略



The Company announced on 6 December 2013 a three-phases growth strategy (the “Growth Strategy”) as ascribed in our REIT Strategy, which involves (i) building up a portfolio through seeding and growing REITs in the U.S.; (ii) developing recurring management fees from direct management of these REITs; and (iii) raising capital through potential listings of these REITs.

The Company has so far seeded two REITs in the U.S., GMR and AHR, both are managed by the U.S.-based company, IAM, a wholly-owned subsidiary of the 85%-owned Inter-American Group Holdings Inc. (“IA Group”). IA Group is 85% owned by the Group with the remaining 15% owned by Mr. Jeffrey Busch, the Chief Executive Officer of IA Group who is a 30-year real estate veteran and previously served two U.S. Presidents, overseeing a yearly budget of over US\$3 billion to develop housing and commercial real estate for the U.S. government.



IAM is the REIT management arm of IA Group, led by a specialised team of highly-experienced professionals with deep knowledge in the U.S. real estate, REITs, healthcare, management, logistics and business development. IAM’s REIT management strategy centres on systematising, and creating viable economies of scale, to effectively manage cash flow over the life cycles of a wide range of real estate holdings. IAM focuses on minimising operating expenses by optimising property evaluation and property management practice through advanced online property tracking tools coupled with on-site evaluations.

IAM manages our Group’s seeded REITs – GMR and AHR. IAM currently earns management fees from GMR of 1.5% of GMR’s stockholders’ equity (as defined in the management agreement between IAM and GMR) per annum calculated quarterly for the most recently completed fiscal quarter and payable in quarterly installments in arrears in cash. IAM earns quarterly management fees of US\$60,000 from AHR.

IAM plans to eventually manage other global REITs and sources prospective acquisitions based on the broad relationship network of IA Group’s U.S. based executive team. IAM plans to receive recurring management fees of 1.5% to 2.0% of assets under management, varying by each individual REIT and depending on their performance.

於二零一三年十二月六日，本公司宣佈一項房地產投資信託策略之三線發展策略（「發展策略」），涉及(i)透過於美國開拓及發展房地產投資信託建立組合；(ii)直接管理該等房地產投資信託而建立經常性收入來源；及(iii)透過該等房地產投資信託之可能上市籌集資金。

本公司迄今已收納兩個美國房地產投資信託，即GMR及AHR，均由本集團擁有85%權益之Inter-American Group Holdings Inc.（美州集團控股公司）（「IA Group」）之全資附屬公司IAM管理。IA Group之85%股份由本集團擁有，餘下15%股份乃由IA Group行政總裁Jeffrey Busch先生擁有。Jeffrey Busch先生具備三十年房地產行業經驗，曾為兩名美國總統服務，負責監管逾30億美元年度預算，為美國政府拓展住房及商用房地產行業。

IAM為IA Group旗下房地產投資信託管理分支，由具備深厚美國房地產、房地產投資信託、醫療、管理、物流及業務發展知識之資深專業團隊帶領。IAM之房地產投資信託管理策略圍繞系統化管理，藉以產生切實可行之規模經濟，繼而於不同類別房地產資產週期有效管理現金流量。IAM透過先進網上物業追蹤工具及實地評估，最大程度優化物業評估及物業管理手法，盡量削減經營開支。

IAM現時管理本集團所收納之房地產投資信託，即GMR及AHR。IAM現時從GMR按每年GMR股東權益（定義見IAM與GMR之間的管理協議）的1.5%收取管理費，該費用是以最近一個完整會計季度的季度結算，並按季度分期以現金形式分期支付。IAM於AHR收取60,000美元的季度管理費。

IAM策劃管理其他全球性房地產投資信託及依據IA Group美國執行團隊之廣泛人際關係網絡，物色潛在收購目標。IAM計劃就所管理資產收取1.5%至2.0%經常性管理費，視乎各個別房地產投資信託及其表現而定。

## REIT OWNERSHIP AND MANAGEMENT STRATEGY

### 房地產投資信託擁有及管理策略



During 2016, GMR successfully completed the initial public offering of its common stock and migration listing in the U.S. from OTC to the NYSE. This resulted in GMR ceased to be a subsidiary of the Company and no longer controlled by the Group. However, IAM has continued providing management services to GMR in return for receiving recurring management fee. IAM also continued managing various fund raising activities to increase the capital base of GMR, which in return, increase the recurring management fee income. In view of the business objectives, recent expansion plans and also the financial position of GMR, the Group expects that GMR will continue its rapid development with its sound and solid property portfolio and growth in profits in the next few years, thus, in December 2018, the Group has increased its shareholding in GMR from approximately 12% to approximately 14% by way of share subscription in a GMR's public offering. The Board believes this will increase the Group's sharing of the income growth of GMR and thereby achieve long-term capital appreciation of the Group's investment. As at 31 December 2019, as a result of the increase in GMR's common stock through several public offerings launched during the year, the Group had approximately 8.4% equity interests in GMR.

GMR distributed quarterly dividend of US\$0.20 per common stock for aggregate annual dividends of US\$0.80 per common stock in 2019.

GMR's strategy is the acquisition of purpose-built healthcare facilities and the leasing of those facilities to strong healthcare systems and physician groups with leading market share. These leases are typically structured as triple net which require tenants to pay for all property operating expenses including property taxes, insurance, maintenance and capital expenditure.

GMR generally acquires properties on a long-term sale and leaseback basis with contractual rent escalations which provides GMR with predictable growing rental income. GMR's in-depth experience and contacts within the health care real estate community enable GMR to source non-brokered investment opportunities off-market and on favourable terms. GMR is able to originate property acquisitions with healthcare operators directly by catering specifically to their capital, accounting, legal, regulatory, and strategic needs.

As of 31 December 2019, GMR's portfolio consisted of 68 facilities with an aggregate of (i) approximately 2.8 million net leasable sq.ft., (ii) approximately US\$70.4 million of annualized base rent, (iii) an approximate weighted average capitalization rate of 8.5% and (iv) approximately 8.8 years weighted average lease term remaining. During the year, GMR completed the acquisitions of 18 medical and healthcare facilities, encompassing an aggregate of 701,936 leaseable sq.ft., for an aggregate purchase price of approximately US\$253.5 million with annualised base rent of US\$19.0 million and a weighted average capitalisation rate of 7.5%.

於二零一六年，GMR已在美國成功完成首次公開發售其普通股股份及由場外交易轉至紐約證券交易所上市。此令致GMR不再為本公司之附屬公司及不再由本集團控制，惟IAM按管理協議繼續提供管理服務以獲經常性管理費。IAM亦繼續管理不同集資活動以進一步提升GMR的資本基礎，從而提高經常性管理費收入。考慮到GMR之業務目標、近期擴張計劃以及財務狀況，本集團預計GMR以其穩健物業組合將繼續其快速發展，於未來幾年提升盈利，故此，於二零一八年十二月本集團於GMR公開發售中透過股權認購方式，將其於GMR持股量由約12%增加至約14%。董事會相信這樣本集團可提高對GMR成長性收益之分享，從而讓本集團之投資達至長期資本增值。於二零一九年十二月三十一日，由於本年度內GMR股票經數度舉行公開發售後增加，本集團擁有GMR約8.4%股權。

GMR於二零一九年每普通股每季派發0.2美元及每普通股每年共派發0.8美元的股息。

GMR之策略為收購特製保健設施及出租該等設施予強大而有主導地位的保健系統及醫療集團。此等租約通常結構為三重淨租約，其要求租戶支付所有物業營運開支包括物業稅、保險、維修費用及資本開支。

GMR一般按長期售後回租以合約租金增幅之基準收購物業，保障GMR可預測持續增長的租金收入。GMR於保健房地產領域之豐富經驗及人脈使GMR可按有利條款獲得場外非經紀投資機會。GMR可透過迎合其特定資本、會計、法律、法規及戰略需求，主動直接向保健營運商提出收購物業。

於二零一九年十二月三十一日，GMR之組合包括68項設施，合共(i)可租賃面積約2.8百萬平方呎；(ii)年化基本租金約70.4百萬美元；(iii)加權平均資本化率約8.5%及(iv)加權平均餘下租期約八點八年。於本年度內，GMR完成18項醫療保健設施收購事項，可租賃總面積為701,936平方呎，總購買價格約253.5百萬美元，年化基本租金為19.0百萬美元，加權平均資本化率為7.5%。



AHR is currently a U.S. REIT 99%-controlled and managed by IAM. The primary business strategy of AHR is to acquire and lease single-family homes as well-maintained investment properties to generate attractive risk-adjusted returns over the long-term. AHR consistently employs a disciplined and focused approach in evaluating available acquisition opportunities, and maximising the expected returns with the mix of rent yield and future potential appreciation in value. As at 31 December 2019, AHR owned a portfolio of 3 SFRs primarily in Texas and Georgia in the U.S.

In view of our professional specialist management arm on the favourable potential prospect on retirement communities and elderly care industry in the U.S., the Group diversifies its current property portfolio from single family housing to senior housing in order to seize the industry potential. Two senior housing communities in Texas and Kansas in the U.S. were acquired in the first half of 2017. The Group believes that a diversified investment portfolio will generate a higher-than-average annualised yield and assist future capital fund raising.

AHR為目前由本集團控制99%的美國房地產投資信託，由IAM管理。AHR之主要業務策略為收購及出租獨戶住宅作維護完善的投資物業，以獲取具吸引力之長期風險調整回報。AHR一貫審慎專注地評估可得收購機遇，最大限度提升預期回報，並綜合考慮租金收益及日後升值潛力。於二零一九年十二月三十一日，AHR主要於美國德克薩斯州及喬治亞州擁有3間單棟出租單位（「單棟出租單位」）組合。

由於我們的專業專家管理分支看好美國退休群體及安老行業之潛在前景，為把握行業潛力，本集團將其現有物業組合從單棟出租單位分散至養老地產物業。於二零一七年上半年，本集團已收購位於美國德克薩斯州及堪薩斯州之兩套長者住房院舍。本集團相信，分散投資組合將產生高於平均水平之年度收益，並有助於未來之資本融資。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINAL RESULTS AND DIVIDEND

For the year ended 31 December 2019 (the “Year”), the Group recorded a revenue of approximately RMB8,887.2 million and gross profit of approximately RMB2,286.5 million, with an increase of approximately 1,378% as compared to revenue of approximately RMB601.5 million and increase of approximately 731% as compared to gross profit of approximately RMB275.1 million in the corresponding period of 2018. The revenue and gross profit in the Year were primarily derived from the property development business in the PRC. The substantial increase in revenue and gross profit is arising from the delivery of the Group’s several newly completed property development projects during the fourth quarter of 2019, leading to the increase in the Group’s booked GFA tremendously. In the past two years, the Group focused on providing “High quality” products to the customers, and there was no delivery of newly completed property development projects for the Group in 2018. Booked saleable/leasable GFA of approximately 542,000 sq.m. were delivered during the Year as compared with 2018 of approximately 43,000 sq.m..

The Group had net other gains of approximately RMB109.1 million during the Year, as compared to 2018 of approximately RMB33.3 million. The Group’s net other gains during the Year were attributable to the increase in fair value of investment properties of approximately RMB2.3 million (2018: approximately RMB17.9 million), increase in financial assets at fair value through profit or loss of approximately RMB112.7 million (2018: approximately RMB9.3 million), and offset with the net loss on disposal of subsidiaries of approximately RMB6.8 million (2018: net gain of approximately RMB7.4 million) during the Year.

The Group’s sales and marketing expenses increased by approximately 41% from approximately RMB114.9 million for 2018 to approximately RMB162.4 million for the Year. The Group’s administrative expenditure increased by approximately 29% from approximately RMB129.7 million for 2018 to approximately RMB166.8 million for the Year. Such increases were in line with the business expansion in the Group’s property development business in the PRC during the Year with the increasing number of the Group’s ongoing property development projects.

The Group’s income tax expenses increased from approximately RMB30.0 million for 2018 to approximately RMB886.3 million for the Year. The increase was mainly attributable to the increase in PRC CIT and PRC LAT arising from the substantial increment in operating profits in property development business in the PRC during the Year.

As a result of the foregoing, the Group’s profit attributable to owners of the Company for the Year amounted to approximately RMB1,151.6 million (2018: approximately RMB30.0 million).

The basic earnings per share for the Year was RMB14.87 cents (2018: RMB0.49 cents).

The Board recommends the payment of a dividend in respect of the year ended 31 December 2019 of RMB1.67 cents per share, amounting to a total dividend of RMB171.9 million (2018: Nil).

### 末期業績及股息

於截至二零一九年十二月三十一日止年度（「本年度」），本集團錄得收益約人民幣8,887,200,000元及毛利約人民幣2,286,500,000元，較二零一八年同期之收益約人民幣601,500,000元增加約1,378%，以及較二零一八年同期之毛利約人民幣275,100,000元增加約731%。本年度之收益及毛利主要來自中國物業發展業務。收益及毛利顯著增長主要是由於本集團於二零一九年第四季度交付若干新落成物業發展項目，導致本集團結轉建築面積顯著增長所致。於過去兩年，本集團專注於向客戶提供「高品質」產品，本集團於二零一八年概無交付任何新落成物業發展項目。於本年度內，已結轉可出售／租賃建築面積約542,000平方米已交付，而二零一八年則為約43,000平方米。

本集團於本年度之其他收益淨額約為人民幣109,100,000元，而於二零一八年約為人民幣33,300,000元。本集團於本年度之其他收益淨額為投資物業公平值增加約人民幣2,300,000元（二零一八年：約人民幣17,900,000元）、按公平值計入損益之金融資產增加約人民幣112,700,000元（二零一八年：約人民幣9,300,000元）及被本年度出售附屬公司之虧損淨額約人民幣6,800,000元（二零一八年：收益淨額約人民幣7,400,000元）抵銷。

本集團之銷售及市場推廣費用由二零一八年的約人民幣114,900,000元增加41%至本年度約人民幣162,400,000元。本集團之行政費用由截至二零一八年約人民幣129,700,000元增加約29%至本年度約人民幣166,800,000元。隨著本集團持續進行之物業發展項目數量不斷增加，有關增加與本集團於本年度內中國物業發展業務之業務擴張相符。

本集團之所得稅開支由截至二零一八年約人民幣30,000,000元增加至本年度約人民幣886,300,000元。有關增加乃由於本年度內中國物業發展業務之經營溢利顯著增加導致中國企業所得稅及中國土地增值稅增加所致。

基於上述原因，本年度內本公司擁有人應佔本集團溢利約為人民幣1,151,600,000元（二零一八年：約人民幣30,000,000元）。

於本年度內，每股基本盈利約為人民幣14.87分（二零一八年：人民幣0.49分）。

董事會建議派付截至二零一九年十二月三十一日止年度之股息每股股份人民幣1.67分，總計股息人民幣171,900,000元（二零一八年：無）。

## BUSINESS REVIEW

### Property Development in the PRC

During the Year, the property development business in the PRC contributed revenue of approximately RMB8,796.0 million (2018: approximately RMB521.8 million) and segment profit of approximately RMB1,907.3 million (2018: approximately RMB8.4 million) to the Group. The increase in segment revenue and segment profit was attributable to the delivery of the Group's several newly completed property development projects namely, Zensun Scholar Garden, Zensun Longhushangjing, Zhengzhou Zensun River Valley Phase 1 (Green-view Garden No.1) and Zensun River Home Phase 1 (Courtyard No.1) during the Year.

The Group maintained its concrete expansion strategy and persisted continuing effort to expand its land reserves. During the Year, the Group attended different public auctions with listings for sale processes held by local governmental land bureaus and successfully completed 10 land acquisitions in the PRC. These newly acquired land parcels have contributed total site area of approximately 0.46 million sq.m. and aggregate estimated GFA of approximately 1.13 million sq.m. in support of its land reserves in the PRC. These successful land bids and acquisitions further complemented the Group's strategy in expanding its business operation with focus in Zhengzhou City, Henan Province and other first and second tier cities in the PRC.

Along with the concrete expansion strategy adopted since 2017, the Group's land resources have been sufficiently accumulated. As at 31 December 2019, the Group had six completed property projects and 30 on-going complex property projects on hand with 79 land parcels under development and planning with total site area of approximately 3.52 million sq.m. and aggregate estimated GFA of approximately 9.54 million sq.m. in the PRC. In return, the land reserves will bring to the Group with estimated saleable/leasable GFA under development of approximately 4.04 million sq.m. and estimated GFA under planning of approximately 2.86 million sq.m.. The Group remained proactive in reviewing its expansion pace, and may adjust its project developing plans and schedules in response to changing market conditions, as and when appropriate.

### Property Investment and/or Management on AHR and GMR in the U.S.

During the Year, the property investment and management on AHR and GMR in the U.S. through IAM, the 85%-owned REIT management arm of the Group, contributed revenue of approximately RMB59.9 million (2018: approximately RMB46.6 million) and segment profit of approximately RMB18.0 million (2018: approximately RMB6.7 million) to the Group. The increase in segment revenue and segment profit was resulted from the increase in management fee income from the continuous enlarging capital base of GMR through several fund raising campaigns during the Year.

### Property Investment other than AHR

During the Year, the property investment other than AHR division contributed segment revenue of approximately RMB12.3 million (2018: approximately RMB13.5 million) and segment profit of approximately RMB1.8 million (2018: approximately RMB17.2 million) to the Group. The decrease in segment profit was primarily attributable to the decrease result in fair value of investment properties during the Year of approximately RMB1.1 million as compared to the increase result in fair value of investment properties of approximately RMB16.4 million for 2018.

## 業務回顧

### 中國物業發展

於本年度內，中國物業發展業務為本集團貢獻收益約人民幣8,796,000,000元（二零一八年：約人民幣521,800,000元）及分部溢利約人民幣1,907,300,000元（二零一八年：約人民幣8,400,000元）。分部收益及分部溢利增加乃由於本集團於本年度內交付若干新落成物業發展項目（即正商書香銘築、正商瓏湖上境、鄭州正商河峪洲一期（綠境花園一號院）及正商家河家一期（華庭一號院））所致。

本集團維持其具體擴張策略，並繼續努力擴充其土地儲備。於本年度內，本集團參與各項由地區政府土地部門透過掛牌出售程序所舉辦之公開拍賣，並在中國成功完成10幅土地收購。該等新收購地塊總佔地面積約為460,000平方米，估計總建築面積約為1,130,000平方米，以支持其於中國的土地儲備。該等土地的成功競標收購進一步補足本集團集中於河南省鄭州市及中國其他一二線城市擴大業務營運之策略。

由於自二零一七年採納的具體擴張策略，本集團土地儲備亦隨之得到增強。於二零一九年十二月三十一日，本集團於中國擁有六個已落成之物業項目及30個現行發展中綜合物業項目（共79幅地塊），規劃總佔地面積約為3,520,000平方米及估計總建築面積約為9,540,000平方米。土地儲備為本集團提供發展中估計可出售／租賃建築面積約4,040,000平方米及規劃估計總建築面積約為2,860,000平方米。本集團仍將積極審閱其擴張步伐，並適時根據不斷變化的市況調整其項目發展計劃及時間表。

### AHR及GMR於美國之物業投資及／或管理

於本年度，透過IAM（由本集團擁有85%權益之房地產投資信託管理分支），對AHR及GMR於美國進行之物業投資及管理為本集團貢獻收益約人民幣59,900,000元（二零一八年：約人民幣46,600,000元）及分部溢利約人民幣18,000,000元（二零一八年：約人民幣6,700,000元）。分部收益及分部溢利增加乃由於透過於本年度進行數次集資活動持續擴大GMR之資本基礎而令管理費收入增加所致。

### AHR以外之物業投資

於本年度內，AHR分部以外之物業投資為本集團貢獻分部收益約人民幣12,300,000元（二零一八年：約人民幣13,500,000元）及分部溢利約人民幣1,800,000元（二零一八年：約人民幣17,200,000元）。分部溢利減少乃主要由於本年度內投資物業公平值減少約人民幣1,100,000元，而二零一八年投資物業公平值增加約人民幣16,400,000元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Securities Trading and Investment

During the Year, the Group's securities business recorded segment revenue of approximately RMB15.9 million with segment profit of approximately RMB128.6 million as compared to segment revenue of approximately RMB15.8 million with segment profit of approximately RMB25.0 million for 2018. The significant increment result in segment profit was mainly led by the increase in financial assets at fair value through profit or loss during the Year of approximately RMB112.7 million (2018: approximately RMB9.3 million).

### Hotel Operations

During the Year, revenue from the hotel operations division maintained at approximately RMB3.1 million as compared to approximately RMB3.7 million for 2018. During the Year, the Group reviewed the existing principal business segments and decided to dispose of the hotel operations in Japan, resulting a segment loss of approximately RMB7.9 million as compared to approximately RMB1.5 million for 2018. Following the completion of hotel operation disposal which took place in September 2019, the Group ceased this business segment and reallocated resources to other principal business segments for sustainable development.

## FINANCIAL REVIEW

### Liquidity and Capital Resources

#### Liquidity Position

As at 31 December 2019, the carrying amount of the Group's total cash and bank balances including pledged deposits and restricted bank balances was approximately RMB4,778.6 million (2018: approximately RMB1,489.7 million), representing an increase of approximately 221%. The total cash and bank balances were mainly denominated in Renminbi, Hong Kong dollars, US dollars, Singapore dollars and Japanese Yen.

As at 31 December 2019, certain bank balances and deposits of the Group were pledged to certain banks and financial institutions as securities for the bank and financial institutions facilities granted to the Group and also the mortgage loan facilities granted to the property buyers of the Group. The total pledged deposits was approximately RMB886.3 million as at 31 December 2019 (2018: approximately RMB714.4 million).

#### Capital Structure, Borrowings and Charges on the Group's assets

The capital structure of the Group consists of net debt, which includes bank and other borrowings, loans from a related company, and amounts due to related companies, net of cash and cash equivalents, restricted bank balances and pledged deposits, and equity attributable to owners of the Company, comprising issued share capital and reserves. As at 31 December 2019, net debt and equity attributable to owners of the Company were approximately RMB23,904.5 million (2018: approximately RMB24,260.5 million) and approximately RMB3,740.6 million (2018: approximately RMB1,128.6 million), respectively.

As at 31 December 2019, the Group's aggregate borrowings including bank and other borrowings, loans from a related company and amounts due to related companies amounted to approximately RMB28,683.0 million (2018: approximately RMB25,750.2 million), of which approximately RMB15,405.1 million (2018: approximately RMB17,007.9 million) were repayable within one year or on demand, and approximately RMB13,277.9 million (2018: approximately RMB8,742.3 million) were repayable after one year. The aggregate borrowings were mainly denominated in Renminbi, US dollars, Singapore dollars and Hong Kong dollars.

### 證券買賣及投資

於本年度內，本集團之證券業務錄得分部收益約人民幣15,900,000元，而分部溢利則約為人民幣128,600,000元，而二零一八年則錄得分部收益約人民幣15,800,000元及分部溢利約人民幣25,000,000元。分部溢利之顯著增加主要是由於本年度按公平值計入損益之金融資產增加約人民幣112,700,000元（二零一八年：約人民幣9,300,000元）。

### 酒店業務

於本年度內，酒店業務分部之收益維持於約人民幣3,100,000元，而二零一八年則為約人民幣3,700,000元。於本年度內，本集團審核現有主營業務分部並決定出售日本酒店業務，導致分部虧損約人民幣7,900,000元，而二零一八年則為約人民幣1,500,000元。隨二零一九年九月酒店業務出售事項完成後，本集團已終止此主要業務分部並將資源重新分配至其他主要業務分部，以實現可持續發展。

### 財務回顧

#### 流動資金及資金來源

##### 流動資金狀況

於二零一九年十二月三十一日，本集團之現金及銀行結餘總額（包括已抵押按金及受限制銀行結餘）之賬面值為約人民幣4,778,600,000元（二零一八年：約人民幣1,489,700,000元），增長約221%。現金及銀行結餘總額主要以人民幣、港元、美元、新加坡元及日圓列值。

於二零一九年十二月三十一日，本集團若干銀行結餘及按金已抵押予若干銀行及金融機構，作為本集團獲授銀行及金融機構融資及本集團物業買家獲授按揭貸款融資之抵押。於二零一九年十二月三十一日，已抵押按金合共約為人民幣886,300,000元（二零一八年：約人民幣714,400,000元）。

#### 本集團資產之資本架構、借貸及押記

本集團資本架構包括負債淨額，即包括銀行及其他借貸、來自一間關連公司之貸款及應付關連公司款項，減現金及現金等值項目、受限制銀行結餘及已抵押按金及本公司擁有人應佔股權，包括已發行股本及儲備。於二零一九年十二月三十一日，本公司擁有人應佔負債及權益淨額分別為約人民幣23,904,500,000元（二零一八年：約人民幣24,260,500,000元）及約人民幣3,740,600,000元（二零一八年：約人民幣1,128,600,000元）。

於二零一九年十二月三十一日，本集團借貸總額包括銀行及其他借貸、來自一間關連公司之貸款及應付關連公司款項約人民幣28,683,000,000元（二零一八年：約人民幣25,750,200,000元），其中約人民幣15,405,100,000元（二零一八年：約人民幣17,007,900,000元）須於一年內或按要求償還，而約人民幣13,277,900,000元（二零一八年：約人民幣8,742,300,000元）須於一年後償還。借貸總額主要以人民幣、美元、新加坡元及港元列值。

During the Year, the Company completed the issuance of bonds at principal amount of US\$100 million carrying interest of 8.0% per annum due on 22 January 2020 in accordance with the terms and conditions of the subscription agreement. The bonds proceeds was used for general corporate purposes of the Group. The bonds were subsequently redeemed in January 2020. In the second half of the Year, the Company further issued senior notes at an aggregate principal amount of US\$340 million carrying interest of 12.8% per annum due on 3 October 2021, which have been listed on the Stock Exchange. The net proceeds of the senior notes was intended to refinance existing indebtedness and for project developments and general corporate purposes. Both the US\$100 million bonds and US\$340 million senior notes were unsecured but guaranteed by related companies, which are ultimately controlled by Ms. Huang Yanping ("Ms. Huang"). The Group will adjust its business plans in response to changing market conditions and, thus, reallocate the use of the net proceeds efficiently.

During the Year, the Group redeemed bonds at principal amount of US\$200 million carrying interest of 7.5% per annum at its maturity in January 2019 and redeemed assets-backed securities at an aggregated size of RMB1,600 million which have been previously listed on the Shanghai Stock Exchange in April 2019.

In additions to the fixed-rate bonds at 8.0% per annum and fixed-rate senior notes at 12.8% per annum, the Group's bank and other borrowings also carried fixed interest rates ranging from 4.568% to 9.975% per annum and various floating interest rates linking up with international lending rates including Hong Kong Interbank Offered Rate, Singapore Dollar Swap Offered Rate, Singapore Interbank Offered Rate, London Interbank Offered Rate, the base lending rate of the People's Bank of China and the Loan Prime Rate in the PRC as at 31 December 2019. The Group's interest rate risk is mainly driven from the bank and other borrowings with floating interest rates. As at 31 December 2019, loans from a related company and the amounts due to related companies were interest-free.

As at 31 December 2019, certain bank and financial institutions facilities granted to the Group together the mortgage loan facilities granted to the property buyers of the Group were secured by certain property, plant and equipment, investment properties, properties under development and pledged deposits with total carrying values of approximately RMB19,987.5 million (2018: approximately RMB15,539.4 million).

Shares of certain subsidiaries of the Group are pledged to secure certain bank and financial institutions facilities granted to the Group as at 31 December 2019 and 2018. The Group's bonds, senior notes and certain bank and financial institutions facilities to the Group were guaranteed by related companies which are ultimately controlled by Ms. Huang and together with her spouse, Mr. Zhang Jingguo ("Mr. Zhang"). No assets of the Group was pledged to these related companies in respect of these guarantees.

The Group did not use any financial instruments for hedging purpose during the Year.

During the Year, the Company entered into a subscription agreement with Joy Town Inc., a controlling shareholder of the Company as subscriber, pursuant to which the subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 4,117,879,979 subscription shares at the subscription price of HK\$0.38 per subscription share under the specific mandate. The net proceeds of the subscription amounting to approximately RMB1,426.6 million were intended to be applied (i) 40% towards construction payment of property projects; (ii) 40% towards repayment of bank loans; (iii) 10% towards acquisition cost of land use rights through listing for sale process at public auctions to be held by government bureaus in the PRC; and (iv) 10% towards general working capital of the Group. The share subscription was completed on 15 August 2019 and the subscription shares represented approximately 40.00% of the then of issued share capital of the Company as enlarged by the allotment and issuance of the subscription shares. As at 31 December 2019, the entire net proceeds from the subscription have been fully utilised towards the Group's intended use of proceeds on the above manner.

於本年度，本公司根據認購協議之條款與條件完成發行於二零二零年一月二十二日到期之本金額100,000,000美元債券，年息8.0厘。債券所得款項已用作本集團之一般企業用途。債券其後於二零二零年一月贖回。於本年度下半年，本公司進一步發行於二零二一年十月三日到期之本金總額340,000,000美元、年息12.8厘、並於聯交所上市之優先票據。優先票據所得款項淨額將用作為現有債務再融資、項目發展及一般企業用途。上述100,000,000美元債券及340,000,000美元優先票據均為無抵押，但由Huang Yanping女士（「Huang女士」）最終控股的關連公司擔保。本集團將根據不斷變化的市場情況調整其業務計劃，從而有效重新分配所得款項淨額。

於本年度，本集團已於二零一九年一月到期時贖回本金額為200,000,000美元、年息為7.5厘之債券及於二零一九年四月贖回當時於上海證券交易所上市、總發行規模為人民幣1,600,000,000元之資產支持證券。

於二零一九年十二月三十一日，除年息8.0厘的固定利率債券及年息12.8厘的固定利率優先票據外，本集團之銀行及其他借貸亦附有固定年息介乎4.568厘至9.975厘以及多項與香港銀行同業拆息、新加坡元掉期利率、新加坡銀行同業拆息、倫敦銀行同業拆息、中國人民銀行貸款基準利率及中國貸款市場報價利率等國際貸款利率掛鈎之浮動利率。本集團之利率風險主要來自附有浮動利率之銀行及其他借貸。於二零一九年十二月三十一日，來自一間關連公司之貸款及應付關連公司款項均為免息。

於二零一九年十二月三十一日，授予本集團之若干銀行及金融機構融資連同授予本集團物業買家之按揭貸款融資已由賬面總值約人民幣19,987,500,000元（二零一八年：約人民幣15,539,400,000元）之若干物業、廠房及設備、投資物業、發展中物業及已抵押按金作抵押。

於二零一九年及二零一八年十二月三十一日，本集團若干附屬公司之股份已作抵押，以取得本集團所獲授之若干銀行及金融機構融資。本集團債券、優先票據及獲授之若干銀行及金融機構融資由Huang女士連同其配偶張敬國先生（「張先生」）最終控股之關連公司擔保。概無就該等擔保向該等關連公司抵押本集團資產。

於本年度，本集團並無使用任何金融工具作對沖用途。

於本年度，本公司與本公司之控股股東Joy Town Inc.（作為認購人）訂立認購協議，據此，根據特別授權，認購人已有條件同意認購及本公司已有條件同意按認購價每股認購股份0.38港元配發及發行4,117,879,979股認購股份。認購事項所得款項淨額約人民幣1,426,600,000元，(i)40%擬用於物業項目之建設費用；(ii)40%擬用於償還銀行貸款；(iii)10%擬用於透過中國政府部門舉辦之公開拍賣掛牌出售程序取得之土地使用權之收購成本；及(iv)10%擬用於本集團之一般營運資金。股份認購已於二零一九年八月十五日完成，及認購股份佔本公司當時經配發及發行認購股份擴大的已發行股本約40.00%。於二零一九年十二月三十一日，全部認購事項所得款項淨額已悉數用於上述本集團所得款項擬定用途。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. In view of the Group's expansion strategy, the Group has sourced funding from its related companies and continued to look for external financing sources. The Group's overall strategy remains unchanged from previous year.

#### Key Financial Ratios

As at 31 December 2019, the Group recorded a current ratio of 1.5 (2018: 1.3) and a gearing ratio of approximately 46.0% (2018: approximately 61.3%). Gearing ratio is defined as the ratio of total borrowings less cash and cash equivalents, restricted bank balances and pledged deposits to total assets.

#### Capital Commitments

As at 31 December 2019, the capital commitments of the Group in connection with the property development expenditures was approximately RMB11,867.2 million (2018: approximately RMB20,012.8 million).

#### Contingent Liabilities

As at 31 December 2019, the Group had contingent liabilities relating to guarantees amounting to approximately RMB7,819.6 million (2018: approximately RMB3,699.0 million) in respect of mortgage facilities provided by certain banks in connection with the mortgage loans entered into by property buyers of the Group. Pursuant to the terms of the guarantees, upon default in mortgage payments by these buyers, the Group would be responsible for repaying the outstanding mortgage principals together with the accrued interest thereon and any penalties owed by the defaulted buyers to the banks. The Group would be entitled to take over legal title to and possession of the related properties. These guarantees will be released upon the earlier of (i) the satisfaction of the mortgage loan by the property buyers; and (ii) the issuance of the property ownership certificate for the mortgage property and the completion of the deregistration of the mortgage. In the opinion of the Directors, no provision for the guarantee contracts was recognised in the financial statements for the Year as the default risk is low and in case of default in payments, the net realisable of the related properties can cover the outstanding principal together with the accrued interest and penalties.

#### Foreign Exchange Exposure

The revenues, expenses, assets and liabilities are denominated substantially in Renminbi, Hong Kong dollars, US dollars, Singapore dollars and Japanese Yen in its respective group entities. Due to the currency peg of the Hong Kong dollars to the US dollars, the exchange rate between these two currencies has remained stable and thus the Group currently does not implement any hedging or other alternatives. Going forward, the Group may formulate a foreign currency hedging policy to provide a reasonable margin of safety for its exposure to Renminbi, Singapore dollars and Japanese Yen through transactions, assets and liabilities should the need arise.

本集團管理資本乃為確保本集團實體能夠持續經營，同時透過優化債務與權益平衡為股東帶來最大回報。鑒於本集團之擴建策略，本集團由關連公司籌集資金來源及繼續尋求外部融資渠道。本集團整體策略與過去年度保持不變。

#### 主要財務比率

於二零一九年十二月三十一日，本集團錄得流動比率為1.5(二零一八年：1.3)，資產負債比率則為約46.0%(二零一八年：約61.3%)。資產負債比率定義為借貸總額減現金及現金等值項目、受限制銀行結餘及已抵押存款相對資產總值之比率。

#### 資本承擔

於二零一九年十二月三十一日，本集團有關物業發展開支之資本承擔為約人民幣11,867,200,000元(二零一八年：約人民幣20,012,800,000元)。

#### 或然負債

於二零一九年十二月三十一日，本集團就有關本集團物業之買家訂立之按揭貸款而由若干銀行提供之按揭融資之擔保擁有或然負債約人民幣7,819,600,000元(二零一八年：約人民幣3,699,000,000元)。根據擔保條款，倘該等買家拖欠按揭款項，本集團須負責支付失責買家欠付銀行的未償還按揭本金連同累計利息及任何罰款。本集團將有權接管相關物業的法定業權及擁有權。該等擔保將於以下較早者發生時解除：(i)物業買家償還按揭貸款；及(ii)就按揭物業發出物業所有權證並完成按揭的取消登記。董事認為，由於違約風險不大及在拖欠付款的情況下，有關物業的可變現淨值可涵蓋未償還本金連同應計利息及款，故並無就擔保合約於本年度之財務報表作出撥備。

#### 外匯風險

收益、開支、資產及負債於有關集團實體絕大部分以人民幣、港元、美元、新加坡元及日圓列值。由於港元與美元掛鈎，故此兩項貨幣之匯率保持穩定，因此，本集團現時並無進行任何對沖或其他類似活動。倘有需要，本集團將來可能制定外匯對沖政策，為涉及人民幣、新加坡元及日圓之交易、資產及負債所面對之外匯風險提供合理保障。

### Significant Investments Held, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Venture and Future Plans for Material Investments or Capital Assets

- (a) On 11 January 2019, the Group has made a successful bid for land use rights in Gaoxin District, Zhengzhou City, Henan Province, the PRC with site area of approximately 51,395.40 sq.m. for residential usage at a consideration of RMB672,600,000. This development project is expected to be completed no later than the third quarter of 2022;
- (b) On 16 January 2019, the Group has a made a successful bid for land use rights in Shangjie District, Zhengzhou City, Henan Province, the PRC with site area of approximately 93,643.23 sq.m. for commercial usage at a consideration of RMB216,700,000. This development project is expected to be completed no later than the third quarter of 2022;
- (c) On 29 January 2019, the Group entered into a share transfer agreement with a company which is ultimately controlled by Ms. Huang to acquire a land parcel in Zhengzhou City, Henan Province, the PRC with site area of approximately 13,442.23 sq.m. for commercial usage by way of acquisition of the entire equity interest of the company holding the land parcel at a consideration of RMB50,000,000. The acquisition was completed in February 2019 and this development project is expected to be completed no later than the fourth quarter of 2021;
- (d) On 29 May 2019, the Group has made two successful bids for land use rights in Guancheng District, Zhengzhou City, Henan Province, the PRC for residential usage with underground for transportation service usage with (i) site area of approximately 28,608.73 sq.m. at a consideration of RMB288,190,000 and (ii) site area of approximately 45,604.51 sq.m. at a consideration of RMB459,080,000, respectively. These two development projects are expected to be completed no later than the fourth quarter of 2022;
- (e) On 29 June 2019, the Group has made a successful bid for land use rights in Dengfeng City, Henan Province, the PRC with site area of approximately 55,404.64 sq.m. for residential usage at a consideration of RMB251,823,300. This development project is expected to be completed no later than fourth quarter of 2022;
- (f) On 12 September 2019, the Group has made two successful bids for land use rights in Xinzheng City, Henan Province, the PRC for residential usage with (i) site area of approximately 50,456.59 sq.m. at a consideration of RMB174,070,000 and (ii) site area of approximately 33,728.72 sq.m. at a consideration of RMB116,360,000, respectively. These two development projects are expected to be completed no later than the third quarter of 2022; and
- (g) On 12 September 2019, the Group has made a successful bid for land use rights in Beijing, the PRC for residential usage with site area of approximately 55,608.04 sq.m. at a consideration of RMB1,512,830,000. This development project is expected to be completed no later than the fourth quarter of 2022.

Save as disclosed above, the Group did not hold other significant investment, make any other material acquisitions and disposals of subsidiaries, associates or joint venture or future plan for material investment or capital assets during the Year.

### 所持重大投資、重大收購及出售附屬公司、聯營公司及合營企業以及重大投資或資本資產之未來計劃

- (a) 於二零一九年一月十一日，本集團成功以代價人民幣672,600,000元於中國河南省鄭州市高新區投得一宗佔地面積約51,395.40平方米(為住宅用地)之地塊之土地使用權。預計該發展項目將於二零二二年第三季度前落成；
- (b) 於二零一九年一月十六日，本集團成功以代價人民幣216,700,000元於中國河南省鄭州市上街區投得一宗佔地面積約93,643.23平方米(為商業用地)之地塊之土地使用權。預計該發展項目將於二零二二年第三季度前落成；
- (c) 於二零一九年一月二十九日，本集團與一間由Huang女士最終控制之公司訂立股份轉讓協議，以通過收購持有地塊之公司之全部股權之方式收購一幅位於中國河南省鄭州市佔地面積約13,442.23平方米(為商業用地)之地塊，代價為人民幣50,000,000元。收購事項已於二零一九年二月完成，且預計該發展項目將於二零二一年第四季度前落成；
- (d) 於二零一九年五月二十九日，本集團兩次成功投得中國河南省鄭州市管城區之土地使用權：(i)佔地面積約28,608.73平方米(為住宅用地及地下作交通服務用地)，代價為人民幣288,190,000元；及(ii)佔地面積約45,604.51平方米(為住宅用地及地下作交通服務用地)，代價為人民幣459,080,000元。預計該兩個發展項目將於二零二二年第四季度前落成；
- (e) 於二零一九年六月二十九日，本集團成功投得中國河南省登封市佔地面積約55,404.64平方米(為住宅用地)之土地使用權，代價為人民幣251,823,300元。預計該發展項目將於二零二二年第四季度前落成；
- (f) 於二零一九年九月十二日，本集團兩次成功投得中國河南省新鄭市之土地使用權：(i)佔地面積約50,456.59平方米(為住宅用地)，代價為人民幣174,070,000元；及(ii)佔地面積約33,728.72平方米(為住宅用地)，代價為人民幣116,360,000元。預計該兩個發展項目將於二零二二年第三季度前落成；及
- (g) 於二零一九年九月十二日，本集團成功投得中國北京市佔地面積約55,608.04平方米(為住宅用地)之土地使用權，代價為人民幣1,512,830,000元。預計該發展項目將於二零二二年第四季度前落成。

除上文所披露者外，本集團於本年度並無持有其他重大投資，進行任何其他重大收購及出售附屬公司、聯營公司或合營企業，亦無有關重大投資或資本資產之未來計劃。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Employee and Remuneration Policy

Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance-related bonuses. During the Year, the Company has been awarded with the Certificate of the Good Employer Charter from the Labour Department in recognition of the Company's adoption of an employee-oriented and progressive human resource management practices, it has also continued to receive the three awards issued by Mandatory Provident Fund Authority, namely, the Good Employer Award, the e-contribution Award and the Support for MPF Management Award. The Company adopted a share option scheme on 28 August 2013 and share options may also be granted to eligible employees of the Group. Total staff costs, including Directors' emoluments during the Year, amounted to approximately RMB81.0 million (2018: approximately RMB67.8 million).

As at 31 December 2019, the Group had 297 employees.

### Outlook and Prospects

In order to pursue sustainable development, the Group is principally engaged in the businesses of property development, property investment and management, project management and sale services and look for investment opportunities which strengthen profitability under the acceptable risk in Hong Kong, the PRC and overseas markets.

The Group will primarily finance the repayments on financial assistance from the controlling shareholder through proceeds from the pre-sale and sale of Group's properties, internally generated cash flows from other operations, and borrowings from commercial banks and financial institutions. Going forward, the Group believes our future fund needs in support of project construction and land acquisition activities will be satisfied by the above-mentioned sources and additional issuance of equity securities or other capital market instruments. The Group seeks to manage the level of our liquid assets to ensure the availability of sufficient cash flows to meet any unexpected cash requirements arising from our business. The Group will also continue to assess available financial resources in support of our business needs on an ongoing basis and plan and adjust our development schedule or implement cost control measures if necessitated by our then-existing financial conditions and cash requirements. The Group intends to continue to access existing capital resources, and to seek new sources of funding, to maintain and grow our business on a cost-effective basis.

### The PRC

During the Year, four property development projects namely, Zensun Scholar Garden, Zensun Longhushangjing, Zhengzhou Zensun River Valley Phase 1 (Green-view Garden No.1) and Zensun River Home Phase 1 (Courtyard No.1) were newly completed in phases and delivered to customers in accordance with the terms and conditions of the purchase agreements. In accordance with the Group's latest development plan and schedule, it is expected that five to six property development projects will complete its development and launch delivery in 2020. The Group's property development projects focus on providing "High quality" products on both standard and deluxe design with full refurbishment so as to meet different customers' preference and needs. Revenue from the sale of properties are expected to be recognised upon its completion and delivery of the completed properties.

### 僱員及薪酬政策

薪酬待遇一般參考現行市場條款及個人資歷制定。薪金及工資一般會每年根據表現評估及其他相關因素檢討。除薪金外，本集團另有其他員工福利，包括強制性公積金、醫療保險及表現花紅。於本年度，本公司獲勞工處頒發「好僱主約章」證書，以嘉許本公司採取關愛僱員及開明的人力資源管理常規，本公司還連續獲香港強制性公積金計劃管理局頒發「積金好僱主」、「積金供款電子化獎」及「推動積金管理獎」三個獎項。本公司已於二零一三年八月二十八日採納購股權計劃，而本集團亦可向合資格僱員授出購股權。於本年度，員工成本總額（包括董事酬金）約為人民幣81,000,000元（二零一八年：約人民幣67,800,000元）。

於二零一九年十二月三十一日，本集團聘用297名僱員。

### 前景及展望

為達致可持續發展，本集團主要從事物業發展、物業投資及管理、項目管理及銷售服務等業務，並於香港、中國及海外市場尋求於可接受風險範圍內增強盈利能力之投資機會。

本集團將主要透過預售及銷售本集團物業所得款項、其他營運內部產生之現金流量以及來自商業銀行及金融機構之借貸，償還來自控股股東之財務資助。日後，本集團相信將以上述來源及額外發行股本證券或其他資本市場工具來滿足未來支持項目建設及土地收購活動之資金需求。本集團致力管理流動資產水平，以確保有充足現金流量應對業務營運所產生之任何突如其來之現金需求。本集團亦將繼續評估可用財務資源以不斷支持業務需求，並計劃及調整發展時間表，或因應其當時之財務狀況及現金需求推行所需成本控制措施。本集團擬繼續使用現有資本資源，並尋求新資金來源，以具成本效益方式維持及發展業務。

### 中國

於本年度，有四個物業發展項目（即正商書香銘築、正商瓏湖上境、鄭州正商河峪洲一期（綠境花園一號院）及正商家河家一期（華庭一號院））新分期落成並已根據購買協議之條款及條件向客戶交付。根據本集團最新的發展規劃及時間表，預期於二零二零年將有五至六個物業發展項目完成發展並準備交付。本集團的物業發展項目以「高品質」產品組成，包含標準及精裝修設計成品，以滿足不同客戶的偏好及需求。出售物業的收益預期將於其落成及交付落成物業時確認。

After the ambitious land acquisitions completed in last few years, the Group built up strong land reserves for the Group's property development business in the PRC and strong presence in Henan Province, thus the Group will focus more on developing the existing property development projects in 2020 and 2021. The Board will still maintain open-minded to identify new property development projects and bid for land use rights of other selective land parcels in the PRC with a focus in Zhengzhou City, Henan Province and other first and second tier cities in the PRC in the coming few years.

With the strong land reserves with the ongoing property development projects, the demand for the respective construction work for the Group's properties projects on hand are rapidly and substantially increasing. In this regard, the Group will proactively seek for quality construction contractors which can offer the best and most favourable terms to cooperate so as to complement with the Group's expansion in property development operation in the PRC. In order to seize every cooperation opportunities with different quality and potential construction contractors to cater the Group's growing needs and requirements, the Group entered into the renewed master services agreement with Zensun Development to engage Zensun Development Group for their construction and development services on certain selected property development projects during the Year. The renewed master services agreement was amended to extend its effective terms for three years from 1 January 2018 and continue up to and including 31 December 2020. The approved Annual Cap for the transactions with Zensun Development Group during the year ended/ending 31 December 2019 and 2020 were RMB2,404 million and RMB1,534 million, respectively.

Acquired from the existing property development portfolio, the Group possesses the necessary expertise and know-how in preliminary property project management and sales services. During the Year, the Group entered into the management and sales services framework agreement with Ever Diamond to provide Ever Diamond Group with preliminary project management services and sales services on certain selected property development projects. Thus, the Group can centrally manage and organise the development, branding and marketing of property development projects of the Group and the Ever Diamond Group, which will benefit from reduced competition for business opportunities between the Group and the Ever Diamond Group. Also, the Board considers project management and sales services to other property developers in the PRC shall become popular in the market with prosperous business potential, and the project management and sales services shall diversify the source of income of the Group and provide new driver to profits of the Group. The Board is confident that the Group possesses the necessary expertise and know-how to provide project management and sales services to other property developers in the PRC and will hire additional staff as this business segment continues to develop. The management and sales services framework agreement was approved at the extraordinary general meeting of the Company held on 20 December 2019 and became effective thereafter and shall continue to be effective up to and including 31 December 2021. The Board decided to commence the provision of project management and sales services principally in 2020. The approved Annual Cap for the transactions with Ever Diamond Group during the year ended/ending 31 December 2019 and 2020 were RMB220 million and RMB310 million, respectively.

經過過去數年積極完成土地收購，本集團已為中國物業發展業務打造了堅實的土地儲備，在河南省佔有一席之地。因此，於二零二零年及二零二一年，本集團將更多專注於發展現有物業發展項目。董事會仍將保持開放心態，於未來數年將繼續集中在河南省鄭州市及中國其他一、二線城市物色新物業發展項目並競投中國其他經揀選地塊之土地使用權。

鑒於持續物業發展項目之強勁土地儲備大幅，本集團持有之物業項目對各項建築工程之需求會迅速大幅增加。就此，本集團將積極尋求能夠提供最佳及最優惠條件之優質建築承包商進行合作，以配合本集團於中國拓展物業發展業務。為抓住與不同質素及潛在建築承包商之各種合作機會，以滿足本集團不斷增長之需求及要求，本集團與正商發展訂立經重續主服務協議，以於本年度委聘正商發展集團就若干選定物業發展項目提供建設及發展服務。經重續主服務協議作出修訂，將其有效期由二零一八年一月一日起延長三年，直至二零二零年十二月三十一日為止(包括當日)。截至二零一九年及二零二零年十二月三十一日止年度與正商發展集團進行之該等交易之經批准年度上限分別為人民幣2,404,000,000元及人民幣1,534,000,000元。

通過現有物業發展組合，本集團掌握了前期物業項目管理及銷售服務所需專業知識及技巧。於本年度內，本集團與永鑽訂立管理及銷售服務框架協議，以向永鑽集團就若干選定物業發展項目提供前期項目管理服務及銷售服務。因此，本集團能集中管理及組織本集團及永鑽集團物業發展項目之發展、品牌打造及營銷，這將有利於減少本集團與永鑽集團之間的業務機會競爭。此外，董事會認為向中國其他物業發展商提供項目管理及銷售服務在市場上日益盛行，業務潛力巨大，而項目管理及銷售服務可多元化本集團收入來源及為本集團溢利提供新的驅動力。董事會相信，本集團擁有必要專業知識及技巧，可為中國其他物業發展商提供項目管理及銷售服務，本集團將在該業務部門持續發展的同時，聘用更多員工。管理及銷售框架協議已於本公司於二零一九年十二月二十日舉行的股東特別大會上獲批准並於其後生效，直至二零二一年十二月三十一日為止(包括當日)。董事會決定於二零二零年主要開展提供項目管理及銷售服務。截至二零一九年及二零二零年十二月三十一日止年度與永鑽集團進行之該等交易之經批准年度上限分別為人民幣220,000,000元及人民幣310,000,000元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As such, the Board is of the view that going forward the management can focus their efforts in developing the Group into a flagship group with a focus on property development in the PRC. The Company takes leverage on the PRC property development and investment experience of its management team to seek development in suitable projects with potential to deliver value to its shareholders. In addition to existing business partners, the Company will continue to seek potential partners' cooperation to explore capital resources, reduce capital investment at an early stage and facilitate project development. The management remains cautiously optimistic on the long-term prospects of the real estate industry and will expedite its property development and sales of its development projects in the PRC through making use of its own advantages and leveraging on the national network and business resources of Zensun Real Estate. The synergistic effect brought by Zensun Real Estate will improve the position of the Group in the real estate industry in the PRC.

#### **The U.S.**

As at 31 December 2019, the Group has approximately 8.4% equity interest in a NYSE-listed REIT, GMR and 99% equity interest in AHR, both are operated and managed by IAM, the 85%-owned REIT management arm of the Group, led by a specialised team of highly experienced professionals with deep knowledge in the U.S. real estate market.

#### **1. GMR**

The Group has continued providing REIT management services and receiving recurring management fees directly to and from GMR pursuant to the revised management agreement between GMR and IAM.

In the year of 2019, GMR completed 18 acquisitions of medical and healthcare facilities, encompassing an aggregate of 701,936 leaseable square feet, for an aggregate contractual purchase price of US\$253.5 million with annualised base rent of US\$19.0 million. In connection with its acquisition business strategy, GMR raised US\$200.1 million through equity issuance activities. It is expected that with GMR's business plan, GMR would be able to further increase its capital base which in return increase the management fee income to be received from GMR. The Group's investment in GMR during the Year would also increase the sharing of income growth of GMR and thereby achieve long-term capital appreciation of the Group's investment.

#### **2. AHR**

AHR is currently 99%-controlled by the Company. AHR diversified its previous investment in single family houses to senior housing communities in order to seize the potential opportunity for the current strong demand on retirement communities and elderly care industries in the U.S. for higher-than-average annualised yield.

#### **Other regions**

Following to the disposal of hotel operation business in Japan, the Group will regularly review the Singapore property market to explore any business opportunity in the foreseeable future.

#### **Overall**

The Company will make use of the Group's financial, human and technological resources to enhance its portfolio, asset base and brand image in the PRC, U.S. and overseas with business growth opportunities.

因此。董事會認為，日後管理層可集中精力將本集團發展為著重中國物業發展之旗艦集團。本公司充分利用其管理團隊之中國物業發展及投資經驗，尋求具潛力之合適項目發展以回饋其股東。除現有業務夥伴外，本公司將繼續尋覓潛在夥伴合作關係，以開拓資本來源、減少前期資金投資及促進項目發展。管理層對房地產行業之長期發展前景保持謹慎樂觀態度，並將透過充分利用自身優勢及正商置業之全國網絡及業務資源，加快位於中國之發展項目之物業發展及銷售。正商置業帶來之協同效益將提高本集團於中國房地產行業之地位。

#### **美國**

於二零一九年十二月三十一日，本集團擁有一項於紐交所上市之房地產投資信託GMR約8.4%股權及一項於AHR之99%股權，均由IAM經營及管理，而IAM為本集團擁有85%權益之房地產投資信託管理分支，由具備深厚美國房地產市場知識之資深專業團隊帶領。

#### **1. GMR**

根據GMR與IAM訂立之經修訂管理協議，本集團繼續直接向GMR提供房地產投資信託管理服務並收取經常性管理費。

於二零一九年，GMR完成18項醫療保健設施收購事項，可租賃總面積為701,936平方呎，總合約購買價格為253,500,000美元，年化基本租金為19,000,000美元。就其收購業務策略而言，GMR透過股權發行活動籌集200,100,000美元。透過GMR之業務計劃，預期GMR可進一步提升其資本基礎，從而提高將向GMR收取之管理費收入。本集團於本年度對GMR之額外投資亦將增加應佔GMR之收入增長，從而實現本集團投資之長期資本增值。

#### **2. AHR**

AHR現時由本公司控制99%權益。為把握美國當前退休群體及安老行業所產生強勁需求之潛在機會，AHR已將其過往於單棟出租單位的投資分散至兩套長者住房院舍，以尋求高於平均年度收益。

#### **其他地區**

於出售日本酒店經營業務後，本集團將定期審視新加坡物業市場，以便在可見將來探索商機。

#### **概述**

本公司將善用本集團之財務、人力及技術資源，以把握業務增長機會及加強其於中國、美國及海外的投資組合、資產基礎及品牌形象。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

#### ZHANG JINGGUO

Chairman, Executive Director and Chief Executive Officer

Mr. Zhang Jingguo, aged 57, is the Chairman, Executive Director and Chief Executive Officer of the Company and a member of each of the nomination committee and remuneration committee of the Company. Mr. Zhang is also a director of certain subsidiaries of the Company. He was appointed to the Board on 6 July 2015 following the change of controlling shareholder of the Company on 29 June 2015.

Mr. Zhang has approximately 25 years of experience in the real estate development industry in China. From July 1983 to April 1995, Mr. Zhang held various positions at the then Light Industry Bureau of Henan Province, the governmental authority in charge of the light industry in Henan Province, and its associated collectively-owned enterprises, including division chief, engineer and vice manager, where he was responsible for administrative management. From April 1995 to April 2001, he worked at Xingye Real Estate as general manager, where he was responsible for its overall operations. Mr. Zhang and Ms. Huang cofounded a real estate company which has become one of the top 100 property development companies in China. Mr. Zhang has served as the Chairman and chief executive officer of this top 100 real estate company since 2001. Mr. Zhang is responsible for the overall strategic planning and general management of our Group and is instrumental to our growth and business expansion. Mr. Zhang is the spouse of Ms. Huang.

Mr. Zhang received a bachelor's degree in physics from Zhengzhou University in July 1983 and an Executive MBA degree from Guanghua School of Management, Peking University in July 2013. Mr. Zhang currently serves as senior consultant of Henan Real Estate Chamber of Commerce, vice-president of Industry & Commerce Association of Henan Province, graduate tutor of Zhengzhou University. During the years of 2016, 2017 and 2018, Mr. Zhang was named "Outstanding Real Estate Developer of Henan Province by Real Estate Association of Henan Province. Mr. Zhang received his senior engineer qualification from the People's Government of Henan Province in May 2012, he received his first class construction engineer qualification from the Ministry of Housing and Urban-Rural Development. Mr. Zhang is also currently a delegate of the 13th Henan Provincial People's Congress since January 2018.

Currently, Mr. Zhang is a non-executive director of Bank of Zhengzhou Co., Ltd., whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002936) and on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 6196) and, the Chairman Ex-officio and a director of Global Medical REIT, Inc., a listed company on the New York Stock Exchange (NYSE: GMRE) and an executive director and the Chairman of Zanyu Technology Group Co. Ltd., a listed company on the Shenzhen Stock Exchange (Stock Code: 002637).

#### 張敬國

主席、執行董事兼行政總裁

張敬國先生，現年五十七歲，為本公司主席、執行董事兼行政總裁及提名委員會和薪酬委員會成員。張先生亦為本公司若干附屬公司的董事。彼於二零一五年六月二十九日控股股東變動後，於二零一五年七月六日獲任命進入本公司董事會。

張先生於中國房地產開發行業擁有約二十五年經驗。自一九八三年七月至一九九五年四月期間，張先生曾擔任河南省輕工業廳（負責河南省輕工業之政府機關）及其相關集體所有制企業之多個職位，包括部門主管、工程師及副經理，負責行政管理。自一九九五年四月至二零零一年四月期間，彼於興業地產(Xingye Real Estate)擔任總經理，負責公司整體營運。張先生與Huang女士共同創立一家房地產公司，該公司已成為中國物業開發百強公司之一。張先生自二零零一年起擔任該房地產百強公司的主席及行政總裁。張先生負責本集團之整體策略制定及一般管理，並幫助本集團業務增長及業務擴展。張先生為Huang女士之配偶。

張先生於一九八三年七月取得鄭州大學物理系理學學士學位，並於二零一三年七月取得北京大學光華管理學院高級管理人員工商管理碩士學位。張先生目前擔任河南省房地產商會高級顧問、河南省工商聯副主席及鄭州大學研究生導師。張先生於二零一六、二零一七及二零一八年連續三年被河南省房地產協會評為全省房地產開發先進個人。張先生自河南省人民政府取得高級工程師資歷，並於二零一二年五月被住房和城鄉建設部授予一級建造師資格。自二零一八年一月起，張先生亦為河南省第十三屆人民代表大會代表。

張先生目前為深圳證券交易所（股份代號：002936）及香港聯合交易所主板（股份代號：6196）上市公司鄭州銀行股份有限公司之非執行董事，紐約證券交易所上市公司 Global Medical REIT, Inc (NYSE股份代號：GMRE) 之聯席主席及董事以及深圳證券交易所上市公司贊宇科技集團股份有限公司（股份代號：002637）的執行董事及董事長。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

#### HUANG YANPING

Non-Executive Director

Ms. Huang, aged 58, is the Non-Executive Director of the Company. Ms. Huang is also a director of certain subsidiaries of the Company. She was appointed to the Board on 27 July 2015 following the change of controlling shareholder of the Company on 29 June 2015.

Ms. Huang has over 18 years' experiences in the property development and investment industry in the PRC. Ms. Huang has been involved in the development of not less than 36 property development projects in Henan Province, Shandong and Hainan Province in the PRC with a total gross floor area of not less than 14 million sq.m.. She is one of the founders of a real estate company which has become one of the top 100 property development companies in the PRC.

Ms. Huang is the spouse of Mr. Zhang, an Executive Director. As at 31 December 2019, Ms. Huang is interested in 7,697,492,188 Shares, which were registered in the name of Joy Town Inc., an immediate Shareholder of the Company, of which Ms. Huang is the sole director. Ms. Huang set up a discretionary trust and acts as settlor and protector of the discretionary trust, the trustee of which is Vistra Trust (Singapore) Pte Limited, the ultimate holding company of the Company. Save as disclosed herein, Ms. Huang did not have any other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

#### ZHANG GUOQIANG

Executive Director

Mr. Zhang Guoqiang, aged 57, is an Executive Director of the Company. He was appointed to the Board on 27 July 2015 following the change of controlling shareholder on 29 June 2015.

Between August 1983 to October 1997, Mr. Zhang worked as a tutor at the Communication Command Academy of PLA, now known as the National Defence Information Academy of PLA. Between October 1997 to March 2003, Mr. Zhang served as the director of the marketing department of Wuhan Research Institute of Post & Telecommunications, also known as FiberHome Technologies Group, a product and solution provider in the field of information and telecommunications, where he was responsible for marketing. Prior to joining our Group, Mr. Zhang worked as a general manager at Nanjing North Road Technologies Co., Ltd., a coal analysis equipment manufacturer, from May 2003 to November 2005, where he was responsible for general management. Mr. Zhang joined the real estate company co-founded by Mr. Zhang Jingguo and Ms. Huang in 2006 and is responsible for the management of marketing centre and tendering and procurement centre. Mr. Zhang received a bachelor's degree in radio science from Zhengzhou University in July 1983. In 1988, Mr. Zhang received his lecturer qualification from the National Defence Information Academy of PLA and received his engineer qualification from Wuhan Research Institute of Post of Telecommunications.

#### HUANG YANPING

非執行董事

Huang女士，現年五十八歲，為本公司非執行董事。Huang女士亦為本公司若干附屬公司的董事。彼於二零一五年六月二十九日控股股東變動後，於二零一五年七月二十七日獲任命進入本公司董事會。

Huang女士於中國物業發展及投資行業擁有逾十八年經驗。Huang女士一直在中國河南省、山東省及海南省參與不少於36項物業開發項目之發展工作，其總樓面面積不少於14,000,000平方米。彼為一家房地產公司之其中一名創辦人，該公司目前是中國物業開發百強公司之一。

Huang女士為執行董事張敬國先生之配偶。於二零一九年十二月三十一日，Huang女士擁有7,697,492,188股股份的權益，該等股份以本公司的直接股東Joy Town Inc.的名義註冊，Huang女士為唯一董事。Huang女士成立全權信託，並擔任全權信託的委託人和保護人，全權信託的受託人是本公司的最終控股公司Vistra Trust (Singapore) Pte Limited。除本文所披露者外，Huang女士在證券及期貨條例第XV部所指的本公司股份，相關股份及債權證中概無其他權益。

#### 張國強

執行董事

張國強先生，現年五十七歲，為本公司執行董事。彼於二零一五年六月二十九日控股股東變動後，於二零一五年七月二十七日獲任命進入董事會。

於一九八三年八月至一九九七年十月期間，張先生於中國人民解放軍通信指揮學院(現稱中國人民解放軍國防信息學院)擔任教員。於一九九七年十月至二零零三年三月期間，張先生擔任武漢郵電科學研究院(亦稱烽火科技集團，為一間信息及電子通訊行業之產品及解決方案供應商)市場部辦事處主任，負責營銷。加入本集團前，自二零零三年五月起至二零零五年十一月止期間，張先生曾擔任南京北路科技有限責任公司(一間煤炭分析設備製造商)總經理，負責綜合管理。張先生於二零零六年加入張敬國先生及Huang Yanping女士共同創立的房地產公司，負責營銷中心及招標以及採購中心的管理。張先生於一九八三年七月取得鄭州大學無線電理學學士學位。於一九八八年，張先生自中國人民解放軍通信指揮學院取得講師資格，並自武漢郵電科學研究院取得工程師資格。

**LIU DA**

Independent Non-Executive Director

Mr. Liu Da, aged 44, was appointed as an independent Non-Executive Director on 27 July 2015.

Mr. Liu graduated from the University of International Business and Economics with a major in international business administration and obtained a bachelor's degree in economics. Mr. Liu is also a Certified Public Accountant (CPA) in China. Mr. Liu served as an audit manager and a senior audit manager of PricewaterhouseCoopers ("PwC") Guangzhou Office from 1998 to 2009 and Chicago Office from 2005 to 2007. Mr. Liu provided audit and consulting services to a number of global top 500 enterprises and overseas listed Chinese companies during his tenure of office in PwC. Mr. Liu was appointed as an executive director and the chief financial officer of the Landsea Green Properties Co., Ltd., a listed company on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 106) from 31 July 2013 to 5 January 2015 and was appointed as an independent non-executive director of Long Ji Tai He Holding Limited a listed company on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 1281) from 26 February 2015 to 16 October 2015. Currently, Mr. Liu is the managing partner of Key Wealth Capital Company Limited, providing financing and overseas mergers and acquisition services to Chinese enterprises.

**MA YUNTAO**

Independent Non-Executive Director

Mr. Ma Yuntao, aged 40, was appointed as an independent Non-Executive Director on 27 July 2015.

Mr. Ma has been serving at Jia Yuan Law Firm as a registered partner from July 2010 up to now, and became the managing partner and senior partner of China Overseas Financing Department (中國海外融資部門) in early 2014. He served at Commerce & Finance Law Offices from July 2002 to June 2010, engaging in securities business as to PRC laws. He acquired qualifications as a practicing solicitor in 2006 and registered as a partner at Commerce & Finance Law Offices in early 2010.

**劉達**

獨立非執行董事

劉達先生，現年四十四歲，於二零一五年七月二十七日獲委任為獨立非執行董事。

劉先生畢業於對外經濟貿易大學，國際商業管理專業，並獲經濟學學士。彼亦為中國註冊會計師。劉先生於一九九八年至二零零九年期間於普華永道會計師事務所（「普華永道」）廣州辦事處擔任審核經理及高級審核經理，並於二零零五年至二零零七年期間於芝加哥辦事處擔任審核經理及高級審核經理。劉先生於普華永道任職期間曾向數間名列世界500強企業及海外上市中國公司提供審核及諮詢服務。劉先生於二零一三年七月三十一日至二零一五年一月五日期間獲委任為香港聯合交易所主板上市公司朗詩綠色地產有限公司（股份代號：106）執行董事及首席財務官，並於二零一五年二月二十六日至二零一五年十月十六日獲委任為香港聯合交易所主板上市公司隆基泰和控股有限公司（股份代號：1281）獨立非執行董事。劉先生現在是愷華資本有限公司管理合夥人，為中國企業提供融資以及海外併購服務。

**馬運強**

獨立非執行董事

馬運強先生，現年四十歲，於二零一五年七月二十七日獲委任為獨立非執行董事。

馬先生自二零一零年七月至今於嘉源律師事務所執業，為註冊合夥人，並自二零一四年初擔任中國海外融資部門主管合夥人及高級合夥人。彼自二零零二年七月至二零一零年六月於通商律師事務所執業，從事證券業中國法律業務，其於二零零六年取得律師執業資格，並於二零一零年初註冊為通商律師事務所合夥人。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

Mr. Ma ran projects including the IPO project of China Resources Pharmaceutical Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 3320) which is principally engaged in the research and development, manufacturing, distribution and retail of a broad range of pharmaceutical and healthcare products, the privatization and delisting project of Hunan Nonferrous Metals Company Limited, a company formerly listed on the Hong Kong Stock Exchange (Stock Code: 2626) which was principally engaged in nonferrous metallic mineral resources mining business, IPO project of Guorui Properties Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 2329) which is principally engaged in real estate development, IPO project of Tianhe Chemicals Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1619) which is principally engaged in fluorochemical and chemical products production, IPO project of Poly Culture Group Corporation Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 3636) which is principally engaged in culture industry involving theatre management, artwork auction and investment, IPO project of Kerry Logistics Network Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 0636) which is principally engaged in logistics, IPO project of eprint Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1884) which is principally engaged in internet printing, spin-off listing in respect of Tonly Electronics Holdings Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1249) which is principally engaged in production of electronics products of TCL Multimedia Technology Holdings Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1070) which is principally engaged in production of electronics products, very substantial acquisition project of China Taiping Insurance Holdings Company Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 0966) which is principally engaged in insurance, and IPO project of China Aluminum International Engineering Corporation Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 2068) which is principally engaged in nonferrous engineering design and construction.

#### LIU QIAO

Independent Non-Executive Director

Dr. Liu Qiao, aged 50, was appointed as an independent Non-Executive Director on 27 July 2015.

Dr. Liu is Professor of Finance and Dean at the Guanghua School of Management. He is a leading authority in the area of finance in the PRC, and is recognized for his academic works in corporate finance, financial markets, and the Chinese economy.

Dr. Liu is the winner of Outstanding Youth Award of the National Science Foundation (2013), and was awarded “Li Yining Outstanding Service Award”, the highest award in the Guanghua School of Management in 2013. He is also the Ministry of Education “Changjiang Scholar” Special Term Professor. Before he joined Guanghua in late 2010, Dr. Liu taught in the Faculty of Business and Economics, University of Hong Kong, and was tenured at University of Hong Kong. Dr. Liu also worked at McKinsey & Company’s Asia-Pacific Corporate Finance and Strategy Practice from 2001 to 2003, where he advised various multinational corporations (MNCs) and leading Asian companies on issues related to corporate finance and strategies. Dr. Liu holds a Doctor of Philosophy Degree in Economics from University of California at Los Angeles (UCLA) (2000), a Master of Arts in International Finance from the Graduate School of People’s Bank of China (1993), and a Bachelor of Science in Economics and Mathematics from the Renmin University of China (1991).

馬先生曾先後主辦華潤醫藥集團有限公司(於香港聯合交易所上市, 股份代號: 3320, 主要從事研發、製造、分銷及零售種類繁多的醫藥及其他營養保健品) IPO專案、湖南有色股份有限公司(原於香港聯合交易所上市, 股份代號: 2626, 主要從事有色金屬礦業資源開採業務)私有化及退市項目、國瑞置業有限公司(於香港聯合交易所上市, 股份代號: 2329, 主要從事房地產開發業務) IPO專案、天合化工有限公司(於香港聯合交易所上市, 股份代號: 1619, 主要從事氟化學工業及化工產品生產業務) IPO專案、保利文化集團股份有限公司(於香港聯交所上市, 股份代號: 3636, 主要從事文化產業, 包括劇院管理、藝術品拍賣及投資等業務) IPO專案、嘉里物流聯網有限公司(於香港聯合交易所上市, 股份代號: 0636, 主要從事物流業務) IPO專案、eprint集團有限公司(於香港聯交所上市, 股份代號: 1884, 主要從事互聯網列印服務業務) IPO專案、分拆通力電子控股有限公司(於香港聯合交易所上市, 股份代號: 1249, 主要從事TCL多媒體科技控股有限公司(於香港聯合交易所上市, 股份代號: 1070, 主要從事電子產品生產業務)電子產品生產業務)上市專案、中國太平保險控股有限公司(於香港聯合交易所上市, 股份代號: 0966, 主要從事保險業務)非常重大收購專案及中鋁國際工程股份有限公司(於香港聯合交易所上市, 股份代號: 2068, 主要從事有色金屬工程設計及施工業務) IPO專案等。

#### 劉俏

獨立非執行董事

劉俏博士, 現年五十歲, 於二零一五年七月二十七日獲委任為獨立非執行董事。

劉博士為北大光華管理學院金融學教授及院長。彼為中國金融領域的權威, 其有關企業融資、金融市場及中國經濟的學術著作廣為人知。

劉博士為國家自然科學基金傑出青年獎(二零一三年)的得獎者, 並於二零一三年獲頒北大光華管理學院最高榮譽「Li Yining Outstanding Service Award」。彼亦為教育部「長江學者」特聘教授。劉博士於二零一零年底加入光華前, 於香港大學經濟及工商管理學院任教, 於香港大學擁有終身教職。劉博士亦由二零零一年至二零零三年於麥肯錫亞洲企業金融及戰略部門任職, 任內彼為不同跨國公司(跨國公司)及亞洲領先企業就有關企業財務及戰略問題提供意見。劉博士擁有加州大學洛杉磯分校(UCLA)(二零零零年)經濟學博士學位、中國人民銀行研究生部(一九九三年)國際金融碩士學位及中國人民大學(一九九一年)經濟應用數學學士學位。

Dr. Liu's primary academic research interests are in corporate finance, empirical asset pricing models, financial markets, and Chinese economy. He has published dozens of articles at leading academic journals including Journal of Financial Economics, Journal of Financial and Quantitative Analysis, Journal of Accounting Research, Management Science, Economic Journal, Journal of Corporate Finance, Journal of Accounting, Auditing, and Finance, Financial Analysts Journal, etc. He has co-edited a book on the Asian debt capital markets – "Asia's debt capital markets: prospects and strategies for development" (Springer, 2006). His co-authored book titled "Finance in Asia: Institutions, Regulation and Policy" (with Paul Lejot and Douglas Arner) was released by Routledge in March 2013. Dr. Liu is the author of the Chinese bestseller "Big to Brilliant: the Second Long March of Corporate China." and "Big to Brilliant 2.0: Reconstructing the underpinnings of China's High-Quality Development" Dr. Liu is also the author of "Corporate China 2.0: The Great Shakeup" which was published by end of 2016. And his new book "The Finance We Love: Reconstruct China's Finance in the New Era" has been published in 2019. Besides academic research, Dr. Liu also writes articles for leading business newspapers and magazines. His articles and views appear in the The Economist, Financial Times, CFO Magazine, 21st Century Business Herald, Caijing Magazine, New Fortune, The Asian Wall Street Journal and South China Morning Post.

Dr. Liu has extensive business experiences. Over the past ten years, he has conducted numerous consulting projects for leading Chinese firms and MNCs including PetroChina, Minsheng Bank, Mercedes Benz (China), Shenzhen Stock Exchange, among many others. Dr. Liu is the founder of Huaxinhui, a platform focusing on advising China's local governments on financing issues. He pioneers the practice of compiling balance sheets of local governments, and providing China's local governments with market-based credit ratings. He is a strong advocate of including local government credit rating as one major key performance indicator to cope with China's fast growing local government debts.

Dr. Liu is an independent non-executive director of both CSC Financial Co. Ltd. (stock code: 6066) since 20 August 2016 and China Merchants Bank Co. Ltd. (stock code: 3968) since 30 November 2018, the shares of both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited, and an independent non-executive director of Beijing Capital Co. Ltd., a listed company on Shanghai Stock Exchange (stock code: 600008).

劉博士主要學術研究方向為企業融資、實證資產定價模型、金融市場及中國經濟。他曾於權威學術期刊發表數十篇文章，包括《金融經濟學期刊》、《金融與數量分析期刊》、《會計研究期刊》、《管理科學》、《經濟學期刊》、《企業金融》、《會計、審計和金融學期刊》、《金融分析師期刊》等。彼合作編撰關於亞洲債券市場書籍《Asia's debt capital markets: prospects and strategies for development》(Springer 出版，二零零六)。彼所合作編撰的書籍《Finance in Asia: Institutions, Regulation and Policy》(與 Paul Lejot 和 Douglas Arner 合著)由 Routledge 於二零一三年三月推出。劉博士為中國暢銷書《從大到偉大—中國企業的第二大長征》及《從大到偉大 2.0：重塑中國高質量發展的微觀基礎》的作者。劉博士亦於二零一六年年年底出版英文專著《Corporate China 2.0: The Great Shakeup》。劉博士新作品《我們熱愛的金融：重塑我們這個時代的中國金融》已於二零一九年出版。除學術研究外，劉博士亦為領先商業報紙及雜誌撰寫文章。其文章及觀點載於《經濟學人》、《金融時報》、《首席財務官》、《21世紀經濟報導》、《財經雜誌》(Caijing Magazine)、《新財富》、《亞洲華爾街日報》及南華早報。

劉博士擁有豐富商業經驗。於過去十年，彼為領先的中國公司及跨國公司進行多次諮詢項目，其中包括 PetroChina、民生銀行、Mercedes Benz (China) 及深圳證券交易所。劉博士為專注為中國地方政府融資問題提供諮詢的平台 Huaxinhui 的創辦人。彼開拓編纂地方政府資產負債表的慣例，為中國地方政府提供以市場為基礎的信用評級。彼堅定倡導包括地方政府信用評級作主要關鍵績效指標以應對快速增長的中國地方政府債務。

劉博士自二零一六年八月二十日起出任中信建投證券股份有限公司(股份代號：6066)和自二零一八年十一月三十日起出任招商銀行股份有限公司(股份代號：3968)的獨立非執行董事，該等公司股份均於聯交所主板上市，以及現時出任上海證券交易所上市公司北京首創股份有限公司(股份代號：600008)的獨立非執行董事。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

**Mr. Kwok Pak Shing (Alex)**, aged 35, joined the Company in July 2018. Since 20 November 2018, Mr. Kwok is appointed as the Chief Financial Officer and a Joint Company Secretary of the Company. Mr. Kwok is responsible for the Group's strategic planning, corporate finance activities, oversight of financial reporting and investor relations.

Mr. Kwok has over 13 years of experience in accounting, auditing, financial management and corporate governance matters. Prior to joining the Company, Mr. Kwok worked as a manager at a reputable international accounting firm, and as the company secretary and financial controller in two listed companies in Hong Kong. Mr. Kwok is a member of the Hong Kong Institute of Certified Public Accountants and graduated from The Hong Kong Polytechnic University in 2006 with a degree of bachelor of arts in business studies.

Mr. Kwok is an independent non-executive director of Starrise Media Holdings Limited (Stock code: 1616) since 27 March 2020, the shares of which is listed on the Main Board of the Hong Kong Stock Exchange.

**Mr. Yuen Ping Man (Dickman)**, aged 56, is a joint Company Secretary and the Chief Operating Officer (Hong Kong) responsible for the Group's corporate secretarial functions and business operations.

Mr. Yuen has over 20 years of managerial experience in corporate secretarial, business development, human resources and general administration. Mr. Yuen was previously the chief operating officer of Xpress Finance Limited ("Xpress Finance"), a non-wholly owned subsidiary of the Company responsible for compliance, human resource, operations, sales and marketing, customer service and general administration of Xpress Finance. Prior to joining Xpress Finance in June 1997, Mr. Yuen worked in two listed groups and a financial institution in managerial position.

Mr. Yuen is a fellow member of the Chartered Governance Institute (U.K.), the Hong Kong Institute of Chartered Secretaries and Society of Registered Financial Planners, a senior member of The Hong Kong Institute of Marketing, a professional member of the Hong Kong Institute of Human Resource Management, a member of the Hong Kong Securities and Investment Institute, the Chartered Institute of Marketing (U.K.) and the Hong Kong Institute of Purchasing & Supply.

Mr. Yuen holds a Master's Degree in Business Administration and is also a certified risk planner.

**Ms. Leung Ka Ying (Priscilla)**, aged 33, joined the Company in April 2016 as Financial Controller and is responsible for overseeing the Group's financial reporting and financial management functions. Ms. Leung obtained her bachelor's degree in Business Administration in Professional Accountancy from the Chinese University of Hong Kong in 2008. She is a member of the Hong Kong Institute of Certified Public Accountants with over 12 years of experience in accounting, auditing and financial management. Prior to joining the Company, Ms. Leung worked as a manager in PricewaterhouseCoopers and finance manager of a Hong Kong listed group.

**郭柏成先生**，三十五歲，於二零一八年七月加入本公司，自二零一八年十一月二十日起獲委任為本公司首席財務總監及聯席公司秘書。郭先生負責本集團的策略統籌、企業融資活動、監督財務報告及投資者關係。

郭先生於會計、審計、財務管理及企業管治事宜方面擁有逾十三年經驗。加入本公司前，郭先生曾於一家知名國際會計師事務所任職經理及兩家於香港上市的企業任職公司秘書及財務總監。郭先生為香港會計師公會會員。郭先生畢業於香港理工大學，彼於二零零六年取得文學士學位主修商業。

郭先生自二零二零年三月二十七日起出任星宏傳媒控股有限公司(股份代號：1616)的獨立非執行董事，該公司股份於香港交易所主版上市。

**源秉民先生**，現年五十六歲，為本集團之聯席公司秘書及首席營運總監(香港)，負責本集團之公司秘書事務及業務運作。

源先生積逾二十年之公司秘書、業務發展、人力資源及一般行政事務之管理經驗。源先生先為本公司非全資附屬公司匯誠財務有限公司(「匯誠財務」)之營運總裁，負責匯誠財務之監察、人力資源、營運、市務及銷售、客戶服務及一般行政事務。於一九九七年六月加入匯誠財務前，源先生於兩間上市集團及一間財務機構任職管理層。

源先生為英國特許公司治理公會、香港特許秘書公會及註冊財務策劃師協會之資深會員、香港市務學會之高級會員、香港人力資源管理學會之專業會員、香港證券及投資學會、英國特許市務學會及香港物資採購與供銷學會會員。

源先生擁有工商管理碩士學位及亦為核准風險評估策劃師。

**梁家凝小姐**，三十三歲，於二零一六年四月加入本公司為財務總監，負責本集團之財務報告及財務管理職能。梁小姐在二零零八年取得香港中文大學工商管理專業會計學之學士學位。彼為香港會計師公會會員，並於會計、審計及財務管理方面擁有逾十二年經驗。於加入本公司前，梁小姐曾於羅兵咸永道會計師事務所擔任經理及一家香港上市集團任職財務經理。

## United States Management

**Mr. Jeffrey Busch**, aged 62, is the Chief Executive Officer of the Group's 85%-owned U.S. subsidiary, IA Group, and oversees all of IA Group's REIT management and real estate activities in the U.S.. Mr. Busch is also Chairman, President and the Chief Executive Officer of GMR, a company listed on the New York Stock Exchange (NYSE: GMRE).

Mr. Busch has more than two decades of real estate experience as a developer, manager and investor, and has held senior positions representing the U.S. government – he was appointed by two U.S. Presidents to serve in senior administration capacities, including Assistant Secretary of the U.S. Housing and Urban Development (“HUD”) agency, and as U.S. Ambassador to the United Nations in Geneva, Switzerland. At HUD, Mr. Busch oversaw an annual budget of over US\$3 billion used to develop housing and commercial real estate.

As a principal investor, Mr. Busch has developed properties valued at hundreds of millions of U.S. dollars in various real estate asset classes, including large-scale residential, commercial, hospitality, and retail projects.

Mr. Busch is a graduate of the New York University Stern School of Business, holds a Master of Public Administration from New York University, and also a Doctor of Jurist Prudence from Emory University.

**Mr. Robert J. Kiernan**, aged 53, is the Chief Financial Officer of IA Group and GMR. Mr. Kiernan is a financial executive with 30 years of successful experience in financial accounting, reporting and management. He joined IA Group and GMR in August 2017 as its Chief Financial Officer. Mr. Kiernan's experience includes initial and secondary public offerings, business combinations, quarterly, annual and other filings with the United States Securities and Exchange Commission (“SEC”), and compliance with Sarbanes-Oxley internal control requirements. His extensive management and accounting experience has focused on the financial services industry, including broker dealers, mortgage REITs, and investment funds.

Prior to becoming IA Group's and GMR's Chief Financial Officer, Mr. Kiernan served as the Senior Vice President, Controller and Chief Accounting Officer of FBR & Co. (“FBR”, NASDAQ: FBRC) commencing in October 2007. Prior to joining FBR, Mr. Kiernan served as the Senior Vice President, Controller and Chief Accounting Officer of Arlington Asset Investment Corp. (“Arlington Asset”, NYSE: AI) commencing in April 2003. Prior to joining Arlington Asset, Mr. Kiernan was a senior manager in the assurance practice at Ernst & Young.

Mr. Kiernan holds a Bachelor of Science in Accounting, Mount St. Mary's University, Cum Laude (1987) and is a member of the American Institute of Certified Public Accountants.

## 美國管理層

**Jeffrey Busch**先生，現年六十二歲，為本集團擁有85%控股權之美國附屬公司IA Group之行政總裁，監管IA Group於美國之所有房地產投資信託管理及房地產活動。Busch先生亦為於紐約證券交易所上市的GMR，(NYSE股份代號：GMRE)之主席、總裁及行政總裁。

作為開發商、經理人及投資者，Busch先生積逾二十年房地產經驗，代表美國政府身兼多個要職－彼曾獲兩任美國總統委任，以高級管理身份出任，包括美國住房及城市發展(「住房及城市發展」)部之助理部長及美國駐瑞士日內瓦聯合國大使。於住房及城市發展，Busch先生監管用於開發住宅及商業房地產之年度預算逾30億美元。

作為主要投資者，Busch先生已開發價值億萬美元之各房地產資產類別物業，包括大型住宅、商業、酒店及零售項目。

Busch先生畢業於紐約大學斯特恩商學院(New York University Stern School of Business)，持有紐約大學公共管理碩士學位，並持有埃默里大學(Emory University)法律哲學博士學位。

**Robert J. Kiernan**先生，53歲，為IA Group及GMR之首席財務總監。Kiernan先生為財務主管，於財務會計、申報及管理方面擁有三十年成功經驗。彼於二零一七年八月加入IA Group及GMR，擔任其首席財務總監。Kiernan先生之經驗包括多個範疇：首次及第二市場公開發售、業務合併、向美國證券交易委員會進行季度、年度及其他備案程序以及遵守沙賓法案之內部監控規定。彼在金融服務業(包括經紀交易公司、按揭房地產投資信託及投資基金)擁有豐富之管理及會計經驗。

於成為IA Group及GMR之首席財務總監前，Kiernan先生曾自二零零七年十月起擔任FBR & Co.(「FBR」，納斯達克交易代號：FBRC)之高級副總裁、財務總監及首席會計師。於加入FBR前，Kiernan先生曾自二零零三年四月起擔任Arlington Asset Investment Corp.(「Arlington Asset」，紐約證券交易所交易代號：AI)之高級副總裁、財務總監及首席會計師。於加入Arlington Asset前，Kiernan先生曾於安永會計師事務所從事審計工作，擔任高級經理。

Kiernan先生持有聖瑪麗山大學頒發之會計學榮譽理學士學位(一九八七年)，並為美國會計師公會之會員。



## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

**Mr. Alfonso Leon**, aged 44, is the Chief Investment Officer of IA Group, the external advisor to GMR and is responsible for investment strategy, acquisition execution and deal sourcing.

Mr. Leon is a real estate finance executive with over 20 years of acquisition and capital markets experience with approximately 150 completed transactions on behalf of institutional investors valued at US\$3.5 billion. Prior to joining IA Group in 2014, Mr. Leon was a Senior Vice President with Cain Brothers & Company, a boutique health care investment banking firm based out of New York and San Francisco, within their real estate M&A and capital markets group. Mr. Leon joined Cain Brothers in 2005 and worked with leading clients across the health care spectrum including several health systems, multi-specialty physician groups, senior housing operators, NYSE listed and non-traded REITs, health care developers, and private equity investors. Prior to Cain Brothers, Mr. Leon was a real estate underwriter with LaSalle Investment Management, a wholly owned subsidiary of Jones Lang LaSalle (NYSE: JLL) within its North American acquisition group. Mr. Leon joined LaSalle in 2000 and was responsible for acquiring multi-family, office, medical office, and industrial property on behalf of institutional investors which included the nation's largest pension funds, college endowments and sovereign wealth funds.

Mr. Leon is an expert in transaction structuring, capital raising, executing commercial real estate acquisitions and M&A for transactions ranging in size from US\$5 million to US\$500 million. Mr. Leon's asset expertise within the health care sector includes medical office, outpatient facilities, surgical facilities, post-acute facilities, senior housing, and hospitals.

Mr. Leon received his Master's degree in real estate finance from The Massachusetts Institutes of Technology and his B.S. in Architecture from The University of Virginia.

**Alfonzo Leon先生**，現年四十四歲，為IA Group之首席投資總監及GMR的外部顧問，負責投資策略、收購執行、交易發掘及投資者關係。

Leon先生為房地產金融行政人員，於收購及資本市場方面擁有二十年經驗，代表價值35億美元之機構投資者完成近一百五十項交易。加入IA Group前，Leon先生為Cain Brothers & Company（一間位於紐約及三藩市之精品保健投資銀行公司）之高級副總裁，任職於該公司之房地產併購及資本市場團隊。Leon先生於二零零五年加入Cain Brothers，與保健領域的眾多領先客戶合作，包括多個保健系統、多方面專業的醫師團體、護理院營運商、紐約證券交易所上市之房地產投資信託及非市場交易私人之房地產投資信託、保健開發商及私募基金投資等。加入Cain Brothers前，Leon先生為LaSalle Investment Management（為Jones Lang LaSalle (NYSE: JLL)全資附屬公司）之房地產投資聯繫人，任職於該公司之北美收購團隊。Leon先生於二零零零年加入LaSalle，代表機構投資者（包括全國最大的養老基金及大學捐贈基金及主權財富基金）從事收購多戶型、辦公室、醫療辦公室及工業物業。

Leon先生為介乎五百萬美元至五億美元之交易構建、籌集資金、執行商業房產收購及併購等交易的專家。Leon先生於保健行業之物業類型專業知識包括醫療辦公室、門診設施、外科手術設施、急性病治療後設施、高級住宅及醫院。

Leon先生取得麻省理工學院房地產金融學碩士學位及弗吉尼亞大學建築學學士學位。

# REPORT OF THE DIRECTORS

## 董事會報告書

The Directors present their annual report together with the audited consolidated financial statements of the Group for the Year.

### CHANGE OF COMPANY NAME

By a special resolution passed at the extraordinary general meeting of the Company held on 12 June 2019, it was resolved that the Company's name be changed from "ZH International Holdings Limited 正恒國際控股有限公司" to "Zensun Enterprises Limited 正商實業有限公司" effective on 8 July 2019, the date on which the certificate of change of name was issued by the Registrar of Companies in Hong Kong.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and together with its subsidiaries engages in property development, property investment and management, project management and sales services and securities trading and investment. The activities and particulars of the Company's principal subsidiaries are set out in note 43 to the consolidated financial statements.

An analysis of the Group's revenue and results by principal operating segments for the year is set out in the note 4 to the consolidated financial statements.

### RESULTS

The results of the Group for the Year are set out in the consolidated statement of profit or loss on page 79.

### BUSINESS REVIEW

The Company was founded in 1965, with business focus on property development, property investment and management, project management and sales services and securities trading and investment in Hong Kong, the PRC and overseas.

A detailed business review for the Year, including further discussions of important events occurred since the end of the financial year, likely future development of the Group's business and financial performance review with financial key performance indicators, are set out in "Chairman's Message" on pages 4 to 8, "Management Discussion and Analysis" on pages 24 to 32, "Financial Summary" on page 187, note 35 to the consolidated financial statements, respectively. These discussions form part of this report.

The Company will issue separately an Environmental, Social and Governance Report under Environmental, Social and Governance Reporting Guide as specified in Appendix 27 of the Listing Rules.

#### Principal risks and uncertainties

Under our current risk management and internal control system, regular review of the principal risks and uncertainties that may affect the Group's financial condition, results of operations, business and prospects are maintained. There may be other risks and uncertainties further to the following key risk areas and uncertainties currently identified by the Group.

The Group's performance on businesses of property development in the PRC and property investment and/or management on AHR and GMR in the U.S. are susceptible to the macro-economic and industrial government policies and controls in the PRC and the U.S.. Any changes of these policies may penetrate into the overall national economic conditions, and influence changes in consumer confidence, consumption spending and preferences in property market in the PRC and also medical and healthcare services in the U.S..

本公司董事謹此提呈本集團本年度之年報及經審核綜合財務報表。

### 更改公司名稱

於二零一九年六月十二日舉行的本公司股東特別大會通過一項特別決議案，議決本公司名稱由「ZH International Holdings Limited 正恒國際控股有限公司」更改為「Zensun Enterprises Limited 正商實業有限公司」，自香港公司註冊處發出公司更改名稱證明書之日二零一九年七月八日起生效。

### 主要業務

本公司乃投資控股公司連同其附屬公司主要從事物業發展、物業投資及管理、項目管理及銷售服務及證券買賣及投資。本公司主要附屬公司之業務及詳情載於綜合財務報表附註43。

本集團於本年度主要經營分部之收益及業績分析載於綜合財務報表附註4。

### 業績

本集團於本年度之業績載於第79頁之綜合損益賬。

### 業務回顧

本公司於一九六五年成立，專注於香港、中國及海外物業開發、物業投資及管理、項目管理及銷售服務以及證券買賣及投資。

本年度的詳細業務回顧包括本集團所面臨的主要風險及不明朗因素的進一步討論、自財政年度末以來發生的重大事項、本集團業務的可能未來發展及列有主要財務表現指標的財務表現回顧，分別載於第4至8頁「主席致詞」、第24至32頁「管理層討論及分析」、第187頁「財務概要」及綜合財務報表附註35。該等討論為本報告的組成部分。

本公司將根據上市規則附錄二十七的《環境、社會及管治報告指引》發佈一份獨立的環境、社會及管治報告。

#### 主要風險及不明朗因素

在我們現行的風險管理及內部監控系統下，本集團對可能有影響其財務狀況、經營業績、業務及前景的主要風險及不明朗因素維持作出定期審視。除本集團認為之以下主要風險及不明朗因素外，可能會有其他風險及不確定性。

本集團於中國之物業發展及於美國AHR及GMR之物業投資及／或管理業務表現，容易受到中國及美國實施的宏觀經濟及行業政府政策及調控所影響。任何相關政策之轉變都可能滲透整體國家經濟狀況，引致在中國房地產市場以及美國醫療保健服務市場出現消費者信心、及消費支出及意向之轉變。

## REPORT OF THE DIRECTORS

### 董事會報告書

The Group's operation is also subject to certain risk factors pertaining to businesses of property development in the PRC, property investment and management in the U.S. and other regions. Lack of availability of potential land resources in the PRC, shortage of construction materials, equipment and skilled labour, default on the part of our customers, construction contractors, business partners and tenants, adverse weather conditions, other unexpected inadequacies or failure of internal process or other external factors may have various levels of risk on the Group's operations.

The Group's financial risks and management are set out in note 35 to the consolidated financial statements.

In response to these possible risks and uncertainties, the Group continues to implement a series of internal control and strategies to adapt itself to cope with the possible risks and changes. The Group also develops and reviews strategies, policies and guidelines on risk control which enable the Group to monitor closely and formulate business strategies to respond to risk promptly and effectively. The Group also actively proposes measures to minimise any potential business impact on the Group from these possible risks and uncertainties.

#### Key stakeholder relationships

To build a solid foundation for the Group's sustainable development, the Group recognise its employees, customers and business partners being the key stakeholders and maintain a continuous dialogue with them. The Group is dedicated to establish a close and supporting relationship with its employees, provide quality products and services to customers and strengthen all kinds of cooperation with its business partners.

The Company provides a healthy and safe workplace, career development opportunities and competitive remuneration and benefits to employees on their qualifications in accordance with industry practise in the geographical locations in which they are located. To treasure its loyal and industrious staff members and improve their performance at their positions, different forms of rewards and compensation including salaries, provident fund, bonus, insurance coverage, or share options, etc, will be considered and reviewed on annual basis based on performance appraisals for eligible employees.

Maintaining close relationship with its customers as well as tenants are paramount to the long-term success for the Group. Interacting channels with customers and tenants are established to identify and respond to the dynamic market needs proactively, improve the quality of products and services to adhere to customers' needs and preference timely. In a long run, it fosters customer to enhance brand recognition on the Group with a trust-worthy basis.

The Group is also committed to develop fair and co-operating business partnership with suppliers and contractors to ensure stability of the Group's operation. Through a series of standardised procurement process including the tendering procedures, cost and quality of the procurement supply of the Group are able to be monitored, assessed and evaluated reasonably. The Group continuously upholds an effective communication with suppliers to deliver quality products and services to customers for the long-term sustainability.

#### Compliance with laws and regulations

As far as the Company is aware of, the Group has complied with applicable laws and regulations promulgated by the relevant regulatory bodies which are significant to the operations of the Group.

本集團的營運亦面對多項與中國之物業發展、於美國及其他地區之物業投資及管理相關業務的風險因素。於中國缺乏具潛力的土地資源、建築材料、設施及具技術員工之短缺、部分買家、工程承建商、商業伙伴及租戶出現違約、惡劣天氣情況、及其他意外發生內部程序不足或失誤以及其他外部因素均可能對本集團的營運造成各種風險。

本集團的財務風險及其管理載於綜合財務報表附註35。

為應對該等潛在風險及不明朗因素，本集團持續實際一系列內部監控政策及策略使其可應對每項潛在風險及不明朗因素。本集團亦制定及審閱對風險控制之策略、政策及指引，令本集團能夠密切監察並有效及迅速地制定應對風險之商業策略。本集團亦積極建議解決方案，減低因該等潛在風險及不明朗因素對本集團的任何潛在業務影響。

#### 主要利益相關人士關係

為就本集團可持續發展建立堅實基礎，本集團確認，其僱員、客戶及業務夥伴為主要利益相關人士，並與彼等保持持續緊密聯繫。本集團致力於與僱員建立緊密及相互支持的關係，為客戶提供高質量產品及服務，並加強與業務夥伴的全方位的合作關係。

本公司為員工提供健康安全的工作環境、事業發展機會及根據彼等所在的地理區域的行業慣例就其資質而言具競爭力的薪酬及福利。為珍惜忠誠及勤奮的員工及提升彼等於工作崗位的表現，本公司將考慮為合資格僱員提供不同形式的回報及薪酬，其包括薪金、公積金、花紅、保險保障或購股權等，並根據彼等的表現評估進行年度審閱。

與客戶及租客維持緊密關係對本集團的長期成功至關重要。與客戶及租客建立互動渠道以識別及主動應對動態市場需求，提升產品及服務質量以及時跟隨客戶的需求及愛好。長期以來，其有助增強客戶對本集團的品牌認知及信賴。

本集團亦致力於與供應商及承包商發展公平的業務合作關係，以確保本集團營運的穩定性。透過一系列標準化採購流程，包括招標程序，本集團的採購供應的成本及質量可被合理監控、評估及評核。本集團繼續堅持與供應商進行有效溝通，從而為長期可持續發展向客戶交付高質量產品及服務。

#### 遵守法律及法規

據本公司所知，本集團已遵守相關監管機構制定的對本集團的營運而言屬重大的適用法律及法規。

## Environmental policy

The Group is committed to the long-term sustainability of businesses and communities with which it engages. We pursue this business approach by managing our business prudently and executing management decisions with due care and attention to balance the sustainable business growth and environmental protection.

The Group endeavors to make improvements by promoting environmental friendly policies in the Group's operations and increasing the employee's awareness over environmental protection. By means of advocating eco-friendly and reusable materials, paper-recycling and energy saving measures on office equipment and appliances, it helps enhance efficient use of resources, energy efficiency and reduction of waste.

The Group is committed to act in an environmentally responsible manner to review its environmental protection policies and activities from time to time for implementation of any further measures and practices on environmental protection in the business operation.

## MAJOR PROPERTIES

Particulars of the major properties of the Group at 31 December 2019 are set out in "Hong Kong and Overseas Property Portfolio" on page 9, "Property Development in the PRC and Project Summary" on pages 10 to 20 and "Particulars of Major Investment Properties" on page 188.

Details of movements in the property, plant and equipment and investment properties of the Group during the Year are set out in notes 14 and 15 respectively to the consolidated financial statements.

The Group's investment properties were revalued at the year end date. The revaluation resulted in an increase in fair value of approximately RMB2.25 million which has been credited to the consolidated statement of profit or loss.

## SHARE CAPITAL

During the Year, the Company issued new ordinary share by way of subscription and increased the number of issued shares. Details of the subscription and the movement in the share capital of the Company during the Year are set out under below section headed "Capital Raising Activities and the Use of Proceeds" and note 29 to the consolidated financial statements.

## RESERVES

Movements in reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 83.

Distributable reserves of the Company at 31 December 2019 amounted to approximately RMB209.1 million.

## CHARITABLE DONATIONS

The charitable donations made by the Group during the Year amounted to approximately RMB0.4 million.

## 環境政策

本集團致力於業務及其營運所在的社區的長期可持續發展。我們透過對可持續業務增長及環境保護的平衡保持謹慎及關注，審慎管理我們的業務及執行管理決策，以求達致可持續發展的業務模式。

本集團於其營運過程中透過推進環境友好型政策努力作出改善及不斷增強僱員的環保意識。透過倡導使用環境友好型及可多次利用材料、紙循環利用及辦公室設備及機器的節能措施等多種措施，有助於加強資源有效使用、能源效率及減少浪費。

本集團致力於以環保負責任的方式行事，於業務營運中實施任何進一步環保措施及實踐時不時檢討其環保政策及活動。

## 主要物業

本集團於二零一九年十二月三十一日持有之主要物業詳情載於第9頁「香港及海外物業組合」、第10至20頁「在中國之物業發展及項目概要」及第188頁「主要投資物業概要」。

本集團的物業、廠房及設備以及投資物業於年內的變動詳情分別載於綜合財務報表附註14及15。

本集團的投資物業已於年結日重估。因重估產生的公平值增加淨值約人民幣2,250,000元已列入綜合損益賬。

## 股本

本年度本公司以認購方式發行新普通股股份並增加已發行股份數目。有關認購事項及於本年度本公司之股本變動詳情載於「資本籌集活動及集資所得款項用途」以下一節及綜合財務報表附註29。

## 儲備

本集團於本年度之儲備變動情況載於第83頁之綜合權益變動表。

本公司於二零一九年十二月三十一日可供分派儲備約人民幣209,100,000元。

## 慈善捐獻

本年度內本集團慈善捐獻合共約人民幣400,000元。

# REPORT OF THE DIRECTORS

## 董事會報告書

### PRE-EMPTIVE RIGHTS

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

### FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 187.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company had not redeemed any of its listed securities during the Year. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the Year.

### CAPITAL RAISING ACTIVITIES AND THE USE OF PROCEEDS

On 2 May 2019, the Company entered into a subscription agreement with Joy Town Inc., a controlling shareholder of the Company as subscriber, pursuant to which the subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 4,117,879,979 subscription shares at the subscription price of HK\$0.38 per subscription share under the specific mandate. The share subscription was completed on 15 August 2019 and the subscription shares represented approximately 40.00% of the then of issued share capital of the Company as enlarged by the allotment and issuance of the subscription shares.

The subscription proceeds, after deducting the related issuance expenses, amounted to approximately RMB1,426.6 million and were applied during the Year in accordance with the intended manner as set out in the Company's circular dated 23 May 2019, as follow:

		Intended amount applied 擬定應用金額 RMB'000 人民幣千元	Actual amount utilised 實際使用金額 RMB'000 人民幣千元
Subscription proceeds were applied for:	認購所得款項以下列方式應用：		
(i) 40% on construction payment for two ongoing property projects under development	(i) 40%擬用於兩個現行在建物業項目之建設費用	570,633	570,633
(ii) 40% on repayment of bank loans	(ii) 40%擬用於償還銀行貸款	570,633	570,633
(iii) 10% on acquisition of land use rights through listing for sale process at public auctions in the PRC	(iii) 10%擬用於中國公開拍賣掛牌出售程序取得之土地使用權之收購成本	142,659	142,659
(iv) 10% on general working capital (including administrative expenses, sales and marketing expenses and preliminary project planning cost)	(iv) 10%擬用於本集團之一般營運資金(包括行政開支銷售及市場推廣開支以及項目前期規劃成本)	142,658	142,658
		1,426,583	1,426,583

As at 31 December 2019, the entire net proceeds from the subscription have been fully utilised towards the Group's intended use of proceeds on the above manner.

### 優先購買權

本公司組織章程細則或香港法例概無有關優先購買權之條文，致使本公司須按比例向現有本公司之股東發售新股份。

### 財務概要

本集團過去五個財政年度之業績及資產及負債概要載於第187頁。

### 購買、出售或贖回上市證券

本公司於本年度內概無贖回任何上市證券。本公司及其任何附屬公司於本年度內概無購買或出售本公司任何上市證券。

### 資本籌集活動及集資所得款項用途

本公司與本公司之控股股東Joy Town Inc.(作為認購人)訂立認購協議，據此，根據特別授權，認購人已有條件同意認購及本公司已有條件同意按認購價每股認購股份0.38港元配發及發行4,117,879,979股認購股份。股份認購已於二零一九年八月十五日完成，及認購股份佔本公司當時經配發及發行認購股份擴大的已發行股本約40.00%。

認購所得款項(於扣除相關發行費用後)約人民幣1,426,600,000元，並於本年度已根據本公司於二零一九年五月二十三日之通函上所訂明之擬定用途如以下列方式應用：

於二零一九年十二月三十一日，全部認購事項所得款項淨額已悉數用於上述本集團所得款項擬定用途。

## DEBT SECURITIES ISSUED DURING THE YEAR

On 28 January 2019, the Company completed the issuance of bonds at a principal amount of US\$100 million carrying interest of 8.0% per annum due on 22 January 2020 in accordance with the terms and conditions of the subscription agreement. The bonds were unsecured but guaranteed by related companies, which are ultimately controlled by Ms. Huang. The bonds proceeds had been fully utilised as intended for general corporate purposes of the Group. Details of the bonds issuance are set out in the Company's announcements dated 22 and 28 January 2019.

On 3 October 2019, the Company issued senior notes at a principal amount of US\$220 million carrying interest of 12.8% per annum due on 3 October 2021 in accordance with the terms and conditions of the subscription agreement ("2019 Original Notes"). Subsequently on 20 December 2019, the Company issued additional senior notes at a principal amount of US\$120 million under the same terms and conditions of the subscription agreement of 2019 Original Notes. The additional senior notes are consolidated with the 2019 Original Notes and form a single series at an aggregated principal amount of US\$340 million carrying interest of 12.8% per annum due on 3 October 2021. The US\$340 million senior notes are listed and traded in the Stock Exchange of Hong Kong. The senior notes were unsecured but guaranteed by related companies, which are ultimately controlled by Ms. Huang. The net proceeds of the senior notes were intended to refinance existing indebtedness and for project developments and general corporate purposes. Details of the senior notes issuance are set out in the Company's announcements dated 26 September 2019, 3 October 2019, 12 December 2019 and 19 December 2019.

## DIRECTORS

### (a) Directors of the Company

The Directors during the Year and present Directors up to the date of this report are:

Executive Directors:

Zhang Jingguo (Chairman and Chief Executive Officer)

Zhang Guoqiang

Non-Executive Director:

Huang Yanping

Independent Non-Executive Directors:

Liu Da

Liu Qiao

Ma Yuntao

In accordance with Articles 78 and 79 of the Company's Articles of Association and pursuant to code provision A.4.2 of Appendix 14 of the Listing Rules, Ms. Huang and Mr. Ma Yuntao will retire by rotation at the forthcoming annual general meeting of the Company to be held on Tuesday, 9 June 2020 (the "2020 AGM") and, being eligible, will offer themselves for re-election. Details of the Directors to be re-elected at the 2020 AGM are set out in the circular to the shareholders sent together with this annual report.

The Company has received from each of the independent Non-Executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the independent Non-Executive Directors are independent.

Each of the Directors has entered into a service agreement with the Company for a term of three years which may be terminated in accordance with the terms of the service agreements.

## 於本年發行之債務證券

於二零一九年一月二十八日，本公司根據認購協議之條款與條件完成發行於二零二零年一月二十二日到期之本金額100,000,000美元債券，年息8.0厘。債券為無抵押，但由Huang女士最終控股的關連公司擔保。債券所得款項已悉數用於作本集團之一般企業用途。債券的發行詳情載於本公司分別為二零一九年一月二十二日及二零一九年一月二十八日的公告。

於二零一九年十月三日，本公司根據認購協議之條款與條件完成發行於二零二一年十月三日到期之本金額220,000,000美元優先票據，年息12.8厘（二零一九年原有票據），其後於二零一九年十二月二十日，本公司根據二零一九年原有票據認購協議之條款與條件，額外發行本金額120,000,000美元優先票據。額外發行之優先票據會與二零一九年原有票據合併並組成單一系列成為於二零二一年十月三日到期之本金額340,000,000美元優先票據，年息12.8厘。340,000,000美元優先票據於香港證券交易所上市及買賣。340,000,000美元優先票據為無抵押，但由Huang女士最終控股的關連公司擔保。優先票據所得款項淨額將用作為現有債務再融資、項目發展及一般企業用途。優先票據的發行詳情載於本公司分別為二零一九年九月二十六日、二零一九年十月三日、二零一九年十二月十二日及二零一九年十二月十九日的公告。

## 董事

### (a) 本公司董事

於本年度之董事及截至本董事會報告書日期之現任董事為：

執行董事：

張敬國 (主席及行政總裁)

張國強

非執行董事：

Huang Yanping

獨立非執行董事：

劉達

劉肖

馬運強

根據本公司組織章程細則第78及79條以及上市規則附錄十四守則條文A.4.2條，Huang女士及馬運強先生將於二零二零年六月九日（星期二）舉行之本公司應屆股東週年大會（「二零二零年股東週年大會」）上輪值告退，惟彼等合資格且願意重選連任為董事。有關於二零二零年股東週年大會上重選的董事之詳情載於隨本年度報告一併寄發予股東之通函內。

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

各董事已各自與本公司訂立了為期三年的服務協議，可根據服務合約條款終止。

## REPORT OF THE DIRECTORS

### 董事會報告書

No Director being proposed for re-election at the 2020 AGM has a service contract with the Company or any of its subsidiaries which are not determinable within one year without payment of compensation, other than normal statutory obligations.

The biographical details of the Directors and senior management of the Group are set out on pages 33 to 40.

#### (b) Directors of the Company's subsidiaries

The directors of the Company's subsidiaries during the Year and up to the date of this report are:

Bai Mengjun	
Bie Sanjiang	
Chen Peini, Connie	(resigned on 1 July 2019)
Chan Jiguo	(appointed on 29 April 2019)
Chen Weibing	
Feng Hongfeng	
Guo Wei	
Huang Yanping	
Jeffrey Busch	
Liu Zhengqiang	
Meng Yuming	
Ng Minmin	(appointed on 1 July 2019 and resigned on 1 December 2019)
Tan Shumei	(appointed on 1 December 2019)
Wang Jinhu	
Xing Zhumei	
Zhang Huiqi	
Zhang Guoqiang	
Zhang Yong	
Zhang Jingguo	
Zhao Weilin	(resigned on 29 April 2019)

#### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in notes 9, 26, 29, 31 and 40 to the consolidated financial statements, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director or any entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

#### CONTRACT OF SIGNIFICANCE

Save as disclosed in notes 26 and 40 to the consolidated financial statements in relation to the financial assistance provided by the controlling shareholder of the Company to the Group and the transactions set out under sections headed "Related Party Transactions" and "Continuing Connected Transactions" and disclosed in note 31 to the consolidated financial statements, there was no contract of significance between the Company or any of its subsidiaries, and a controlling shareholder of the Company or any of its subsidiaries at the end of the year or at any time during the Year.

概無擬於二零二零年股東週年大會上重選之董事與本公司或其任何附屬公司訂立不可於一年內毋須支付賠償(一般法定賠償除外)而可予終止之服務合約。

本集團董事及高級管理層之履歷詳情載於第33至40頁。

#### (b) 本公司附屬公司之董事

於本年度並截至本報告日期，本公司附屬公司之董事為：

白孟軍	
別三江	
陳佩霓	(於二零一九年七月一日辭任)
陳繼國	(於二零一九年四月二十九日獲委任)
陳衛兵	
馮宏鋒	
郭偉	
Huang Yanping	
Jeffrey Busch	
劉振強	
孟玉明	
Ng Minmin	(於二零一九年七月一日獲委任及於二零一九年十二月一日辭任)
Tan Shumei	(於二零一九年十二月一日獲委任)
王金虎	
行竹梅	
張惠琪	
張國強	
張勇	
張敬國	
趙維林	(於二零一九年四月二十九日辭任)

#### 董事於交易、安排或合約之權益

除於綜合財務報表附註9、26、29、31及40所披露者外，本公司、其控股公司、同系附屬公司或附屬公司概無訂立董事或任何與董事關連之實體直接或間接擁有重大權益且於年終或本年度內任何時間仍然生效之對本集團業務而言屬重要之交易、安排及合約。

#### 重大合約

除於綜合財務報表附註26及40內容有關由本公司控股股東向本集團提供之財務資助所載於「關連人士交易」一節之交易、「持續關連交易」一節之交易以及於綜合財務報表附註31之交易外，本公司或其任何附屬公司與本公司控股股東或其任何附屬公司於年終或本年度內任何時間概無訂立重大合約。

## DIRECTORS EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

Details of the remuneration of the Directors, together with those of the five highest paid employees of the Group for the Year are set out in notes 9 and 10 to the consolidated financial statements.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the ordinary shares of the Company ("Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or any interest or short positions which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or any interests and short positions which have to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 of the Listing Rules, were as follows:

### Long positions

- (i) Interest in the Shares of the Company

## 董事薪酬及五名最高薪員工

於本年度內，董事連同本集團五名最高薪員工薪酬的詳情載於綜合財務報表附註9及10。

## 董事及主要行政人員於證券之權益及淡倉

於二零一九年十二月三十一日，董事及本公司主要行政人員於本公司之普通股股份（「股份」）股份、本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所之權益及淡倉（包括彼等根據證券及期貨條例該等條文被當作或視作擁有之權益及淡倉），或根據證券及期貨條例第352條須登記於該條例所述登記冊之任何權益或淡倉，或根據上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之任何權益及淡倉如下：

### 好倉

- (i) 於本公司股份中的權益

Name of Director 董事姓名	Capacity in which interests are held 權益持有者身份	Number of Shares held 所持股份數目	Approximate percentage of the issued share capital of the Company (%) 約佔本公司已發行股本百分比
Mr. Zhang Jingguo ("Mr. Zhang") 張敬國先生（「張先生」）	Spousal interest (Note 1) 配偶權益（附註1）	7,697,492,188	74.77
Ms. Huang Huang女士	Interest of controlled corporation (Note 2) 受控制法團權益（附註2）	7,697,492,188	74.77

Notes:

- (1) Mr. Zhang (Chairman, Chief Executive Officer and Executive Director of the Company) is the spouse of Ms. Huang, under SFO, he is deemed to be interested in 7,697,492,188 Shares in which Ms. Huang is interested.
- (2) 7,697,492,188 Shares are directly held by Joy Town Inc., which is ultimately owned by a discretionary trust established by Ms. Huang Yanping as settlor and protector and Vistra Trust (Singapore) Pte Limited as trustee. Joy Town Inc. is wholly-owned by Zensun Group Limited. Zensun Group Limited is a wholly-owned subsidiary of Notable Reward Limited, which in turn is wholly-owned by Superior Glory Enterprises Limited and the entire issued share capital of Superior Glory Enterprises Limited became assets of the trust. Superior Glory Enterprises Limited, Notable Reward Limited, Zensun Group Limited and Joy Town Inc. are holding companies of the Company, each of them is an associated corporation of the Company under SFO.

附註：

- (1) 張先生（本公司主席、行政總裁兼執行董事）為Huang女士之配偶，根據證券及期貨條例，彼被視為於Huang女士擁有權益之7,697,492,188股股份中擁有權益。
- (2) 7,697,492,188股股份由Joy Town Inc.直接持有，其最終由Haung Yanping女士成立並作為委託人和保護人及由Vistra Trust (Singapore) Pte Limited作為受託人的全權信託所擁有。Joy Town Inc.由正商集團有限公司全資擁有。正商集團有限公司為Notable Reward Limited之全資附屬公司，而Notable Reward Limited由Superior Glory Enterprises Limited全資擁有，而Superior Glory Enterprises Limited全部已發行股本成為全權信託的資產。Superior Glory Enterprises Limited、Notable Reward Limited、正商集團有限公司及Joy Town Inc.均為本公司之控股公司，且各自為證券及期貨條例項下本公司之相聯法團。



# REPORT OF THE DIRECTORS

## 董事會報告書

### Long Positions

(ii) Interest in ordinary shares of associated corporations of the Company

### 好倉

(ii) 於本公司相聯法團普通股中的權益

Name of Director	Name of associated corporation	Capacity in which the interests are held	Number of share held	Approximate percentage of the issued share capital (%)
董事姓名	相關法團名稱	權益持有者身份	所持股份數目	約佔相聯法團已發行股本之百分比
Ms. Huang Huang女士	Superior Glory Enterprises Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	1	100
Ms. Huang Huang女士	Notable Reward Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	1	100
Ms. Huang Huang女士	Zensun Group Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	1	100
Ms. Huang Huang女士	Joy Town Inc.	Beneficial owner (Note) 實益擁有人(附註)	1	100

Note: 7,697,492,188 shares are directly held by Joy Town Inc., which are ultimately owned by a discretionary trust established by Ms. Huang Yanping as settlor and protector and Vistra Trust (Singapore) Pte Limited as trustee. Joy Town Inc. is wholly-owned by Zensun Group Limited. Zensun Group Limited is a wholly-owned subsidiary of Notable Reward Limited, which in turn is wholly-owned by Superior Glory Enterprises Limited and the entire issued share capital of Superior Glory Enterprises Limited became assets of the trust. Superior Glory Enterprises Limited, Notable Reward Limited, Zensun Group Limited and Joy Town Inc. are holding companies of the Company, each of them is an associated corporation of the Company under SFO. Ms. Huang is the sole director of Joy Town Inc. and Notable Reward Limited and Mr. Zhang is the sole director of Zensun Group Limited.

附註：7,697,492,188股股份由Joy Town Inc.直接持有，其最終由Haung Yanping女士成立並作為委託人和保護人及由Vistra Trust (Singapore) Pte Limited作為受託人的全權信託所擁有。Joy Town Inc.由正商集團有限公司全資擁有。正商集團有限公司為Notable Reward Limited之全資附屬公司，而Notable Reward Limited由Superior Glory Enterprises Limited全資擁有，而Superior Glory Enterprises Limited全部已發行股本成為全權信託的資產。Superior Glory Enterprises Limited、Notable Reward Limited、正商集團有限公司及Joy Town Inc.均為本公司之控股公司，且各自為證券及期貨條例項下本公司之相聯法團。Huang女士為Joy Town Inc.及Notable Reward Limited之唯一董事，而張先生為正商集團有限公司之唯一董事。

Save as disclosed, as at 31 December 2019, none of the Directors, chief executive of the Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (a) were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules.

除上文披露者外，於二零一九年十二月三十一日，於最後可行日期，董事及本公司主要行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須記入該條所述本公司登記冊之權益或淡倉；或(c)根據上市規則附錄十所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益或淡倉。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section of “Share Option Scheme”, at no time during the Year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and neither the directors nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

## MANAGEMENT CONTRACTS

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

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, revenue attributable to the largest customer of the Group accounted to approximately 0.7% of the total revenue in the year and the five largest customers of the Group accounted for less than 30% of the Group’s total revenue in the Year.

During the Year, purchases attributable to the largest supplier of the Group amounted to approximately 32.8% of the total purchases in the year and the five largest suppliers of the Group accounted for approximately 52.3% of the Group’s purchases in the Year.

Mr. Zhang Jingguo, being an Executive Director, has beneficial interest in one of the five largest suppliers disclosed above during the Year. The transactions have been detailed under the below section headed “Continuing Connected Transactions”.

Save as disclosed above, none of the Directors, their close associates or any shareholder (which to the knowledge of the Directors own more than 5.0% of the issued share capital of the Company) had an interest in these major customers or suppliers.

## RELATED PARTY TRANSACTIONS

During the Year, certain Directors and companies controlled by certain Directors entered into transactions with the Group which are disclosed in notes 26 and 40 to the consolidated financial statements. Save as disclosed in the section headed “Continuing Connected Transactions”, the Board confirmed that none of these related party transactions constitutes a discloseable connected transaction as defined under chapter 14A of the Listing Rules.

## 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.

## 購買股份或債券的安排

除「購股權計劃」一節所披露者外，本公司或其任何附屬公司於本年度內任何時間概無訂立任何安排，致使本公司董事可透過購買本公司或任何其他公司的股份或債券而獲益，亦無董事或任何彼等的配偶或十八歲以下子女擁有任何可認購本公司證券的權利，或已行使任何該等權利。

## 管理合約

於本年度內，概無訂立或訂有任何與本公司全部或任何重大業務有關之管理及行政合約。

## 主要客戶及供應商

於本年度內，來自本集團最大客戶收益佔年內總收益之約0.7%，而本集團五大客戶總收益佔本集團本年度內總收益少於30%。

於本年度內，自本集團最大供應商購買額佔年內總購買額之約32.8%，而自本集團五大供應商購買額約佔本集團本年度內購買額之52.3%。

執行董事張敬國先生於本年度內於上文披露的五大供應商之一擁有實益權益。有關交易之詳情載於下文「持續關連交易」一節。

除上文披露者外，概無董事、彼等之緊密聯繫人士或任何股東（就董事所知擁有5.0%以上本公司已發行股本）於該等主要客戶或供應商中擁有任何權益。

## 關連人士交易

於本年度內，若干董事及若干董事控制之公司與本集團訂立多項交易（於綜合財務報表附註26及40披露）。除「持續關連交易」一節所披露者外，董事會確認，概無該等關連人士交易構成上市規則第14A章所界定之須予披露關連交易。

## 持續關連交易

根據上市規則第14A章，下列交易為須受上市規則第14A章之規定規限之持續關連交易。

# REPORT OF THE DIRECTORS

## 董事會報告書

### Continuing Connected Transactions with Zensun Development Group

In 2015, a master services agreement (“Master Services Agreement”) has been entered into between the Company and Henan Zensun Corporate Development Company Limited (“Zensun Development”), pursuant to which, Zensun Development has agreed to provide, or procure members of Zensun Development, its subsidiaries and or to control the composition of a major of the board of directors/or any of its subsidiaries taken together are directly or interested so as to exercise or control 30% or more voting power (the “Zensun Development Group”) to provide construction and related ancillary services to the Group according to the definitive agreement(s) signed between Zensun Development Group and the Group from time to time. On 21 February 2017, the Company and Zensun Development entered into a supplemental agreement (the “2017 Supplemental Agreement”) to, among other matters, extend the effective term of the Master Services Agreement to 31 December 2019. On 11 October 2018, the Company entered into a supplemental agreement with Zensun Development (“2018 Supplemental Agreement”) to further amend the effective terms of the Master Services Agreement as amended by the 2017 Supplemental Agreement to be three years from 1 January 2018 and continue up to 31 December 2020. During the year of 2018, the revised annual caps for the transactions contemplated under the Master Services Agreement as amended by the 2017 Supplemental Agreement and 2018 Supplemental Agreement (the “Renewed 2018 Master Services Agreement”) for each of the financial years ended/ending 31 December 2018, 2019 and 2020 have been approved to be RMB1,133 million, RMB2,404 million and RMB1,534 million, respectively.

As Zensun Development is owned as to 90%, 9% and 1% by Beijing Xiangcheng Investment Co., Ltd. (“Xiangcheng Investment”), Ms. Zhang Huiqi (“Ms. Zhang”) and Mr. Zhang, respectively. Xiangcheng Investment is owned as to 98% by Ms. Zhang and Ms. Zhang is the daughter of Mr. Zhang and Ms. Huang, the Executive Director and Non-Executive Director of the Company. Zensun Development is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions constitute continuing connected transactions of the Company under the Listing Rules.

During the Year, the annual cap (the “2019 Annual Cap”) approved for the continuing connected transactions between the Group and Zensun Development Group under the Renewed 2018 Master Services Agreement was RMB2,404 million and the actual transacted amounts were approximately RMB2,052.5 million which did not exceed the 2019 Annual Cap.

### Continuing Connected Transactions with Ever Diamond Group

On 4 November 2019, the Management and Sales Services Framework Agreement (“Framework Agreement”) has been entered into between the Company and Ever Diamond Global Company Limited (“Ever Diamond”, together with its subsidiaries, the “Ever Diamond Group”), pursuant to which, the Ever Diamond Group appointed the Group as its service provider to provide the management services and the sales services to the Ever Diamond Group during the period from the effective date of the Framework Agreement up to and including 31 December 2021 and the annual caps for each of the three financial years ended/ending 31 December 2019, 2020 and 2021 are RMB220 million, RMB310 million and RMB200 million, respectively. Relevant members of the Ever Diamond Group may from time to time enter into individual agreement(s) with members of the Group in relation to the provision of the management services and sales services, subject to the terms and conditions of the Framework Agreement. The Framework Agreement and the annual caps mentioned above were approved by the independent shareholders of the Company in the extraordinary general meeting of the Company held on 20 December 2019. For the details of the terms of the Framework Agreement, please refer to the Company’s circular dated 3 December 2019.

### 與正商發展集團之持續關連交易

於二零一五年，本公司與河南正商企業發展有限責任公司（「正商發展」）簽訂主服務協議（「主服務協議」），據此正商發展已同意或促使正商發展、其附屬公司及／或合共直接或擁有權益致使可行使或控制行使30%或以上表決權之任何其他附屬公司（「正商發展集團」）根據正商發展集團與本集團不時簽訂之正式協議為本集團提供建設及相關輔助服務。於二零一七年二月二十一日，本公司與正商發展訂立一份補充協議（「二零一七年補充協議」），其中包括延長主服務協議之有效年期至二零一九年十二月三十一日。於二零一八年十月十一日，本公司與正商發展訂立一份補充協議（「二零一八年補充協議」），同意更改經二零一七年補充協議修訂之主服務協議的有效年期為三年由二零一八年一月起直至二零二零年十二月三十一日為止（包括當日）。於二零一八年度，經二零一七年補充協議及二零一八年補充協議修訂之主服務協議（「經重續二零一八年主服務協議」）項下擬進行之交易截至二零一八年、二零一九年及二零二零年十二月三十一日止財政年度之已修訂年度上限分別為人民幣1,133,000,000元、人民幣2,404,000,000元及人民幣1,534,000,000元。

由於正商發展分別由北京祥誠投資有限公司（「祥誠投資」）、張惠琪小姐（「張小姐」）及張先生擁有90%、9%及1%權益，祥誠投資由張小姐擁有98%權益和張小姐為本公司執行董事張先生及非執行董事Huang女士之女兒。因此，根據上市規則第14A章，正商發展為本公司之關連人士。因此，根據上市規則，該等交易構成本公司之持續關連交易。

於本年度內，本集團根據經重續二零一八年主服務協議與正商發展進行之持續關連交易之已批准年度上限（「二零一九年度上限」）為人民幣2,404,000,000元，而實際交易金額約為人民幣2,052,500,000元，概無超出二零一九年年度上限。

### 與永鑽集團之持續關連交易

於二零一九年十一月四日，本公司與永鑽環球有限公司（「永鑽」，及其附屬公司，統稱「永鑽集團」）簽訂管理及銷售服務框架協議（「框架協議」），據此永鑽集團委任本集團作為其服務提供商於框架協議生效日期直至並包括二零二一年十二月三十一日期間提供管理服務及銷售服務予永鑽集團，而截至二零一九年、二零二零年及二零二一年十二月三十一日止三個財政年度之年度上限分別為人民幣220,000,000元、人民幣310,000,000元及人民幣200,000,000元。永鑽集團之相關成員公司可就於期內提供管理服務及銷售服務不時與本集團之成員公司訂立個別協議，而個別協議之條款應受框架協議之條款及條件規限。框架協議及上述年度上限已在本公司於二零一九年十二月二十日舉行之股東特別大會會議上由本公司獨立股東所批准。關於框架協議的條款細則，請參閱本公司二零一九年十二月三日的通函。

The entire issue share capital of Ever Diamond is wholly owned by a discretionary trust established by Ms. Huang as settlor and protector, The discretionary trust is interested in approximately 74.77% of the issued share capital of the Company. As such, Ever Diamond is a connected person of the Company and the transactions contemplated under the Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

During the Year, the annual cap for the financial year ended 31 December 2019 approved for the continuing connected transactions between the Group and the Ever Diamond Group under the Framework Agreement was RMB220 million. No relevant transactions was carried out during the year ended 31 December 2019.

Each of the aforesaid continuing connected transactions have been reviewed by independent Non-Executive Directors of the Company. The independent Non-Executive Directors confirmed that each of the aforesaid continuing connected transactions of the Group for the Year 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 relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company 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 (Revised) "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 (Revised) "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 2019, nothing has come to their attention that in respect of: a) the continuing connected transactions, governed by the Renewed 2018 Master Services Agreement: (i) have not received the approval of the Board; (ii) have not been entered into, in all material respects, in accordance with the relevant agreement governing such transactions; and (iii) have exceeded the relevant cap amount for the financial year ended 31 December 2019 as set out in the circular dated 22 November 2018, by the Company in respect of the continuing connected transactions; and b) the continuing connected transactions governed by the Framework Agreement: (i) have not received the approval of the Board; (ii) have been entered into, in all material respects, in accordance with the relevant agreement governing such transactions, and (iii) have exceeded the relevant cap amount for the financial year ended 31 December 2019 as set out in the circular dated 3 December 2019, by the Company in respect of the continuing connected transactions.

永鑽之全部已發行股本由Huang女士成立及作為受託人及保護人的全權信託擁有，全權信託擁有本公司已發行股本約74.77%。因此根據上市規則第14A條，永鑽為本公司之關連人士，及根據框架協議擬進行之交易構成本公司之持續關連交易。

於本年度內，本集團根據框架協議，與永鑽集團之持續關連交易截至二零一九年十二月三十一日止財政年度上限為人民幣220,000,000元。截至二零一九年十二月三十一日止年度，並無進行任何有關交易。

上述各持續關連交易已經本公司獨立非執行董事審閱。獨立非執行董事確認，本集團於本年度內之上述各持續關連交易乃：

- (i) 於本集團一般及正常業務過程中訂立；
- (ii) 按一般商業條款訂立；及
- (iii) 根據規管該等交易之相關協議以及按屬公平合理，並符合本公司股東整體利益之條款訂立。

根據上市規則第14A.56條，本公司已委聘本公司核數師根據香港會計師公會頒佈之香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外之核證委聘」並參照實務說明第740號「關於香港上市規則規定所述持續關連交易之核數師函件」對本集團之持續關連交易展開若干工作。核數師亦已發出包括本集團根據上市規則第14A.56條披露之持續關連交易之發現及結論之無保留意見函件。本公司已向香港聯交所提供核數師函件之副本。

根據香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外之核證委聘」，核數師亦已向董事會報告，於截至二零一九年十二月三十一日止年度，概無有關：a)受經重續二零一八年主服務協議規限之持續關連交易之下列事項須提請彼等垂注：(i)未取得董事會批准；(ii)於所有重大方面並未根據規管該等交易之相關協議訂立；及(iii)超出本公司於二零一八年十一月二十二日之通函所載之有關持續關連交易於截至二零一九年十二月三十一日止財政年度之相關上限金額；及b)受框架協議規限之持續關連交易之下列事項須提請彼等垂注：(i)未取得董事會批准；(ii)於所有重大方面並未根據規管該等交易之相關協議訂立；及(iii)超出本公司於二零一九年十二月三日之通函所載之有關持續關連交易於截至二零一九年十二月三十一日止財政年度之相關上限金額。

# REPORT OF THE DIRECTORS

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, according to the register of interest in Shares and underlying Shares and short positions kept by the Company pursuant to Section 336 of Part XV of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the Directors, the persons (other than the Directors or chief executive of the Company) who were directly or indirectly interested in 5% or more in the Shares and underlying Shares of the Company are as follows:

#### Long positions in the Shares of the Company

Name of shareholder	Nature of interests	Number of Shares held	Approximate percentage of the issued share capital of the Company (%)
股東名稱	權益性質	所持股份數目	約佔本公司已發行股本百分比
Vistra Trust (Singapore) Pte Limited	Trustee (Note) 信託人(附註)	7,697,492,188	74.77
Superior Glory Enterprises Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Notable Reward Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Zensun Group Limited 正商集團有限公司	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Joy Town Inc.	Beneficial owner (Note) 實益擁有人(附註)	7,697,492,188	74.77

#### Note:

These Shares are directly owned by Joy Town Inc., which are ultimately owned by a discretionary trust established by Ms. Huang as settlor and protector and Vistra Trust (Singapore) Pte Limited as trustee. Joy Town Inc. is wholly-owned by Zensun Group Limited. Zensun Group Limited is a wholly-owned subsidiary of Notable Reward Limited, which in turn is wholly-owned by Superior Glory Enterprises Limited and the entire issued share capital of Superior Glory Enterprises Limited became assets of the trust. Ms. Huang is the sole director of Joy Town Inc. and Notable Reward Limited and Mr. Zhang is the sole director of Zensun Group Limited.

Save as disclosed above, as at 31 December 2019, no person other than the Directors whose interests are set out in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Securities", had registered an interest of 5% or more in the issued share capital of the Company, and short positions in the Shares and underlying Shares that was required to be recorded in the register of interest pursuant to Section 336 of Part XV of the SFO.

### 主要股東

於二零一九年十二月三十一日，根據本公司遵照證券及期貨條例第XV部第336條存置之股份及相關股份權益及淡倉登記冊，以及據董事目前所知或於作出合理查詢後所確定，直接或間接擁有本公司股份及相關股份5%或以上權益之人士(董事或本公司主要行政人員除外)如下：

#### 於本公司股份之好倉

Name of shareholder	Nature of interests	Number of Shares held	Approximate percentage of the issued share capital of the Company (%)
股東名稱	權益性質	所持股份數目	約佔本公司已發行股本百分比
Vistra Trust (Singapore) Pte Limited	Trustee (Note) 信託人(附註)	7,697,492,188	74.77
Superior Glory Enterprises Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Notable Reward Limited	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Zensun Group Limited 正商集團有限公司	Interest of controlled corporation (Note) 受控法團權益(附註)	7,697,492,188	74.77
Joy Town Inc.	Beneficial owner (Note) 實益擁有人(附註)	7,697,492,188	74.77

#### 附註：

該等股份由Joy Town Inc.直接持有，其最終由Haung女士成立並作為委託人和保護人及由Vistra Trust (Singapore) Pte Limited作為受託人的全權信託所擁有。Joy Town Inc.由正商集團有限公司全資擁有。正商集團有限公司為Notable Reward Limited之全資附屬公司，而Notable Reward Limited由Superior Glory Enterprises Limited全資擁有，而Superior Glory Enterprises Limited全部已發行股本成為全權信託的資產。Huang女士均為Joy Town Inc.及Notable Reward Limited唯一董事，而張先生為正商集團有限公司唯一董事。

除上文披露者外，於二零一九年十二月三十一日，除權益載於上文「董事及主要行政人員於證券之權益及淡倉」一節之董事外，概無任何人士登記擁有本公司已發行股本5%或以上權益及須根據證券及期貨條例第XV部第336條記入權益登記冊之股份及相關股份之淡倉。

## DIRECTORS' INTEREST IN A COMPETING BUSINESS

As at 31 December 2019, none of the Directors was interested in any business, which competed or was likely to compete, either directly or indirectly, with the Group's businesses except that Mr. Zhang and Ms. Huang are individually and collectively deemed interested in Zensun International Holdings Company Limited and/or its subsidiaries and associated companies which are engaged in construction, property development and related business in the PRC.

As the Board is independent of the boards of these companies, the Company has therefore been capable of carrying on its businesses independently of, and at arm's length from, the above businesses.

## SHARE OPTION SCHEME

On 28 August 2013, a new share option scheme (the "2013 Scheme") was adopted by the Company. The purpose of the 2013 Scheme is to motivate eligible persons who contribute to the success of the Group's operations. The 2013 Scheme will remain in force for 10 years from that date, unless otherwise cancelled or amended. Eligible persons of the 2013 Scheme include (i) a director or proposed director (including an independent non-executive director) of any member of the Group; (ii) a direct or indirect shareholder of any member of the Group; (iii) a supplier of goods or services to any member of the Group; (iv) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (v) a person or entity that provides research, development or other technological support or any advisory, consultancy, professional services to any member of the Group; and (vi) a landlord or tenant (including a sub-tenant) of any member of the Group. Subject to the terms of the 2013 Scheme, the Board shall be entitled at any time during the life of the 2013 Scheme to offer the grant of any option to any eligible person as the Board may in its absolute discretion select and the basis of eligibility shall be determined by the Board from time to time.

Pursuant to the 2013 Scheme, the maximum number of shares in respect of which options may be granted is such number of shares which, when aggregated with shares subject to any other share option scheme(s), must not exceed 10% of the issued share capital of the Company as at the date of the annual general meeting approving the 2013 Scheme on 28 August 2013. The maximum number of shares issuable under share options to each eligible person in the 2013 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to the shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options) of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to the shareholders' approval in a general meeting.

## 董事於競爭業務之權益

於二零一九年十二月三十一日，除張敬國先生及Huang Yanping女士個別及共同被視作於中國從事建築、物業發展及相關業務之正商國際控股有限公司及／或其附屬公司／聯營公司中擁有權益外，概無董事於直接或間接與本集團業務構成或可能構成競爭之任何業務中擁有權益。

由於董事會獨立於該等公司之董事會，故本公司能獨立於上述業務，按公平協商基準經營業務。

## 購股權計劃

於二零一三年八月二十八日，本公司採納新購股權計劃（「二零一三年計劃」）。二零一三年計劃旨在激勵對本集團業務成就有所貢獻之合資格人士。除非另經註銷或修訂，否則二零一三年計劃將由該日起一直有效十年。二零一三年計劃之合資格人士包括(i)本集團任何成員公司之董事或候任董事（包括獨立非執行董事）；(ii)本集團任何成員公司之直接或間接股東；(iii)本集團任何成員公司之貨品或服務供應商；(iv)本集團任何成員公司之客戶、諮詢顧問、業務或合營企業伙伴、特許經營人、承包商、代理或代表；(v)向本集團任何成員公司提供研發或其他技術支持或任何顧問、諮詢顧問、專業服務之人士或實體；及(vi)本集團任何成員公司之業主或租戶（包括分租戶）。根據二零一三年計劃之條款，於二零一三年計劃有效期內任何時間，董事會有權向其全權酌情選擇之任何合資格人士提呈授出購股權，而合資格基準不時由董事會釐定。

根據二零一三年計劃，可能授出之購股權涉及之股份數目，與任何其他購股權計劃涉及之股份相加，最多不得超過本公司於二零一三年八月二十八日股東週年大會當日批准之二零一三年計劃已發行股本之10%。於任何十二個月期間根據二零一三年計劃可向各合資格人士發行之股份數目上限，以本公司任何時間已發行股份1%為限。任何進一步授出超逾該限額之購股權須待股東於股東大會批准後，方可實行。

向本公司董事、主要行政人員或主要股東或彼等任何聯繫人士授出購股權，均須取得本公司獨立非執行董事之事先批准（為購股權承授人之任何獨立非執行董事除外）。此外，在任何十二個月期間，倘向本公司任何主要股東或獨立非執行董事或彼等任何聯繫人士授出任何超過本公司於任何時間已發行股份0.1%及總值超過5,000,000港元（根據本公司股份於授出日期之價格計算）之購股權，則須待股東於股東大會批准後，方可實行。

## REPORT OF THE DIRECTORS

### 董事會報告書

The amount payable upon the acceptance of an option is HK\$1.00. The period within which an option must be exercised shall be such period as the Board may in its absolute discretion determine at the time of grant, save that such period shall not be more than 10 years commencing on the date of grant of an option.

The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the grant, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of offer of the grant; and (iii) the nominal value of the Company's shares.

The total number of shares in respect of which options may be granted under the 2013 Scheme is not permitted to exceed 10% of the shares of the Company in issue as at the date of the annual general meeting approving the 2013 Scheme on 28 August 2013, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options vested immediately and may be exercised at any time not exceeding a period of 5 years from the date on which the share options is accepted.

During the Year, no share options under the 2013 Scheme were granted, exercised, cancelled or lapsed. As at the end of the reporting period, the Company has no outstanding share options under the 2013 Scheme.

As at 1 January 2019, 31 December 2019 and the date of this report, the total number of shares available for issue under the 2013 Scheme is 350,068,637 shares, representing 3.4% of the share capital of the Company in issue at the date of this report.

### EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Option Scheme", no equity-linked agreement was entered into during the Year or subsisted at the end of the year.

### RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes for the employees of the Group are disclosed in the section headed "Other employee benefits – Retirement benefit schemes" set out in note 2.4 to the consolidated financial statements.

### CORPORATE GOVERNANCE

Detailed information on the Company's corporate governance practices is set out in the Corporate Governance Report on pages 58 to 70.

購股權獲接納時應付金額1.00港元。購股權之必須行使期限由董事會於授出購股權時全權酌情釐定，惟有關期限自購股權授出日期起計不得超過十年。

購股權之行使價由董事會釐定，惟不得低於以下各項之最高者：(i)本公司股份於提呈授出日期(必須為交易日)於聯交所每日報價表所報收市價；(ii)本公司股份於緊接提呈授出日期前五個交易日於聯交所每日報價表所報平均收市價；及(iii)本公司股份面值。

與根據新購股權計劃可能授予之購股權有關之股份總數在未經本公司股東事先批准前，不得超過本公司於二零一三年八月二十八日股東週年大會當日批准之二零一三年計劃已發行股本之10%。與於任何一年內授予或可能授予任何人士之購股權有關之已發行及將予發行股份數目在未經本公司股東事先批准前，不允許超過本公司於任何時間點已發行股份1%。購股權自購股權獲接納之日起不超過五年期間內任何時間即時歸屬並可能獲行使。

本年度內，二零一三年計劃項下之購股權概無獲授出、行使、註銷或失效。於報告期末，本公司二零一三年計劃項下概無尚未行使購股權。

於二零一九年一月一日、二零一九年十二月三十一日及本報告日期，根據二零一三年計劃，可供發行之股份總數為350,068,637股，佔本報告日期本公司已發行股本之3.4%。

### 股權掛鈎協議

除「購股權計劃」一節所披露者外，本年度內概無訂立而於年終亦無存續之股權掛鈎協議。

### 退休福利計劃

本集團為僱員提供之退休福利計劃詳情於綜合財務報表附註2.4內「其他員工福利－退休福利計劃」一節披露。

### 企業管治

有關本公司之企業管治常規詳細資料載於第58至70頁之企業管治報告內。

## DIVIDEND POLICY AND FINAL DIVIDEND

### Dividend Policy

The Company has adopted a dividend policy ("Dividend Policy"). The Company considers stable and sustainable returns to the shareholders of the Company to be its goal. According to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, *inter alia*:

- (i) the general financial condition of the Group;
- (ii) the Group's actual and future operations and liquidity position;
- (iii) the Group's expected working capital requirements and future expansion plans;
- (iv) the Group's debt to equity ratios and the debt level;
- (v) the retained earnings and distributable reserves of the Company and each of the members of the Group;
- (vi) the shareholders' and the investors' expectation and industry's norm;
- (vii) the general market conditions; and
- (viii) any other factors that the Board deems appropriate.

The declaration and payment of dividend by the Company is also subject to any restrictions under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Company's articles of association and any other applicable laws and regulations.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Policy at any time.

The Dividend Policy shall in no way constitute a legally binding commitment by the Group in respect of its future dividend and/or in no way obligate the Group to declare a dividend at any time or from time to time.

### Final Dividend

The Board recommends the payment of a final dividend of RMB1.67 cents, amounting to a total dividend of RMB171,921,000 in the form of cash per Share for the year ended 31 December 2019 to Shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 17 June 2020 (record date).

The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the central parity rate of RMB to Hong Kong dollars published by the People's Bank of China as at Tuesday, 9 June 2020. Subject to the approval of the Shareholders at the 2020 AGM, it is expected that the final dividend will be paid to the eligible Shareholders on or around Friday, 24 July 2020.

There is no arrangement that any shareholder of the Company has waived or agreed to waive any dividend.

## 股息政策及末期股息

### 股息政策

本公司已採納一項股息政策(「股息政策」)。本公司以提供穩定及可持續回報予本公司股東作為其目標。根據股息政策，在決定是否建議派發股息及釐定股息金額時，董事會將考慮(其中包括)：

- (i) 本集團的一般財務狀況；
- (ii) 本集團的實際和未來營運及流動資金狀況；
- (iii) 本集團預期營運資金需求及未來擴展計劃；
- (iv) 本集團的負債對權益比率及債務水準；
- (v) 本公司及本集團各成員公司的保留盈餘和可供分派儲備；
- (vi) 股東及投資者的期望及行業的常規；
- (vii) 一般市場情況；及
- (viii) 董事會認為適當的任何其他因素。

本公司宣派及派付股息亦須遵守香港法例第622章公司條例及本公司組織章程細則及任何其他適用法律法規的任何限制。

董事會亦將持續檢討股息政策並保留其唯一及絕對酌情權隨時更新、修訂、修改及/或取消股息政策。

股息政策不會以任何方式構成本集團有關其未來股息的具法律約束力承諾及/或不會以任何方式令本公司有責任隨時或不時宣派股息。

### 末期股息

董事會建議以現金形式向於二零二零年六月十七日(星期三)(記錄日期)名列本公司股東名冊的股東派付截至二零一九年十二月三十一日止年度之末期股息每股股份人民幣1.67分，總計股息人民幣171,921,000元。

建議末期股息以人民幣宣派並以港元支付。應以港元支付之末期股息將按中國人民銀行於二零二零年六月九日(星期二)公佈之人民幣兌港元之匯率中間價兌換為人民幣。待股東於二零二零年股東週年大會上批准後，預期末期股息將於二零二零年七月二十四日(星期五)或前後派付予合資格股東。

本公司股東概無訂立任何放棄或同意放棄任何股息的安排。



# REPORT OF THE DIRECTORS

## 董事會報告書

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Board after recommendation from the Remuneration Committee, having regard to the time commitment and responsibilities of the directors, the Company's operating results, individual performance and comparable market statistics.

### PUBLIC FLOAT

As at the latest practicable date of prior to the issue of this annual report, the Company has maintained the prescribed public float as required under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

### PERMITTED INDEMNITY

The Company's Articles of Association provides that Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

### MATERIAL LITIGATION AND ARBITRATION

During the Year, the Company was not involved in any litigation, arbitration or claims of material importance and there was no litigation or claim of material importance which was known to the Directors to be pending or threatened by or against the Company.

### IMPORTANT EVENTS SINCE THE YEAR END

Details of the important events since the year end are set out in note 44 to the consolidated financial statements.

### ANNUAL GENERAL MEETING

The 2020 AGM will be held on Tuesday, 9 June 2020 and the notice of the 2020 AGM will be published and despatched in the manner as required by the Listing Rules and the Articles of Association of the Company in due course.

### 酬金政策

本集團的僱員酬金政策由董事會按僱員的表現、資歷及能力而訂立。

董事酬金乃經薪酬委員會建議後，由董事會參照有關董事所付出的時間及職責、本公司的經營業績、個人表現以及可資比較的市場統計數據釐定。

### 公眾持股量

根據本公司公開可得資料及就董事所知悉，於刊發本年報前之最後可行日期，本公司已維持上市規則訂明之公眾持股量。

### 獲准許的彌償

本公司之組織章程細則規定，董事有權從本公司的資產中獲得彌償保證，以就其作為董事招致或蒙受的一切損失或責任獲得彌償。本公司已於整個年度為董事及本集團高級職員投購合適的董事及高級職員責任險。

### 重大訴訟及仲裁

本年度內，本公司概無牽涉任何重大訴訟、仲裁或索償，而據董事所知，本公司亦無任何待決或面臨任何該等重大訴訟或索償。

### 年結後之重大事項

年結後之重大事項詳情載於綜合財務報表附註44。

### 股東週年大會

本公司將於二零二零年六月九日(星期二)舉行二零二零年股東週年大會，有關二零二零年股東週年大會之通告將按上市規則及本公司組織章程細則所規定之方式於適當時候刊發及寄發。

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining the Shareholders who are entitled to attend and vote at the 2020 AGM expected to be held on Tuesday, 9 June 2020, the register of members of the Company expected to be closed on Thursday, 4 June 2020 to Tuesday, 9 June 2020, both days inclusive. In order to qualify for attending and voting at the 2020 AGM, all transfer documents should be lodged for registration with the Company's Share Registrar, Tricor Friendly Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong expected not later than 4:30 p.m. on Wednesday, 3 June 2020.
- (b) For the purpose of determining the Shareholders who qualify for the final dividend, the register of members of the Company expected to be closed on Monday, 15 June 2020 to Wednesday, 17 June 2020, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Share Registrar, Tricor Friendly Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong expected not later than 4:30 p.m. on Friday, 12 June 2020.

## AUDITOR

The consolidated financial statements have been audited by Ernst & Young, who retire and, being eligible, offer themselves for re-appointment at the 2020 AGM.

On behalf of the Board

### ZHANG JINGGUO

*Chairman, Executive Director  
and Chief Executive Officer*

27 March 2020

## 暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理股份過戶登記手續：

- (a) 為釐定有權出席預期將於二零二零年六月九日(星期二)舉行之二零二零年股東週年大會及於會上表決之股東，預期本公司將於二零二零年六月四日(星期四)至二零二零年六月九日(星期二)(包括首尾兩日)暫停辦理股東登記手續。為符合資格出席二零二零年股東週年大會及於會上表決，請於二零二零年六月三日(星期三)下午四時三十分前，將所有股份過戶文件交回本公司之股份登記處卓佳準誠有限公司之辦事處，地址為香港皇后大道東183號合和中心54樓，以便辦理登記手續。
- (b) 為釐定符合資格收取末期股息之股東，預期本公司將於二零二零年六月十五日(星期一)至二零二零年六月十七日(星期三)(包括首尾兩日)暫停辦理股東登記手續。為符合資格收取末期股息，請於二零二零年六月十二日(星期五)下午四時三十分前，將所有股份過戶文件交回本公司之股份登記處卓佳準誠有限公司之辦事處，地址為香港皇后大道東183號合和中心54樓，以便辦理登記手續。

## 核數師

安永會計師行已審核綜合財務報表，彼將於二零二零年股東週年大會上退任，並合資格且願意膺選連任。

代表董事會

### 張敬國

*主席、執行董事  
兼行政總裁*

二零二零年三月二十七日

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Company is committed to maintain a high standard of corporate governance, formulate good corporate governance practice to improve accountability and transparency in operations, and strengthen the risk management and internal control systems of the Group from time to time so as to cope with the expectations of the shareholders of the Company.

#### CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with all code provisions (“Code Provisions”) and, where applicable, the recommended best practices of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Listing Rules throughout the year, save and except for the deviations from Code Provisions A.2.1 of the CG Code as detailed below.

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive of the Company should be segregated. The Board believes that the arrangement that Mr. Zhang is the Chairman and also serves the function of chief executive officer is necessary for the future development of the Group as Mr. Zhang has profound expertise in the property business. The dual role arrangement could provide strong and consistent market leadership and is critical for effective management and business development of the Group. As all major decisions are made in consultation with the members of the Board, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board, and such dual role arrangement will not undermine the current corporate governance structure of the Group.

#### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct for securities transactions by the Directors. The Company has made specific enquiries with all Directors and each of them confirmed that they have complied with the required standards set out in the Model Code during the Year and up to the date of this annual report.

The Company has adopted a code of conduct regarding securities transactions by the relevant employees of the Group who are considered likely to be in possession of unpublished inside information of the Company or its securities on no less exacting terms than the Model Code in relation to their dealings in the securities of the Company pursuant to Code Provision A.6.4 of the CG Code. To the best knowledge and belief of the Directors, all relevant employees have complied with the required standard of such code.

本公司銳意維持高水準之企業管治，制訂良好之企業管治常規，致力改善營運之問責性及透明度，並不時加強本集團之風險管理及內部監控系統以達致本公司股東之期望。

#### 企業管治常規

本公司已於本年度遵守上市規則附錄十四所載之原則，並已遵守當中所載企業管治守則（「企業管治守則」）之所有守則條文（「守則條文」）及（如適用）建議最佳常規，惟與企業管治守則之守則條文第A.2.1條（如下文詳述）有所偏離。

根據企業管治守則之守則條文第A.2.1條，本公司主席及行政總裁之角色應作出區分。董事會認為，安排張先生擔任主席兼行政總裁就本公司的未來發展屬必要之舉，原因為張先生擁有豐富物業業務經驗。此雙重角色安排有助貫徹強而有力的市場領導，對本集團的有效管理及業務發展至為重要。由於所有主要決策均會諮詢董事會成員，故董事會認為有足夠保障措施確保董事會權力平衡，且雙重角色安排不會破壞本集團的當前企業管理架構。

#### 董事及有關僱員進行證券交易之守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行證券交易之行為守則。經本公司向全體董事作出具體查詢後，全體董事確認於本年度內及直至本年報日期為止一直遵守標準守則所載之規定準則。

根據企業管治守則之守則條文A.6.4條，本公司亦對被視為可能擁有未經發佈本公司或其證券內幕消息之本集團之有關僱員已採納一套證券交易操守守則，條款之嚴謹程度不遜於標準守則。據董事所深知及確信，所有有關僱員均遵守該守則規定之規定標準。

## BOARD OF DIRECTORS

### Overall Accountability

The Board is accountable to the Shareholders and in discharging its corporate accountability, every Director is required to pursue excellence in the interests of its shareholders and fulfill his fiduciary duties by applying the required level of skills, care and diligence to a standard in accordance with the statutory requirements.

### Board Responsibilities and Delegation

The Board is responsible for formulating group policies and strategic business directions, and monitoring business performances through implementation of adequate risk management and internal control systems. The executive Directors are delegated with the authorities and responsibilities for the day-to-day management of the Group, operational and business decisions within the control and delegation framework of the Group. The Non-Executive Directors (including independent Non-Executive Directors) contribute valuable views, professional opinions and proposals for the Board's deliberation and decisions.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Board has delegated some of its functions to the board committees, details of which are set out below.

The Board reserves for its decisions all major matters of the Company, including appointment of new Directors, approval of financial statements, dividend policy, significant accounting policies, material contracts, significant appointments such as company secretary and external auditors, terms of reference of board committees, major corporate policies such as code of conduct, and other significant financial and operational matters.

The Board is also responsible for maintaining and reviewing the effectiveness of the risk management and internal control systems of the Group. It has carried out review of the existing implemented systems, including control measures of financial and operational compliance of the Group.

The Directors having material interest in the matter shall abstain from voting at such Board meeting and the independent Non-Executive Directors with no conflict of interest shall attend at such meeting to deal with the matters. All Directors ensure that they can give sufficient attention to discharge their responsibilities to the affairs of the Company and the Directors have disclosed to the Company the identity and nature of offices held in any public organization and other significant commitments on an annual basis.

## 董事會

### 整體問責性

董事會須向股東負責，並履行其企業責任，每名董事須追求卓越，符合股東利益，按法規規定應用所需技能、謹慎且竭盡所能達成其誠信責任。

### 董事會之責任及授權

董事會負責制定集團政策及策略性業務方向，並透過實行充足的風險管理及內部監控系統監察業務表現。執行董事獲授予於本集團之監控及授權框架內對本集團進行日常管理及作出經營及業務決策之權力及責任。非執行董事（包括獨立非執行董事）貢獻寶貴見解、專業意見及建議，供董事會考慮及決策。

董事會在企業管治職能方面之責任包括以下各項：

- (i) 制定及檢討本公司企業管治之政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察本公司遵守法律及法規規定之政策及常規；
- (iv) 制定、檢討及監控行為守則及遵守適用於僱員及董事之手冊（如有）；及
- (v) 檢討本公司在遵守企業管治守則方面之合規情況並於企業管治報告中披露。

董事會已授權部分職能予董事會委員會，詳情載於下文。

董事會亦保留對本公司重大事宜之決定，包括委任新董事、批准財務報表、股息政策、重大會計政策、重大合約、如委任公司秘書及外聘核數師等重大委任、董事會委員會之職權範圍、主要公司政策如行為守則等，以及其他重大之財務及營運方面事宜。

董事會同時亦負責維持及審閱本集團之風險管理及內部監控系統的效能，並對現時實行之系統已進行審閱程序，其中包括審閱本集團之財務及營運合規性的監控措施。

對擁有重大利益的事宜，相關董事須於有關董事會上放棄投票，而沒有利益衝突的獨立非執行董事則須出席該會議以處理有關事宜。全體董事保證彼等可給予足夠重視以履行其對本公司事務之職責，董事每年向本公司披露於任何公共組織所擔任職位之身份及性質以及其他重大承擔。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

During the Year, regular Board meetings of the Company were held four times to review, consider and approve, among others, annual and interim results and to review the business operations, corporate governance and the effectiveness of internal control systems and risk management of the Group. At least 14 days' notice for each regular meeting is given to all Directors. All such minutes are kept by the company secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any Director. Apart from the regular Board meetings, the chairman also met with the independent Non-Executive Directors without the presence of Executive Directors during the Year.

#### Liability Insurance for the Directors

The Company has arranged for appropriate liability insurance to indemnify its Directors against liabilities arising out of legal action on corporate activities. Such insurance coverage is reviewed on an annual basis.

#### Composition of the Board

As at 31 December 2019, the Board comprised six Directors including two Executive Directors, one Non-Executive Director ("NED") and three independent Non-Executive Directors ("INEDs"). The biographical details of the Directors and the senior management of the Group are set out on pages 33 to 40.

Mr. Zhang is the Chairman of the Board and Chief Executive Officer of the Company. He is primarily responsible for leadership and effective functioning of the Board, ensuring key issues are promptly addressed by the Board, as well as providing strategic direction of the Group, take primary responsibility for ensuring good corporate governance practices with necessary procedures established and also together with other executive Directors are responsible for the Group's daily operations and the effective implementation of corporate strategy and policies.

#### Executive Directors

As at 31 December 2019, there were two Executive Directors including Mr. Zhang and Mr. Zhang Guoqiang. Mr. Zhang is the spouse of Ms. Huang.

#### Non-Executive Director

As at 31 December 2019 there was one NED, Ms. Huang. Ms. Huang is the spouse of Mr. Zhang.

#### Independent Non-Executive Directors and their Independence

As at 31 December 2019, there were three INEDs including Dr. Liu Qiao, Mr. Liu Da and Mr. Ma Yuntao.

The Company has appointed a sufficient number of INEDs in accordance with Rules 3.10(1) and 3.10A of the Listing Rules. With Dr. Liu Qiao and Mr. Liu Da's working experience and their academic background in finance and accounting, the Company considers that they are qualified persons with appropriate professional knowledge in accounting and finance as required by Rule 3.10(2) of the Listing Rules.

於本年度內，本公司董事會舉行四次例會，以審閱、考慮及批准(其中包括)年度及中期業績，以及檢討本集團之業務運作、企業管治及內部監控制度之成效以及風險管理。每次舉行例會前，全體董事均會於至少十四日前獲發通知。所有有關會議記錄均由本公司之公司秘書保管，可供任何董事在發出合理通知後於任何合理時間查閱。除定期舉行董事會會議外，主席於本年度內亦已在執行董事缺席下與獨立非執行董事會面。

#### 董事之責任保險

本公司已為董事安排合適的責任保險，以彌償其董事因企業活動的法律訴訟承擔責任。該等保險覆蓋的保障按年檢討。

#### 董事會之組成

於二零一九年十二月三十一日，董事會合共有六名董事，包括二名執行董事、一名非執行董事(「非執行董事」)及三名獨立非執行董事(「獨立非執行董事」)。董事及本集團之高級管理層之履歷詳情載於第33至40頁。

張先生為董事會主席兼本公司行政總裁。彼主要負責董事會之領導及有效職能、確保董事會即時應對主要問題，並為本集團提供策略方向，同時亦主要負責確保已設立良好企業管治常規及所需程序，並連同其他執行董事負責本集團之日常營運及有效執行企業策略及政策。

#### 執行董事

於二零一九年十二月三十一日，本公司有二名執行董事，包括張先生及張國強先生。張先生為Huang女士之配偶。

#### 非執行董事

於二零一九年十二月三十一日，本公司有一名非執行董事Huang女士。Huang女士為張先生之配偶。

#### 獨立非執行董事及彼等之獨立性

於二零一九年十二月三十一日，本公司有三名獨立非執行董事，包括劉俏博士、劉達先生及馬運強先生。

本公司已根據上市規則第3.10(1)及3.10A條委任足夠數目之獨立非執行董事。憑藉劉俏博士及劉達先生之工作經驗以及彼等於金融及會計之學歷，本公司認為彼等為上市規則第3.10(2)條規定於會計及金融具備合適專業知識之合資格人士。

The Company has already received annual confirmation letters of independence from all the INEDs and each of them have declared fulfillment of all the guidelines for assessing independence in accordance with Rule 3.13 of the Listing Rules. Accordingly, the Board considers that all INEDs are independent as defined in the Listing Rules.

All the Directors, including the NED and INEDs, have entered into service agreements with the Company under which all Directors must retire by rotation at least once every three years, and no Director shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Director's appointment or re-election, whichever is longer, without submitting himself/herself for re-election at the annual general meeting.

In compliance with Code Provision A.3.2 of the CG Code, an updated list of the Directors identifying their role and function are available on the websites of the Company ([www.zensunenterprises.com](http://www.zensunenterprises.com)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). The Company will review the composition of the Board from time to time to ensure that the Board possesses the appropriate and necessary expertise, skill and experience to meet the needs of the Group's business and to enhance the shareholders' value.

## DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. Every newly appointed Director shall receive a formal, comprehensive and tailored induction to ensure that he or she has a proper understanding of the business and operations of the Group and that he or she is fully aware of his or her duties and responsibilities as a director under applicable statutory and regulatory rules and requirements.

All Directors are encouraged to participate in continuous professional development so as to develop and refresh directors' knowledge and skills and to ensure that their contribution to the Board remains informed and relevant.

The Company regularly circulates training materials or briefings to all Directors in respect of the updates on, among other things, the Listing Rules, the SFO or guidelines, the Hong Kong Companies Ordinance and relevant financial or accounting standards which may be of the interest to Directors. During the Year, all Directors have complied with the Code Provisions in relation to continuous professional development, apart from reading materials relevant to the Company's business, director's duties and responsibilities. Mr. Zhang Jingguo, Mr. Zhang Guoqiang, Ms. Huang Yanping, Dr. Liu Qiao, Mr. Liu Da and Mr. Ma Yuntao also attended and/or gave presentation in seminars/forums. The Company updates Directors constantly on the latest developments regarding the Group's business and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. All Directors have provided to the Company with their training records on a regular basis, and such records have been maintained by the Company for accurate and comprehensive record keeping.

本公司已向所有獨立非執行董事取得年度獨立性之確認函件，而彼等各自均聲明已符合所有根據上市規則第3.13條評估獨立性之指引。因此，董事會認為所有獨立非執行董事均為上市規則所界定之獨立人士。

所有董事(包括非執行董事及獨立非執行董事)已與本公司訂立服務協議，據此，所有董事必須最少每三年輪席告退一次，於董事委任或膺選連任後，概無董事可未經於股東週年大會上膺選連任而持續連任超過三年，或通過第三屆股東週年大會，以較長者為準。

為遵守企業管治守則之守則條文第A.3.2條，列明其角色及職能之最新董事名單，可在本公司網站([www.zensunenterprises.com](http://www.zensunenterprises.com))及聯交所網站([www.hkex.com.hk](http://www.hkex.com.hk))查閱。本公司將不時檢討董事會之組成，確保董事會擁有適當及所需之專長、技能及經驗，以滿足本集團之業務需要，並提升股東價值。

## 董事之培訓及持續專業發展

全體董事均知悉彼等對股東所負的責任，並勤勉盡職，為本集團的發展履行彼等的職責。各新獲委任董事將獲得特設的正式全面入職介紹，確保彼能適當了解本集團的業務及運作，並完成知悉根據適用法定及監管法律及法規作為董事的職責及責任。

所有董事均鼓勵參與持續專業發展，以發展及更新彼等的知識及技能，以確保彼等繼續在具備全面資訊及切合所需的情況下為董事會作出貢獻。

本公司定期向全體董事傳閱董事或會感興趣的培訓資料及簡報，內容有關(其中包括)上市規則、證券及期貨條例或其他有用指引，公司條例以及財務或會計準則的相關資訊。本年度內，除閱讀有關本公司業務、董事職務及責任之資料外，所有董事均已遵守有關持續專業發展之守則條文。張敬國先生、張國強先生、Huang Yanping女士、劉俏博士、劉達先生及馬運強先生亦有出席研討會/講座，及/或於研討會/講座上發表簡報。本公司就本集團業務及其他適用監管規定之最新進展，不斷向董事提供最新資訊，確保遵守及提升董事對良好企業管治常規的意識。全體董事會定期向本公司提供培訓記錄，而有關記錄會由本公司保存，藉以保留準確及完備的培訓記錄。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Committees

The Board has established three Board committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") to assume responsibilities for and to oversee particular aspects of the Company's affairs with respective terms of reference. Details of the board committees are discussed below.

All Board committees are provided with sufficient resources to discharge their duties and are empowered to obtain independent professional advice at the Company's expense in appropriate circumstances.

### Attendance of Directors at various meetings

During the Year, details of the Directors' attendance in the following meetings are set out below:

Number of meetings attended/Number of meetings held  
出席會議次數/舉行會議次數

Directors 董事	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
<b>Executive Directors</b>						
執行董事						
Mr. Zhang Jingguo 張敬國先生	4/4	N/A 不適用	1/1	1/1	1/1	2/2
Mr. Zhang Guoqiang 張國強先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	2/2
<b>NED</b>						
非執行董事						
Ms. Huang Yanping Huang Yanping女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	2/2
<b>INEDs</b>						
獨立非執行董事						
Dr. Liu Qiao 劉俏博士	4/4	2/2	1/1	1/1	1/1	2/2
Mr. Liu Da 劉達先生	4/4	2/2	N/A 不適用	1/1	1/1	2/2
Mr. Ma Yuntao 馬運弢先生	4/4	2/2	1/1	N/A 不適用	1/1	2/2

### AUDIT COMMITTEE

The Audit Committee is primarily responsible for reviewing and monitoring the financial reporting, risk management and internal control systems of the Company, including reassessment of the financial and accounting policies, review of interim reports, annual reports and financial information, etc. In addition, the Audit Committee is responsible for making recommendations to the Board, to be put to its shareholders for approval at the annual general meeting ("AGM"), in relation to the appointment, re-appointment and removal of external auditor; review and supervision of the external auditor in respect of its independence and objectivity, the effectiveness of the audit procedures; formulation of policies on the provision of non-audit services by the external auditor; handling any issues related to the resignation or the removal of such auditor and the communication with the external auditor on auditing matters.

### 董事會委員會

董事會已成立三個董事會委員會包括審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)，按各自職權範圍內，專責承擔本公司事務中特定範疇之職責，並就此進行監督。董事會委員會詳情於下文討論。

所有董事會委員會已獲提供充足資源，以履行其委員會的職責，且授權在合適的情況下諮詢獨立專業意見，費用由本公司承擔。

### 董事於各個會議之出席率

於本年度內，董事就以下會議之出席率詳情載列如下：

### 審核委員會

審核委員會主要負責審閱及監察本公司之財務報告、風險管理及內部監控系統，包括重新評估財務及會計政策、審閱中期報告、年度報告及財務資料等。此外，審核委員會負責向董事會就有關委聘、續聘及罷免外聘核數師於股東週年大會(「股東週年大會」)取得股東之批准、審閱及監督外聘核數師之獨立性及客觀性、其審核程序之有效性、制定外聘核數師提供之非審核服務之政策、處理有關核數師退任或罷免該核數師之有關事宜以及與外聘核數師就核數事宜溝通，作出建議。

As at 31 December 2019, the Audit Committee consisted of three members, namely, Mr. Liu Da, Dr. Liu Qiao and Mr. Ma Yuntao who all are INEDs. Mr. Liu Da is the chairman of the Audit Committee. In February 2019, the terms of reference of the Audit Committee was updated taking into consideration the revised Listing Rules effective from 1 January 2019. The most up-to-date version of the written terms of reference of the Audit Committee is available on the websites of the Company and the Stock Exchange.

During the Year, two Audit Committee meetings were convened. The Audit Committee had performed the followings tasks, among others:

- (i) reviewed the annual results for the year ended 31 December 2018 and interim results for the six months ended 30 June 2019;
- (ii) reviewed the appropriateness and effectiveness of risk management and internal control systems;
- (iii) discussed with the auditor of the Company and reviewed their audit findings;
- (iv) reviewed the auditor's remuneration;
- (v) reviewed all non-audit services provided by the auditors to determine the provision of such services would affect the independence of the auditors; and
- (vi) performed the corporate governance functions and reviewed the corporate governance policies and practices.

After due and careful consideration with all necessary financial information, and reports from management and the external auditors, the Audit Committee noted that no suspected fraud or irregularities, significant internal control deficiencies, or suspected infringement of laws, rules, or regulations had been found in respect of the Group, and concluded at the meeting held on 27 March 2020 that the risk management and internal control systems were adequate and effective.

On 27 March 2020, the Audit Committee meeting was convened to review the Group's consolidated financial statements for the year ended 31 December 2019, including the accounting principles and practices, in conjunction with the Company's external auditor. The Audit Committee endorsed the accounting treatment adopted by the Company, and the Audit Committee had to the best of its ability assured itself that the disclosure of the financial information in the Annual Report 2019 has complied with the applicable accounting standards and the Listing Rules and the Hong Kong Companies Ordinance. The Audit Committee therefore resolved to recommend for the Board's approval the consolidated financial statements for the year ended 31 December 2019.

The Audit Committee also recommended to the Board the re-appointment of Ernst & Young as the auditor of the Company and that the relevant resolution shall be put forth for it shareholders' consideration and approval at the 2020 AGM.

於二零一九年十二月三十一日，審核委員會包括三名成員，即劉達先生、劉俏博士及馬運強先生，彼等均為獨立非執行董事。劉達先生為審核委員會主席。因應於二零一九年一月一日生效之修訂上市規則，審核委員會職權範圍已於二零一九年二月更新。審核委員會書面職權範圍之最新版本可於本公司及聯交所網站查閱。

於本年度，審核委已舉行兩次會議。審核委員會已進行以下工作，其中包括：

- (i) 審閱截至二零一八年十二月三十一日止年度之年度業績及截至二零一九年六月三十日止六個月之中期業績；
- (ii) 檢討風險管理及內部監控系統之合適性及有效性；
- (iii) 與本公司之核數師討論及檢討其審核發現；
- (iv) 檢討核數師之薪酬；
- (v) 檢討所有由核數師提供之非審核服務以釐定所提供該等服務是否將影響核數師之獨立性；及
- (vi) 履行企業管治職能並檢討企業管治政策及常規。

審核委員會連同管理層及外聘核數師提交之財務資料及報告經審慎及周詳考慮後，獲悉並無發現本集團涉嫌欺騙或違規、嚴重內部監控不足或涉嫌違反法例、規則或規例之情況，並於二零二零年三月二十七日舉行之會議上總結內部監控系統屬充分且有效。

於二零二零年三月二十七日，審核委員會舉行會議，聯同本公司外聘核數師審閱本集團截至二零一九年十二月三十一日止年度之綜合財務報表，包括本集團採納之會計原則及實務準則。審核委員會贊同本公司所採納之會計處理方式，並已盡力確保二零一九年年報披露之財務資料符合適用會計準則、上市條例及香港公司條例之規定。因此，審核委員會決議建議董事會批准截至二零一九年十二月三十一日止年度之綜合財務報表。

審核委員會亦向董事會建議聘任安永會計師行為本公司核數師，並建議將相關決議案於二零二零年股東週年大會上提交予股東考慮及批准。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE

The Remuneration Committee is mainly responsible for making recommendations on and approving the remuneration policy and structure and packages of the Directors and senior management to the Board. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as the prevailing market conditions. The human resources department is responsible for collection and administration of the human resources data for the Remuneration Committee's for consideration.

As at 31 December 2019, the Remuneration Committee consisted of three members, namely, Mr. Zhang Jingguo, Dr. Liu Qiao and Mr. Ma Yuntao. Dr. Liu Qiao and Mr. Ma Yuntao are INEDs while Mr. Zhang Jingguo is an Executive Director. Mr. Ma Yuntao is the chairman of the Remuneration Committee. The most up-to-date version of the written terms of reference of the Remuneration Committee is available on the websites of the Company and the Stock Exchange.

During the Year, one Remuneration Committee meeting was held. The Remuneration Committee had reviewed and approved the remuneration of Executive Directors, NED and INEDs.

Details of the Directors' remuneration are set out in note 9 to the consolidated financial statements.

### NOMINATION COMMITTEE

The Nomination Committee is mainly responsible for reviewing the structure, size, diversity and composition of the Board regularly and make any changes to complement the Company's corporate strategy, including making recommendations on any proposed changes to the Board that assist complementation of the Company's corporate policy.

As at 31 December 2019, the Nomination Committee consisted of three members, namely, Mr. Zhang Jingguo, Dr. Liu Qiao and Mr. Liu Da. Mr. Zhang Jingguo is an executive Director while Dr. Liu Qiao and Mr. Liu Da are INEDs. Dr. Liu Qiao is the chairman of the Nomination Committee. In February 2019, the terms of reference of the Nomination Committee was updated taking into consideration of the revised Listing Rules effective from 1 January 2019. The most up-to-date version of the written terms of reference of the Nomination Committee is available on the websites of the Company and the Stock Exchange.

During the Year, one Nomination Committee meeting was held. The Board had reviewed the current structure and composition of the Board and recommended Ms. Zhang Guoqiang and Mr. Liu Da to retire, and being eligible, offered themselves for re-election in the 2019 AGM pursuant to Articles 78 and 79 of the Articles of Association and Code Provision A.4.2 of the CG Code.

Under Article 78 of the Articles of Association, at each AGM, one-quarter of the Directors for the time being (or, if their number is not a multiple of four, the number nearest to one-fourth) shall retire from office by rotation. According to Article 83 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or by way of addition to their number shall hold office only until the next following AGM, and shall then be eligible for re-appointment. Every Director shall be subject to retirement at least once every three years by rotation or offers himself for re-election.

### 薪酬委員會

薪酬委員會之主要負責批准薪酬政策及架構以及董事及高級管理層之薪酬福利，向董事會提供建議。薪酬委員會亦負責設立具高透明度之程序以制訂有關薪酬政策及架構，確保概無董事或其任何聯繫人士將參與決定其本身之薪酬。有關薪酬將參考個人表現及本公司業績以及市場慣例及狀況釐定。人力資源部負責收集及處理人力資源數據，以供薪酬委員會考慮。

於二零一九年十二月三十一日，薪酬委員會包括三名成員，即張敬國先生、劉俏博士以及馬運強先生。劉俏博士以及馬運強先生均為獨立非執行董事，而張敬國先生則為執行董事。馬運強先生為薪酬委員會主席。薪酬委員會書面職權範圍之最新版本可於本公司及聯交所網站查閱。

於本年度內，薪酬委員會已舉行一次會議。薪酬委員會已檢討並批准執行董事、非執行董事及獨立非執行董事之薪酬。

董事薪酬之詳情載於綜合財務報表附註9。

### 提名委員會

提名委員會主要負責檢討董事會之架構、規模、多元化及組成並作出任何可補足本公司之公司策略之變動，包括就任何董事會之建議變動提出意見，有助補足本公司之公司政策。

於二零一九年十二月三十一日，提名委員會包括三名成員，即張敬國先生、劉俏博士及劉達先生。張敬國先生為執行董事，而劉俏博士及劉達先生為獨立非執行董事。劉俏博士為提名委員會主席。因應於二零一九年一月一日生效之修訂上市規則，提名委員會職權範圍已於二零一九年二月更新。提名委員會書面職權範圍之最新版本可於本公司及聯交所網站查閱。

於本年度內，提名委員會已舉行一次會議。董事會已審閱董事會之現時架構及組成，並建議由張國強先生及劉達先生根據組織章程細則第78及79條及企業管治守則守則條文第A.4.2條退任，而彼等合資格且願意於二零一九年股東週年大會膺選連任。

根據組織章程細則第78條，於各股東週年大會上，當時四分之一董事（或倘其數目並非四之倍數，則為最接近四分之一之數目）須輪席告退。根據組織章程細則第83條，任何獲董事會委任以填補臨時空缺，或藉增設數目之方式委任之董事僅將持有職務至下屆股東週年大會為止，屆時彼將合資格重新委任。各董事將須最少每三年輪席告退或膺選連任一次。

The Company notes increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives, sustainable and balanced development. The Company adopted a diversity policy (“Diversity Policy”) which sets out the approach to diversify the Board. The nomination committee of the Company reviews and assesses Board composition on behalf of the Board and will recommend the appointment of new Director, when necessary, pursuant to the Diversity Policy.

In designing the Board’s composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. The nomination committee of the Company will also consider factors based on the Company’s business model, specific needs and meritocracy from time to time in determining the optimum composition of the Board.

During the period under review, the Board comprises six Directors, including two Executive Directors, one NED and three INEDs, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of professional experience, skill and knowledge. Having reviewed the Diversity Policy and the Board’s composition, the nomination committee of the Company is satisfied that the requirements set out in the Diversity Policy had been met.

The nomination committee will review the Diversity Policy, as appropriate, to ensure its effectiveness.

## REMUNERATION OF AUDITORS

For the year ended 31 December 2019, remuneration paid or payable to the Company’s auditors, Ernst & Young for audit services was RMB1,700,000 and non-audit services was RMB180,000.

## ACCOUNTABILITY AND AUDIT

### Financial Statements and Financial Reporting

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with applicable accounting standards and Hong Kong Companies Ordinance.

The Directors also acknowledge their responsibilities to ensure that the announcements in relation to the consolidated financial statements on annual and interim results of the Group are published in a timely manner, within three months and two months respectively of the year end and the half-year period end.

The reporting responsibility of the external auditor of the Company on the consolidated financial statements of the Group are set out in “Independent Auditor’s Report” on pages 71 to 78.

### Going Concern

The Directors, having made appropriate enquiries, do not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group’s ability to continue as a going concern. The Directors are of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in preparing the consolidated financial statements.

本公司視董事會層面日益多元化為支持其達致策略目標及可持續均衡發展的關鍵元素。本公司已採納多元化政策（「採納多元化政策」），載列達致董事會成員多元化的措施。本公司提名委員會代表董事會審核及評估董事會之成員組成，並在必要時根據多元化政策就委任新董事提供推薦意見。

本公司在設定董事會之成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。在釐定董事會的最佳成員組成時，本公司提名委員會亦會根據本公司之業務模式、具體需求及任人唯賢原則不時考慮各項因素。

於回顧期間，董事會由六名董事組成，包括二名執行董事、一名非執行董事及三名獨立非執行董事，有助嚴格檢討及監控管理程序。不論在專業經驗、技能及知識方面，董事會亦由相當多元化的成員組成。經審查多元化政策及成員組成後，本公司提名委員會信納多元化政策載述之各項規定均已達致。

提名委員會將審閱多元化政策（如適用）以確保其有效性。

### 核數師酬金

於截至二零一九年十二月三十一日止之年度，就財務審核服務已付或應付本公司之核數師安永會計師行之薪酬為人民幣1,700,000元，而就非核數服務之薪酬為人民幣180,000元。

### 問責性及審核

#### 財務報表及財務報告

董事知悉彼等有責任編製本集團之綜合財務報表，並根據適用會計準則及香港公司條例真實而公平地呈列。

董事亦知悉彼等有責任確保本集團就全年及中期業績之綜合財務報表之公告，分別於年結日後三個月及半年期結束後兩個月內儘快刊發。

本公司外聘核數師對本集團之綜合財務報表的申報責任載於第71頁至78頁的「獨立核數師報告」。

### 持續經營

經作出適當查詢後，董事並不知悉任何重大不明朗事件或情況可能會影響本集團持續經營的能力。董事認為本集團擁有足夠資源在可見未來繼續營運，因此本集團適宜採納持續經營基準編製綜合財務報表。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its overall responsibilities for maintaining sound and effective risk management and internal control systems including a review on their effectiveness for achieving long-term sustainable development of the Group. The risk management and internal control systems, under a defined management structure with limits of authority, are designed for the Group to identify and manage the significant risks to pursue its business objectives, safeguard its assets against unauthorised use or disposition, enhance effectiveness and efficiency of its operations, ensure the maintenance of proper accounting records for reliable financial reporting, and ensure compliance with relevant laws and regulations. Such systems are designed to manage rather than eliminate risks of failure in the achievement of the Group's business objectives and can only provide reasonable, but not absolute assurance against material misstatement or loss.

The Board is responsible for the determination of the Group's risk profile within its acceptable tolerance levels in business operation, oversight of management in the design, implementation and monitoring of overall risk management process from risk identification, risk assessment, establishment of appropriate risk responses and regular risk evaluation and monitoring, so as to ensure the systems are effectively established and maintained.

The risk management process is structured from management of the Group from respective business functions at execution level to the Board, together assisted by the Audit Committee in decision-making and monitoring level. Management of the Group identifies, assesses and prioritises the key existing and potential risks through a detailed assessment process and determines the appropriate mitigation strategies and control measures in response of the identified risks. Ongoing evaluation and monitoring of the identified risks, respective measures, and results are carried out and reported to the Board regularly. The Board at decision-making level, assisted by the Audit Committee, reviews the risk appetite, risk management process and strategies and also the internal control systems and provide recommendations for any improvement on the systems in an ongoing basis to ensure risk management effectiveness.

The establishment of the internal audit & compliance department promote the importance and construction of the compliance into the corporate culture, monitor the effectiveness of the existing internal controls system of the Group, and provide reasonable assurance to the Board for oversight the internal control system operated by the management.

### 風險管理及內部監控系統

董事會全面負責維持本集團健全及有效之風險管理及內部監控系統，包括對其有效性作出檢討，有助本集團達致長期持續發展。於界定管理架構及其權限下，風險管理及內部監控系統旨在協助本集團識別及管理於實現業務目標所面對之重大風險、保障資產免於未經授權挪用或處置、確保維護妥當之會計記錄以作出可靠之財務申報，以及確保遵守相關法例及規例。該系統旨在管理而非消除未能實現業務目標之風險，並僅可就避免重大錯誤陳述或損失提供合理但並非絕對的保證。

董事會負責為本集團就其業務營運上的可承受程度而確立風險組合、監督管理層從風險識別、風險評估、制定合適的風險應對措施至定期風險檢討及監察的風險管理流程的設計、實施及監察，以確保有關系統可有效地制定及維持。

風險管理程序的架構由本集團各業務版塊之管理層作為執行層面，至董事會（透過及連同審核委員會）作為決策及監察層面所組成。本集團管理層通過周詳的評估程序對現有及潛在重要風險進行識別、評估及排序，並就已識別之風險制定合適的風險舒緩策略及監控方案。持續對已識別之風險、相應方案及控制結果進行檢討及監察，並定期向董事會作出匯報。董事會作為決策層面，透過及連同連同審核委員會，對風險組合、風險管理流程及策略以及內部控制系統持續進行檢討，及對系統作出任何改善建議，以確保風險管理之有效性。

成立內部審計及監察部有助於企業文化中鼓勵合規的重要性及建立合規制度，監察本集團現行內部控制系統的成效，及向董事會提供合理保證監察管理層所營運之內部監控系統。

The internal audit & compliance department conducts regular internal audit review across principal divisions of the Group, and, on a regular basis reports their finding results with improvements directly to the Audit Committee to ensure the internal controls are in place and adopted properly and effectively as intended. The scope of internal audit review included principal divisions from finance department, risk management department, treasury department, purchasing department and sales department, etc. to ensure material controls have been covered during the internal audit review process. Any matter or areas of improvement shall be communicated to the divisional management and had them followed up on a timely basis. Upon review of the the Annual Risk Management and Internal Control System Report conducted by the internal audit & compliance department, the Audit Committee and the Board reviews and evaluate the effectiveness of the Group's risk management and internal control system, on a regular basis.

The Board's annual review in respect of the year ended 31 December 2019 has considered, among other things, (i) the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions; (ii) the scope and quality of the management's ongoing monitoring of risks and of the internal control systems (including the work of internal audit function); (iii) the effectiveness of the risk management and internal control systems (including the extent and frequency of monitoring results to the Board or the Audit Committee); and (iv) the effectiveness of the Company's processes for financial reporting and the Listing Rules compliance. The Board and the Audit Committee are of the view there are no material internal control defeats were identified by the internal audit & compliance department during the course of internal audit review. With the discussion between management, the internal audit & compliance department and the Audit Committee, the Board (with the concurrence of the Audit Committee) considered that the risk management and internal control systems of the Group are effective and adequate. The review of the risk management and internal control systems of the Group is an ongoing process and the Board maintains a continuing commitment to strengthen the Group's control environment and processes.

The Company formulated the inside information policy. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information. Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements. Procedures for collection, evaluation of information and the publication manner are in place to ensure timely reporting of the inside information to the Board and the stakeholders of the Group.

內部審計及監察部定期於本集團之主要部門進行內部審計檢討工作，定期直接向審核委員報告其發現結果及改善建議，以確保設有內部監控並如預期般有效及適當地運作。內部審計檢討工作範圍覆蓋本集團之主要部門，由財務部、風險管理部、資金部、採購部及銷售部等，以確保所有重大監控已於內部審計檢討程序內涵蓋。任何事項或改善建議應與部門管理層溝通並適時與其跟進情況。就審閱內部審計及監察部提供之風險管理及內部監控制度年度工作報告，審核委員會及董事會定期檢討及評估本集團內部控制系統的成效。

董事會就截至二零一九年十二月三十一日止年度檢討已考慮(其中包括)：(i)本集團之會計、內部審計及財務匯報職能方面的資源、員工資歷及經驗、培訓及預算之充足性；(ii)管理層持續監察風險、內部監控系統(包括內部審計功能工作)的範圍及質量；(iii)風險管理與內部監控系統(包括董事會或審核委員會監察結果的程度範圍及頻率)之成效；及(iv)本公司對有關財務報告之程序及上市規則合規情況之成效。董事會及審核委員會均認為內部審計及監察部於內部審計檢討過程中並無發現重大內部監控不足。經過與管理層、審核委員會及內部審計及監察部討論，董事會(與審核委員會一致同意)認為本集團之風險管理及內部監控系統屬有效及充足。對於本集團之風險管理及內部監控系統的檢討為持續過程，董事會致力維持其持續承諾，以加強本集團之監控環境及程序。董事會及審核委員會均認為內部審計及監察部於內部審計檢討過程中並無發現重大內部監控不足。經過與管理層、審核委員會及內部審計及監察部的討論，董事會(與審核委員會一致同意)認為本集團之風險管理及內部監控系統屬有效及充足。對於本集團之風險管理及內部監控系統的檢討為持續過程，董事會致力維持其持續承諾，以加強本集團之監控環境及程序。

本公司已制定內部資料政策。本公司會定期提醒董事及員工審慎遵守所有有關內部資料的政策。另外，本公司會向董事、高級管理層及員工提供最新的監管要求。本公司會制定或更新合適的指引或政策，以確保符合相關的監管法定要求。對資料的收集、評估以及發佈的程序本集團均有既定程序，以確保內部資料能適時向董事會以及本集團之利益相關人士匯報。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARIES

As at 31 December 2019, the joint secretaries of the Company were Mr. Kwok Pak Shing and Mr. Yuen Ping Man. Both of them have confirmed that they have attended not less than 15 hours of relevant professional training during the Year.

### SHAREHOLDERS AND INVESTOR RELATIONS

#### Communication Policy

The Board considers that having active communications with its shareholders and investors is important and this will enhance transparency and clarity in public disclosures by the Company. Any significant events of the Group fall to be disclosed will be published in a timely, accurate and complete manner through the websites of the Company and the Stock Exchange, so as to safeguard its shareholders' rights of information and participation. The Board considers that AGM is an important opportunity for direct communication with its shareholders. The notice of the AGM together with relevant documents will be sent out to its shareholders at least 20 business days prior to the date on which the AGM will be held. The notice contains details on the procedures for voting by poll as well as other relevant information related to the proposed resolutions.

#### AGM

The Board and senior management are well aware of their important tasks of acting on behalf of the interests of all its shareholders and raising the shareholders' returns. Last year's AGM at which the external auditors attended was convened on 12 June 2019. The Board encourages all its shareholders to participate in the forthcoming 2020 AGM where the members of the Board and external auditors will be present and communicate with its shareholders.

#### Shareholders' Rights

##### (1) *Procedures for shareholders to convene an extraordinary general meeting ("EGM")*

Shareholders may request the Directors to convene an EGM of the company. The Directors are required to call an EGM if the Company has received requests to do so from shareholders representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings. Such request must state the general nature of the business to be dealt with at the EGM and may include the text of a resolution that may properly be moved and is intended to be moved at the EGM. The request may be sent to the Company in hard copy form or in electronic form and must be authenticated by the shareholder(s) making it.

The Directors are required to call an EGM within 21 days after the date on which the Directors become subject to the requirement. The EGM called must be held on a date not more than 28 days after the date of the notice convening the meeting.

If the Directors do not call an EGM, the shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call the EGM. The EGM must be called for a date not more than 3 months after the date on which the Directors become subject to the requirement to call the EGM.

### 公司秘書

於二零一九年十二月三十一日，本公司之聯席公司秘書為郭柏成先生及源秉民先生，彼等均已確認於本年度內曾參與不少於十五小時之相關專業培訓。

### 與股東及投資者之關係

#### 溝通政策

董事會認為，積極與股東及投資者之溝通尤為重要，可讓本公司更透明清晰地向公眾作出披露。本集團任何須予披露之重大事項將以及時、準確且完整之方式於本公司及聯交所之網站刊載，以保障股東享有接收資訊及參與之權利。董事會認為股東週年大會乃與股東直接溝通之重要機會。股東週年大會通告連同有關文件將於股東週年大會召開日期前最少二十個營業日寄發予股東。通告載列有關以投票方式表決之程序詳情以及有關建議決議案之其他相關資料。

#### 股東週年大會

董事會及高級管理層深知彼等之重要工作乃以全體股東之利益為前提行事，並為股東爭取更多回報。外聘核數師出席之上一年度股東週年大會已於二零一九年六月十二日召開。董事會鼓勵所有股東參與二零二零年股東週年大會，屆時董事會成員及外聘核數師將會出席並與股東溝通。

#### 股東權利

##### (1) *股東召開股東特別大會（「股東特別大會」）之程序*

股東可要求董事召開本公司之股東特別大會。如公司收到佔全體有權在股東大會上表決的股東的總表決權最少5%的公司股東的要求，要求召開股東大會，則董事須召開股東特別大會。有關要求須述明有待在有關股東特別大會上處理的事務的一般性質；及可包含可在該股東特別大會上恰當地動議並擬在該股東特別大會上動議的決議的文本。有關要求可採用印本形式或電子形式並須經提出該要求的股東認證送交本公司。

董事須於他們受到召開股東特別大會的規定所規限的日期後的二十一日內，召開股東特別大會。股東特別大會須在召開股東特別大會的通知的發出日期後的二十八日內舉行。

如董事沒有召開股東特別大會，則要求召開股東大會的股東，或佔全體該等股東的總表決權過半數的股東，可自行召開股東特別大會。在董事受到召開股東特別大會的規定所規限的日期後的三個月內，有關股東特別大會須予召開。

**(2) Procedures for putting forward proposals at shareholders' meeting**

Eligible Shareholders (as defined below) may submit a written request to make proposals or move a resolution at the annual general meeting (the "Request"). "Eligible Shareholder(s)" means:

- (i) Shareholders representing at least 2.5% of the total voting rights of all the shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate; or
- (ii) at least 50 shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The Request may be sent to the Company (a) in hard copy form or in electronic form; (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the shareholder(s) making it; and (d) must be received by the Company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting.

The Company must then send a copy of the resolution at the Company's own expense to each shareholder entitled to receive notice of the annual general meeting (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

An Eligible Shareholder may request the Company to circulate, to the shareholders entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to (a) a matter mentioned in a proposed resolution to be dealt with at that meeting; or (b) other business to be dealt with at that meeting (the "Statement").

The expenses of the Company in circulating the Statement need not be paid by the Eligible Shareholders who requested the circulation of the statement if (a) the meeting to which the requests relate is an annual general meeting of the Company; and (b) requests sufficient to require the Company to circulate the statement are received in time to enable the company to send a copy of the statement at the same time as it gives notice of the meeting. Otherwise, (a) the expenses of the Company in circulating the Statement must be paid by the Eligible Shareholders who requested the circulation of the Statement unless the Company resolves otherwise; and (b) unless the Company has previously so resolved, it is not bound to comply with the circulation of the Statement unless there is deposited with or tendered to it, not later than 7 days before the meeting, a sum reasonably sufficient to meet its expenses in doing so.

**(3) Shareholders' enquiries to the Board**

A shareholder may send an enquiry to the Board at the registered office of the Company at 24th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, shareholders can contact Tricor Friendly Limited, the share registrar of the Company, for any questions about their shareholdings.

**(2) 於股東大會提呈建議之程序**

合資格股東(定義見下文)可於年度股東大會遞交書面要求以提呈建議或動議決議案(「要求」)。「合資格股東」指:

- (i) 佔全體有權在該要求所關乎的周年股東大會上,就該決議表決的股東的總表決權最少2.5%的股東;或
- (ii) 最少50名有權在該要求所關乎的周年股東大會上就該決議表決的股東。

有關要求(a)可採用印本形式或電子形式送交本公司;(b)須指出有待發出通知所關乎的決議;(c)須經所有提出該要求的股東認證;及(d)須不遲於(i)該要求所關乎的周年股東大會舉行的六個星期之前;或(ii)(如在上述時間之後送抵本公司的話)該周年股東大會的通知發出之時,送抵本公司。

本公司須(a)按發出有關周年股東大會的通知的同樣方式;及(b)在發出該股東大會的通知的同時,或在發出該股東大會的通知後,在合理的切實可行的範圍內儘快,自費將該決議的通知的文本,送交每名有權收到該股東大會通知的股東。

合資格股東可要求本公司向有權收到該股東大會通知的股東傳閱一份字數不多於1,000字的陳述書(「陳述書」),概述(a)擬在該股東特別大會上動議的決議所提及的事宜及(b)擬在該股東特別大會上處理的其他事項。

要求傳閱陳述書的合資格股東無需就要求傳閱以下陳述書支付本公司招致之傳閱費用:(a)有關要求所關乎的股東大會,是本公司的周年股東大會;及(b)本公司及時收到足以令本公司須傳閱該陳述書的要求,使本公司在發出該股東大會的通知的同時,能夠送交陳述書的文本。在其他情況下,要求傳閱陳述書的股東需支付本公司招致之傳閱費用,否則本公司無須遵守有關傳閱陳述書之規定,除非:(a)本公司通過決議,議決要求傳閱有關陳述書的股東無需支付本公司招致之傳閱費用;及(b)除非在不遲於有關股東大會前七日,本公司收到一筆按理足以支付本公司招致之傳閱費用的款項,或向本公司交出該筆款項(但如本公司先前已通過決議,議決要求傳閱有關陳述書的股東無需支付本公司之傳閱費用,則屬例外)。

**(3) 股東向董事會查詢**

股東可向董事會作出書面查詢,送交本公司之註冊辦事處,地址為香港中環雲咸街40-44號雲咸商業中心24樓,並以董事會為收件人,並須註明查詢之性質及理由。此外,股東如對其持股量有任何疑問,可聯絡本公司之過戶登記處卓佳準誠有限公司。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CONSTITUTIONAL DOCUMENTS

There was no change in the Articles of Association of the Company during the Year. A copy of the latest version is available on the website of the Stock Exchange and the Company's website.

### DISCLAIMER

The contents of the section headed "Shareholders' Rights" are for reference and disclosure compliance purposes only. The information does not represent and should not be regarded as legal or other professional advice from the Company to the shareholders. Shareholders should seek their own independent legal or other professional advice as to their rights as shareholders. The Company disclaims all liabilities and losses incurred by the shareholders in reliance on any contents of the section headed "Shareholders' Rights".

### 章程文件

於本年度內，本公司組織章程細則並無變動。最新版本之副本可於本公司及聯交所網站查閱。

### 免責聲明

「股東權利」一節之內容僅供參考及合規披露。該等資料並不代表且不應被視為由本公司向股東發出之法律或其他專業意見。股東須就其作為股東之權利自行尋求獨立法律或其他專業意見。本公司並不就股東因依賴「股東權利」一節所載任何內容而產生之責任及損失負責。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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**To the members of Zensun Enterprises Limited**  
**(Formerly known as ZH International Holdings Limited)**  
(Incorporated in Hong Kong with limited liability)

致：正商實業有限公司全體股東  
(前稱正恒國際控股有限公司)  
(於香港註冊成立之有限公司)

### OPINION

We have audited the consolidated financial statements of Zensun Enterprises Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 79 to 186, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### 意見

我們已審核載於第79頁至186頁正商實業有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此等財務報表包括於二零一九年十二月三十一日之綜合財務狀況報表及截至該日止年度之綜合損益賬、綜合全面收益賬、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公平地反映 貴集團於二零一九年十二月三十一日之綜合財務狀況及 貴集團截至該日止年度之綜合財務表現和綜合現金流量，並已按照香港公司條例之規定妥為編製。

### 意見之基礎

我們已根據香港會計師公會頒佈之香港審核準則(「香港審核準則」)進行審核。我們就該等準則承擔之責任在本報告核數師就審核綜合財務報表須承擔之責任一節中進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中之其他專業道德責任。我們相信，我們所獲得之審核憑證能充足及適當地為我們的意見提供基礎。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

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

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

#### Key audit matter

##### 關鍵審核事項

*Valuation of investment properties*  
投資物業之估值

As at 31 December 2019, investment properties amounted to approximately RMB654,244,000, which was material to the consolidated financial statements. To support management's assessment of the fair value of the properties, it is the Group's policy that property valuations are performed by an external appraiser at least once a year. The valuation of the properties involves significant judgement, is highly dependent on estimates and is based on a number of assumptions, such as estimated market rent, market yield and reversion yield.

於二零一九年十二月三十一日，投資物業約為人民幣654,244,000元，該數字對綜合財務報表而言屬重大。為支持管理層對物業公平值的評估，貴集團的政策是每年至少委聘外部估值師進行物業估值一次。物業估值涉及重大判斷，該判斷在很大程度上取決於估計，並以多項假設為基礎，例如估計市場租金、市場收益率及復歸收益率。

The accounting policies and disclosures of the valuation of investment properties are included in notes 2.4, 3 and 15 to the consolidated financial statements.

有關投資物業估值的會計政策及披露載於綜合財務報表附註2.4、3及15。

### 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，對本期間綜合財務報表之審核最為重要之事項。此等事項在我們審核整體綜合財務報表及出具意見時進行處理，而我們不會對該等事項提供單獨之意見。我們於審核中就下列各事項之處理方法描述載於下文。

我們已履行本報告核數師就審核綜合財務報表須承擔之責任一節所述包括與該等事項有關之責任。相應地，我們之審核工作包括執行旨在回應對綜合財務報表重大錯誤風險評估之程序。我們審核程序之結果，包括為處理以下事項所履行之程序已為我們就隨附之綜合財務報表作出之審核意見提供基礎。

#### How our audit addressed the key audit matter

##### 我們的審核如何處理關鍵審核事項

We considered the objectivity, independence and expertise of the external appraiser. We assessed the valuation approach and the key assumptions used in developing the valuation through the income approach or market approach, such as market rent, market yield and reversion yield. Our internal valuation specialists were involved to assist us in evaluating the techniques and key assumptions used in the calculation against valuation guidelines and industry practice.

我們已考慮外部估值師的客觀性、獨立性及專業知識。我們已評估透過收入法或市場法釐定估值時使用的估值方法及主要假設，例如市場租金、市場收益率及復歸收益率。內部估值專家參與協助我們對照估值指引及行業常規，評價估值計算中使用的技術及主要假設。

We also assessed the disclosures on the fair value measurement of investment properties.

我們亦評估有關投資物業公平值計量的披露。

## KEY AUDIT MATTERS (CONTINUED)

### Key audit matter

#### 關鍵審核事項

*Assessment of net realisable values of properties under development and completed properties held for sale*

評估發展中物業及持作出售之已完工物業之可變現淨值

As at 31 December 2019, the carrying amounts of properties under development and completed properties held for sale situated in the People's Republic of China (the "PRC") were approximately RMB38,367,480,000 and RMB3,824,960,000, respectively. The Group carried out assessment on the net realisable values at the end of the reporting period and compared them to the costs. The management estimates the total costs by reference to the budgeted costs and costs incurred and further costs to complete whereas the future selling prices were estimated by the management of the Group with reference to the recent selling prices of similar properties in the nearby or relevant locations.

於二零一九年十二月三十一日，位於中華人民共和國（「中國」）之發展中物業及持作出售之已完工物業之賬面值分別為約人民幣38,367,480,000元及人民幣3,824,960,000元。貴集團於報告期間結算日對可變現淨值進行評估並與成本比較。管理層經參考預算成本、已產生成本及完成所需的進一步成本而估計總成本。然而，未來售價乃貴集團管理層經參考鄰近或相關地點類似物業之近期售價估計而得出。

The related accounting policies and disclosures are included in notes 2.4, 3, 18 and 19 to the consolidated financial statements.

相關會計政策及披露載於綜合財務報表附註2.4、3、18及19。

## 關鍵審核事項(續)

### How our audit addressed the key audit matter

#### 我們的審核如何處理關鍵審核事項

We obtained from the management of the Group an understanding of the management's process for performing impairment assessment of the properties under development and completed properties held for sale.

我們已就對發展中物業及持作出售之已完工物業進行減值評估之管理層程序向貴集團管理層取得了解。

We assessed whether the estimated selling prices were based on the existing contracts or comparable properties in the market.

我們已評估售價是否按現有合約或市場可比較物業進行估計。

We also compared the future selling prices of completed properties held for sale to the actual selling prices of properties sold subsequent to the end of the reporting period to evaluate the management's estimation.

我們亦比較持作出售之已落成物業之未來售價與於報告期間結算日後售出之物業之實際售價，評估管理層之估計。

Furthermore, we evaluated management's estimation methodology about future cost of completion of properties under development.

此外，我們已評估管理層對完成發展中物業之未來成本之估計方法。

We also assessed the disclosures on the assessment of net realisable values of properties under development and completed properties held for sale.

我們亦已評估有關評估發展中物業及持作出售之已完工物業之可變現淨值之披露。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (CONTINUED)

#### Key audit matter

##### 關鍵審核事項

#### Provision for land appreciation tax ("LAT")

##### 土地增值稅(「土地增值稅」)撥備

The subsidiaries of the Company that are engaged in property development in the PRC are subject to LAT. LAT is levied on the sale of properties at progressive rates ranging from 30% to 60% based on the appreciation of land value. At the end of each reporting period, the management of the Group estimates the provision for LAT based on its understanding and interpretation of the relevant tax rules and regulations, and the estimated total sales of properties less total deductible expenditure, which include lease charges for land use rights, property development costs, borrowing costs and development expenditure. When the LAT is subsequently determined, the actual payments may be different from the estimates. For the year ended 31 December 2019, LAT provision of approximately RMB402,978,000 was recorded in the consolidated statement of profit or loss.

貴公司於中國從事物業發展之附屬公司須繳納土地增值稅。土地增值稅乃按土地價格增值額30%至60%之累進稅率對所銷售物業進行徵收。於各報告期間結算日，貴集團管理層根據相關稅務法律法規的規定及解釋、估計銷售物業總額減可扣減總費用(包括土地使用權租賃費用、物業開發成本、借貸成本及開發費用)對土地增值稅撥備進行估算。於土地增值稅匯算清繳時，實際應付稅金可能與估計金額存在差異。截至二零一九年十二月三十一日止年度，土地增值稅撥備約人民幣402,978,000元已於綜合損益賬入賬。

The accounting policies and disclosures for the provision for LAT are included in notes 3 and 11 to the consolidated financial statements.

有關土地增值稅撥備的會計政策及披露載於綜合財務報表附註3及11。

### 關鍵審核事項(續)

#### How our audit addressed the key audit matter

##### 我們的審核如何處理關鍵審核事項

We obtained an understanding of the key management controls related to LAT provision. We involved our internal tax specialists to assist us in the assessment of LAT provision prepared by the management, including the estimates and assumptions used by management. We also recalculated LAT provision by testing the underlying data, including estimated total sales, property development costs, borrowing costs and tax rates used to evaluate LAT provision.

我們已了解有關土地增值稅撥備的主要管理層控制措施。我們已邀請內部稅務專家協助我們評估管理層編製的土地增值稅撥備，包括管理層所採用之估計及假設。我們亦通過測試有關數據，包括估計總銷售額、物業開發成本、借貸成本及用於評估土地增值稅撥備的稅率來重新計算土地增值稅撥備。

We also assessed the relevant disclosures in the notes to the Group's financial statements.

我們亦已評估貴集團財務報表附註內的相關披露。

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 年報所載其他資料

貴公司董事須對其他資料負責。其他資料包括載於年報之資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式之鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存有重大抵觸，或者似乎存在重大錯誤陳述之情況。基於我們已執行之工作，如果我們認為其他資料有重大錯誤陳述，我們須報告該事實。在此方面，我們沒有任何報告。

## 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則以及香港公司條例之規定編製並且真實公平地列報綜合財務報表，並落實董事認為編製綜合財務報表屬必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

#### 核數師就審核綜合財務報表須承擔之責任

我們之目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並出具包括我們意見之核數師報告。我們依據香港公司條例第405條僅向全體股東報告我們之意見，除此之外不作其他目的。我們概不就本報告之內容對任何其他人士負責或承擔責任。

合理保證是高水平之保證，但不能保證按照香港審核準則進行之審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審核準則進行審核之過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

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

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

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

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

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

## 核數師就審核綜合財務報表須承擔之責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能對貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們對審核意見承擔全部責任。

我們與審核委員會溝通了(其中包括)計劃的審核範圍、時間安排、重大審核發現等事項，包括我們在審核期間識別出內部控制的任何重大缺陷。

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

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

**Ernst & Young**  
Certified Public Accountants  
Hong Kong

27 March 2020

### 核數師就審核綜合財務報表須承擔之責任(續)

從與審核委員會溝通的事項中，我們決定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人是何兆烽。

**安永會計師事務所**  
執業會計師  
香港

二零二零年三月二十七日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益賬

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>REVENUE</b>	<b>收益</b>	5	<b>8,887,186</b>	601,470
Cost of sales	銷售成本		<b>(6,600,707)</b>	(326,329)
Gross profit	毛利		<b>2,286,479</b>	275,141
Other income	其他收入	5	<b>9,678</b>	25,078
Other gains and losses	其他收益及虧損	6	<b>109,086</b>	33,333
Administrative expenses	行政費用		<b>(166,817)</b>	(129,674)
Sales and marketing expenses	銷售及市場推廣費用		<b>(162,428)</b>	(114,909)
Finance costs	融資成本	7	<b>(38,221)</b>	(30,455)
Profit before tax	除稅前溢利	8	<b>2,037,777</b>	58,514
Income tax expense	所得稅開支	11	<b>(886,319)</b>	(30,022)
PROFIT FOR THE YEAR	年度溢利		<b>1,151,458</b>	28,492
Attributable to:	下列各方應佔：			
Owners of the Company	本公司擁有人		<b>1,151,571</b>	29,971
Non-controlling interests	非控股權益		<b>(113)</b>	(1,479)
			<b>1,151,458</b>	28,492
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔每股盈利			
Basic (RMB cents)	基本(人民幣分)	13	<b>14.87</b>	0.49
Diluted	攤薄		<b>N/A不適用</b>	N/A不適用



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益賬

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元
PROFIT FOR THE YEAR	年度溢利	<b>1,151,458</b>	28,492
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>	<b>其他全面收益／(虧損)</b>		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	可能於其後期間重新分類至損益之其他全面收益／(虧損)：		
Exchange difference on translation of foreign operations	換算海外業務而產生之匯兌差額	<b>33,359</b>	(49,418)
Reclassification adjustments of exchange reserve for subsidiaries disposed of	已出售附屬公司匯兌儲備之重新分類調整	<b>129</b>	(7,237)
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX</b>	<b>年內其他全面收益／(虧損) (稅後)</b>	<b>33,488</b>	(56,655)
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	<b>年內全面收益／(虧損)總額</b>	<b>1,184,946</b>	(28,163)
Attributable to:	下列各方應佔：		
Owners of the Company	本公司擁有人	<b>1,185,486</b>	(24,901)
Non-controlling interests	非控股權益	<b>(540)</b>	(3,262)
		<b>1,184,946</b>	(28,163)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

31 December 2019 二零一九年十二月三十一日

		Notes 附註	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	非流動資產 物業、廠房及設備	14	17,711	23,126
Investment properties	投資物業	15	654,244	646,620
Right-of-use assets	使用權資產	16	5,246	-
Deferred tax assets	遞延稅項資產	28	194,154	63,168
Pledged deposits	已抵押按金	17	22,525	33,915
Total non-current assets	非流動資產總額		893,880	766,829
<b>CURRENT ASSETS</b>				
Inventories	流動資產 存貨		-	217
Completed properties held for sale	持作出售之已完工物業	18	3,824,960	934,671
Properties under development	發展中物業	19	38,367,480	29,777,845
Deposits and prepayments paid for land acquisitions	已付土地收購按金及預付款項	20	1,198,992	4,603,632
Accounts receivable, other receivables and other assets	應收賬款、其他應收款項及 其他資產	21	1,827,573	1,175,439
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	22	349,876	232,532
Prepaid income tax and tax recoverable	預繳所得稅及可收回稅項		723,402	616,737
Pledged deposits	已抵押按金	17	863,804	680,450
Restricted bank balances	受限制銀行結餘	17	691,992	101,913
Cash and cash equivalents	現金及現金等值項目	17	3,200,230	673,412
Investment properties classified as held for sale	分類為持作出售之投資物業		51,048,309	38,796,848
Total current assets	流動資產總額		51,048,309	38,802,430
<b>CURRENT LIABILITIES</b>				
Accounts payable, deposits received and accruals	流動負債 應付賬款、已收按金及 應計費用	23	3,096,086	1,271,149
Contract liabilities	合約負債	24	15,852,697	11,304,291
Amounts due to related companies	應付關連公司款項	25	956,458	473,199
Loans from a related company	來自一間關連公司之貸款	26	7,490,728	12,876,310
Lease liabilities	租賃負債	16	1,871	-
Bank and other borrowings	銀行及其他借貸	27	6,957,950	3,658,396
Tax liabilities	稅項負債		461,608	109,621
Total current liabilities	流動負債總額		34,817,398	29,692,966
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>16,230,911</b>	<b>9,109,464</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>17,124,791</b>	<b>9,876,293</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

31 December 2019 二零一九年十二月三十一日

		Notes 附註	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元
<b>NON-CURRENT LIABILITIES</b>				
Rental deposits received	非流動負債 已收租賃按金	23	7,010	7,128
Lease liabilities	租賃負債	16	3,695	-
Bank and other borrowings	銀行及其他借貸	27	13,277,895	8,742,329
Deferred tax liabilities	遞延稅項負債	28	99,150	5,324
Total non-current liabilities			<b>13,387,750</b>	8,754,781
Net assets			<b>3,737,041</b>	1,121,512
<b>EQUITY</b>				
Equity attributable to owners of the Company	權益 本公司擁有人應佔權益			
Share capital	股本	29	2,014,112	587,529
Reserves	儲備	30	1,726,522	541,036
Non-controlling interests			<b>3,740,634</b>	1,128,565
			<b>(3,593)</b>	(7,053)
Total equity			<b>3,737,041</b>	1,121,512

**Zhang Jingguo**  
張敬國  
Director  
董事

**Zhang Guoqiang**  
張國強  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Capital reduction reserve*	PRC statutory reserve*	Property revaluation reserve*	Exchange reserve*	Retained profits*	Total	Non-controlling interests	Total equity
		股本	資本削減儲備*	中國法定儲備*	物業重估儲備*	外匯儲備*	保留溢利*	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 29)		(note 30)	(note 30)	(note 30)				
		(附註29)		(附註30)	(附註30)	(附註30)				
At 1 January 2018	於二零一八年一月一日	587,529	119,330	4,644	13,861	16,994	411,108	1,153,466	(9,581)	1,143,885
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	29,971	29,971	(1,479)	28,492
Other comprehensive loss for the year:	年內其他全面虧損：									
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	(47,635)	-	(47,635)	(1,783)	(49,418)
Reclassification adjustments of exchange reserve for subsidiaries disposed of	已出售附屬公司匯兌儲備之重新分類調整	-	-	-	-	(7,237)	-	(7,237)	-	(7,237)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	(54,872)	29,971	(24,901)	(3,262)	(28,163)
Transfer to PRC statutory reserve	轉撥至中國法定儲備	-	-	32,592	-	-	(32,592)	-	-	-
Capital contribution from non-controlling shareholders	來自非控股股東之供款	-	-	-	-	-	-	-	6,000	6,000
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	(210)	(210)
At 31 December 2018	於二零一八年十二月三十一日	587,529	119,330	37,236	13,861	(37,878)	408,487	1,128,565	(7,053)	1,121,512
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度									
At 1 January 2019	於二零一九年一月一日	587,529	119,330	37,236	13,861	(37,878)	408,487	1,128,565	(7,053)	1,121,512
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	1,151,571	1,151,571	(113)	1,151,458
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損)：									
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	33,786	-	33,786	(427)	33,359
Reclassification adjustments of exchange reserve for subsidiaries disposed of	已出售附屬公司匯兌儲備之重新分類調整	-	-	-	-	129	-	129	-	129
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	-	33,915	1,151,571	1,185,486	(540)	1,184,946
Transfer to PRC statutory reserve	轉撥至中國法定儲備	-	-	123,873	-	-	(123,873)	-	-	-
Issue of new ordinary shares	發行新普通股	1,428,031	-	-	-	-	-	1,428,031	-	1,428,031
Share issue expenses	股份發行開支	(1,448)	-	-	-	-	-	(1,448)	-	(1,448)
Capital contribution from non-controlling shareholders	來自非控股股東之供款	-	-	-	-	-	-	-	4,000	4,000
At 31 December 2019	於二零一九年十二月三十一日	2,014,112	119,330	161,109	13,861	(3,963)	1,436,185	3,740,634	(3,593)	3,737,041

\* These reserve accounts comprise the consolidated reserves of RMB1,726,522,000 (2018: RMB541,036,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況報表內之綜合儲備人民幣1,726,522,000元(二零一八年：人民幣541,036,000元)。

\*\* PRC refers to the People's Republic of China. For the purposes of this financial statements only, except where the context specified otherwise, references to Mainland China or the PRC exclude Hong Kong, Macau and Taiwan.

\*\* 中國指中華人民共和國。僅就本財務報表而言，除非文義另有規定外，指中國內地或除香港、澳門及台灣以外的中國地區。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務所得現金流量</b>			
Profit before tax	除稅前溢利		2,037,777	58,514
Adjustments for:	經下列各項調整：			
Increase in fair value of financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之公平值增加	6	(112,726)	(9,329)
Increase in fair value of investment properties	投資物業公平值增加	6	(2,250)	(17,865)
Loss/(gain) on disposal of subsidiaries	出售附屬公司之虧損／(收益)	6	6,815	(7,447)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	6	1	210
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8	3,489	2,730
Depreciation of right-of-use assets	使用權資產折舊	8	1,641	-
Interest income	利息收入	5	(7,980)	(23,874)
Impairment losses on accounts receivable and other receivables	應收賬款及其他應收款項之 減值虧損	6	777	779
Finance costs	融資成本	7	38,221	30,455
			<b>1,965,765</b>	34,173
Decrease in financial assets at fair value through profit or loss	按公平值計入損益之 金融資產減少		-	120
Decrease in inventories	存貨減少		60	21
Increase in accounts receivable, other receivables and other assets	應收賬款、其他應收款項及 其他資產增加		(964,797)	(652,495)
(Increase)/decrease in restricted bank deposits from pre-sale proceeds of properties	因物業預售所得款項產生之 受限制銀行存款(增加)／減少		(590,079)	59,941
Increase in properties under development	發展中物業增加		(7,059,153)	(16,946,614)
(Increase)/decrease in completed properties held for sale	持作出售之已完工物業 (增加)／減少		(2,849,660)	311,964
Decrease/(increase) in deposits and prepayments paid for land acquisitions	已付土地收購按金及 預付款項減少／(增加)		3,405,920	(1,467,528)
Increase/(decrease) in accounts payable, deposits received and accruals	應付賬款、已收按金及 應計費用增加／(減少)		1,668,783	(583,940)
Increase in contract liabilities	合約負債增加		4,281,864	8,407,852
Cash used in operating activities	經營業務所用現金		(141,297)	(10,836,506)
Tax paid	已繳稅項		(673,594)	(579,488)
Net cash flows used in operating activities	經營業務所用現金流量淨額		<b>(814,891)</b>	(11,415,994)

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>			
Interest received	已收利息		7,980	22,742
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目		(6,236)	(6,573)
Proceeds from disposal of investment properties	出售投資物業所得款項		13,333	61,047
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		1	242
Release of pledged deposits	解除已抵押按金		-	47,383
Placement of pledged deposits	存放已抵押按金		-	(662,519)
Purchase of a debt investment at amortised cost	購入按攤銷成本計算之債務投資		-	(323,257)
Proceeds from recovery a debt investment at amortised cost upon maturity	到期收回按攤銷成本計算之債務投資之所得款項		315,069	-
Purchase of financial assets at fair value through profit or loss	購入按公平值計入損益之金融資產		-	(68,778)
Net cash outflows of acquisition of a subsidiary	收購一間附屬公司之現金流出淨額	31	(46,931)	-
Net cash inflows of disposal of subsidiaries	出售附屬公司之現金流入淨額		114	-
Net cash from/(used in) investing activities	投資活動所得/(所用)現金淨額		283,330	(929,713)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>			
Release of pledged deposits	解除已抵押按金		33,915	-
Placement of pledged deposits	存放已抵押按金		(205,879)	-
New bank and other borrowings raised	新增銀行及其他借貸		13,483,882	11,424,756
Repayment of bank and other borrowings	償還銀行及其他借貸		(5,619,205)	(6,850,201)
Principal portion of lease payments	租賃付款本金部分	36(b)	(1,325)	-
Interest paid	已付利息		(931,181)	(541,269)
Repayment to related companies	償還關連公司款項		(713,851)	(2,864,982)
Advance from related companies	預收關連公司款項		956,458	929,745
Loans repaid to a related company	償還一間關連公司貸款		(6,132,852)	(1,143,322)
Loans received from a related company	收取一間關連公司貸款		747,270	11,368,124
Proceeds from issue of new ordinary shares	發行新普通股之所得款項	29	1,428,031	-
Share issue expenses	股份發行開支	29	(1,448)	-
Capital contributions from non-controlling shareholders	來自非控股股東之供款		4,000	6,000
Net cash flows from financing activities	融資活動所得現金流量淨額		3,047,815	12,328,851
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加/(減少)淨額</b>		2,516,254	(16,856)
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目		673,412	685,710
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額		10,564	4,558
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>於年末之現金及現金等值項目</b>	17	3,200,230	673,412
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目結餘分析</b>			
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況報表內列賬之現金及現金等值項目	17	3,200,230	673,412

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 1. CORPORATE INFORMATION

Zensun Enterprises Limited (formerly known as ZH International Holdings Limited) (the “Company”) is a public limited liability company incorporated in Hong Kong with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at 24th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong. In the opinion of the directors of the Company, the immediate holding company of the Company is Joy Town Inc., a private limited liability company incorporated in the British Virgin Islands (“BVI”). The ultimate holding company of the Company is Vistra Trust (Singapore) Pte Limited, a private limited liability company incorporated in Singapore, as trustee of a discretionary trust which is set up by Ms. Huang Yanping (“Ms. Huang”), a non-executive director of the Company. Ms. Huang is the settlor and protector of the discretionary trust. Mr. Zhang Jingguo (“Mr. Zhang”), the Chairman and an executive director of the Company is the spouse of Ms. Huang.

By a special resolution passed at the extraordinary general meeting held on 12 June 2019, it was resolved that the Company’s name be changed from “ZH International Holdings Limited (正恒國際控股有限公司)” to “Zensun Enterprises Limited (正商實業有限公司)” effective on 8 July 2019, the date on which the certificate of change of name was issued by the Registrar of Companies in Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 43. The Company and its subsidiaries are hereinafter collectively referred to as the Group.

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

##### Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

### 1. 公司資料

正商實業有限公司(前稱正恒國際控股有限公司)(「本公司」)為在香港註冊成立之上市有限公司，其股份在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於香港中環雲咸街40-44號雲咸商業中心24樓。本公司董事認為，本公司之直接控股公司Joy Town Inc.為於英屬處女群島(「英屬處女群島」)註冊成立之有限私營公司。本公司之最終控股公司為Vistra Trust (Singapore) Pte Limited為於新加坡註冊成立之有限私營公司，作為Huang Yanping女士(「Huang女士」，本公司非執行董事)設立之全權信託之信託人。Huang女士為全權信託之授出人及保護人。本公司主席及執行董事張敬國先生(「張先生」)為Huang女士之配偶。

於二零一九年六月十二日舉行的股東特別大會通過一項特別決議案，議決本公司名稱由「ZH International Holdings Limited (正恒國際控股有限公司)」更改為「Zensun Enterprises Limited (正商實業有限公司)」，自香港公司註冊處發出公司更改名稱證明書之日二零一九年七月八日起生效。

本公司為一間投資控股公司。其附屬公司主要業務載於附註43。本公司及其附屬公司以下統稱本集團。

#### 2.1 編製基準

該等財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例編製。彼等已根據歷史成本法編製，惟已按公平值計量之投資物業及按公平值計入損益之金融資產除外。除另有說明外，該等財務報表乃以人民幣(「人民幣」)呈列，所有金額均約整至最近接之千位數。

##### 綜合基準

綜合財務報表包括本集團截至二零一九年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構實體)。本集團因參與投資對象而可以或有權獲得不定回報，且可透過對投資對象行使權力改變回報(即本集團運用既有權利現時可以左右投資對象有關業務)時，視為擁有控制權。

## 2.1 BASIS OF PREPARATION (CONTINUED)

### Basis of consolidation (continued)

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

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

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

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

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

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

## 2.1 編製基準(續)

### 綜合基準(續)

如本公司直接或間接擁有投資對象投票權或類似權利不過半數，本集團衡量是否對投資對象有權力時，會考慮所有相關事實及情況，包括：

- (a) 投資對象其他投票權持有人的合約安排；
- (b) 其他合約安排的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司使用與本公司一致的會計政策編製同一報告期間的財務報表。附屬公司的業績自本集團取得控制權之日起綜合入賬，並持續綜合入賬至有關控制權終止當日為止。

損益及其他全面收益的各組成部分會歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益結餘為負數。本集團成員公司之所有公司間有關交易之資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

倘事實及情況顯示上文所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制投資對象。於一間附屬公司之擁有權權益變動，惟並無失去控制權，則以權益交易入賬。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益表內確認之本集團應佔部份重新分類為損益或保留溢利(視何者屬適當)，基準與倘若本集團直接出售有關資產或負債所需者相同。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9, HKAS 19 and HKAS 28 and *Annual Improvements to HKFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

### 2.2 會計政策及披露之變動

本集團已就本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則第9號修訂本	具有負補償之提早還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號修訂本	計劃修訂、削減或結算
香港會計準則第28號修訂本	於聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理之不確定性
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號修訂本

除香港財務報告準則第9號、香港會計準則第19號及香港會計準則第28號修訂本以及香港財務報告準則二零一五年至二零一七年週期之年度改進與編製本集團財務報表無關外，新訂及經修訂香港財務報告準則之性質及影響載述如下：

- (a) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃–優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易的實質。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就所有租賃以單一資產負債表模式入賬以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人繼續使用與香港會計準則第17號相似的原則將租賃分類為經營租賃或融資租賃。

本集團已使用經修訂追溯法採納香港財務報告準則第16號(於二零一九年一月一日首次應用)。根據此方法，該準則會追溯應用，而首次採納之累計影響作為對二零一九年一月一日保留保留溢利結餘之調整，以及二零一八年之比較資料不會重列且繼續根據香港會計準則第17號及有關詮釋呈報。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

### (a) (continued)

#### ***New definition of a lease***

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

#### ***As a lessee – Leases previously classified as operating leases***

##### *Nature of the effect of adoption of HKFRS 16*

The Group has lease contracts for certain items of property. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

## 2.2 會計政策及披露之變動(續)

### (a) (續)

#### ***租賃之新定義***

根據香港財務報告準則第16號，倘合約賦予權利在一段時間內控制一項已識別資產的使用，以換取代價，則該合約為或包含租賃。當客戶有權取得使用已識別資產的絕大部分經濟利益及有權主導使用已識別資產時，控制權即已轉移。本集團選擇使用過渡實際權宜辦法，允許該準則僅適用先前於初始應用當日已根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定為租賃之合約。未根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定為租賃的合約不會被重新評估。因此，香港財務報告準則第16號項下的租賃定義僅適用於二零一九年一月一日或之後訂立或變更之合約。

#### ***作為承租人－先前分類為經營租賃之租賃 採納香港財務報告準則第16號之影響之 性質***

本集團擁有若干物業項目的租賃合約。作為承租人，本集團先前將租賃(按該租賃是否評估為已將其資產所有權的絕大部分回報及風險轉予本集團)分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團就所有租賃應用單一的方法確認及計量使用權資產及租賃負債，惟就低價值資產租賃(按個別租賃基準選擇)及租賃期為12個月或以下的租賃(「短期租賃」)(按相關資產類別選擇)兩種選擇豁免除外。本集團確認使用權資產折舊(及減值，如有)及尚未償還租賃負債之應計利息(為融資成本)，而非於自二零一九年一月一日開始之租期內按直線法於經營租賃項下確認租金開支。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

#### (a) (continued)

##### *As a lessee – Leases previously classified as operating leases (continued)*

##### *Impacts on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the applicable incremental borrowing rate at 1 January 2019. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at fair value applying HKAS 40.

The Group has used the following elective practical expedient when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Relying on the entity's assessment of whether leases were onerous by applying HKAS 37 immediately before 1 January 2019 as an alternative to performing an impairment review
- Excluding initial direct costs from the measurement of the right-of-use assets at the date of initial application when applying HKFRS 16.

### 2.2 會計政策及披露之變動(續)

#### (a) (續)

##### *作為承租人 – 先前分類為經營租賃之租賃 (續)*

##### *過渡影響*

於二零一九年一月一日之租賃負債按剩餘租賃付款之現值確認，並使用於二零一九年一月一日之適用增量借貸利率貼現。使用權資產按租賃負債金額計量，並按緊接二零一九年一月一日前於財務狀況報表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。

所有此等資產均於該日期按香港會計準則第36號作減值評估。本集團選擇在財務狀況報表內獨立呈列使用權資產。

就先前計入投資物業並按公平值計量之租賃土地及樓宇(持有以賺取租金收入及/或資本增值)而言，本集團繼續載入彼等作為於二零一九年一月一日之投資物業。彼等繼續應用香港會計準則第40號按公平值計量。

於二零一九年一月一日應用香港財務報告準則第16號時，本集團使用以下選擇性實際權宜辦法：

- 對於租期自初始應用日期起12個月內終止之租賃應用短期租賃豁免
- 根據其緊接二零一九年一月一日前應用香港會計準則第37號實體對租賃是否有虧損性之評估，作為進行減值審閱替代方案
- 不包括於應用香港財務報告準則第16號首次應用日期計量使用權資產之初始直接成本。

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

### (a) (continued)

#### Financial impact at 1 January 2019

The impacts arising from the adoption of HKFRS 16 at 1 January 2019 were as follows:

		RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>	
Increase in right-of-use assets	使用權資產增加	<b>6,813</b>
<b>Liabilities</b>	<b>負債</b>	
Increase in lease liabilities	租賃負債增加	<b>6,813</b>
The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 were as follows:		
		RMB'000 人民幣千元
<b>Operating lease commitments as at 31 December 2018</b>	<b>於二零一八年十二月三十一日之經營租賃承擔</b>	8,079
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	減：與短期租賃及餘下租期於二零一九年十二月三十一日或之前到期的租賃相關的承諾	(17)
		8,062
Weighted average incremental borrowing rate as at 1 January 2019	於二零一九年一月一日之加權平均增量借貸利率	7.50%
<b>Lease liabilities as at 1 January 2019</b>	<b>於二零一九年一月一日之租賃負債</b>	<b>6,813</b>

(b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

## 2.2 會計政策及披露之變動(續)

### (a) (續)

#### 於二零一九年一月一日之財務影響

於二零一九年一月一日因採納香港財務報告準則第16號所產生的影響如下：

		RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>	
Increase in right-of-use assets	使用權資產增加	<b>6,813</b>
<b>Liabilities</b>	<b>負債</b>	
Increase in lease liabilities	租賃負債增加	<b>6,813</b>
The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 were as follows:		
		RMB'000 人民幣千元
<b>Operating lease commitments as at 31 December 2018</b>	<b>於二零一八年十二月三十一日之經營租賃承擔</b>	8,079
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	減：與短期租賃及餘下租期於二零一九年十二月三十一日或之前到期的租賃相關的承諾	(17)
		8,062
Weighted average incremental borrowing rate as at 1 January 2019	於二零一九年一月一日之加權平均增量借貸利率	7.50%
<b>Lease liabilities as at 1 January 2019</b>	<b>於二零一九年一月一日之租賃負債</b>	<b>6,813</b>

(b) 香港(國際財務報告詮釋委員會)－詮釋第23號闡明稅項處理涉及影響香港會計準則第12號應用之不確定性(通稱「不確定稅項狀況」)時所得稅(即期及遞延)之會計處理方法。該詮釋不適用於香港會計準則第12號範圍以外之稅項或徵稅，尤其亦不包括涉及不確定稅項處理之利息及處罰之相關規定。該詮釋具體闡明以下事項：(i)實體是否單獨考慮不確定稅項處理；(ii)實體對稅務機關之稅項處理檢查所作之假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變化。因此，該詮釋對本集團財務狀況或表現並未造成任何影響。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, which have been issued but are not yet effective, in the financial statements:

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to HKFRS 9 HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

#### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則 第3號修訂本	<i>業務之定義</i> <sup>1</sup>
香港財務報告準則 第9號、香港會計準則 第39號及香港財務報 告準則第7號修訂本	<i>利率基準改革</i> <sup>1</sup>
香港財務報告準則第10 號及香港會計準則第 28號修訂本(二零一 一年)	<i>投資者與其聯營公司 或合營企業之間 之資產出售或注入</i> <sup>3</sup>
香港財務報告準則 第17號	<i>保險合約</i> <sup>2</sup>
香港會計準則第1號及 香港會計準則第8號 修訂本	<i>重大性定義</i> <sup>1</sup>

<sup>1</sup> 於二零二零年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>3</sup> 並未釐定強制生效日期，但可提早採納

預期將適用於本集團之該等香港財務報告準則之進一步資料於下文載述。

香港財務報告準則第3號修訂本對業務之定義作出澄清，並提供更多指引。該等修訂說明，就被視為業務之一系列綜合活動及資產而言，其須包括最少一項對共同創造產出能力有顯著貢獻之投入及實質程序。業務可以不包括創造產出所需之所有投入及過程而存在。該等修訂取消對市場參與者是否有能力收購業務並繼續創造產出之評估。相反，重點在於獲得之投入及實質性過程是否共同對創造產出能力有顯著貢獻。該等修訂選縮窄產出之定義，重點關注向客戶提供之貨品或服務、投資收入或源自普通活動之其他收入。此外，該等修訂提供指引，以評估所收購之流程是否具重要性，並引入可選之公平值集中測試，以便簡化評估所獲得之一系列活動及資產是否並非業務。本集團預期即將自二零二零年一月一日起採納該等修訂。由於該等修訂預期適用於首次應用日期或之後發生之交易或其他事件，故本集團於過渡日期將不受該等修訂影響。

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

The directors of the Company considered that the application of those new and revised HKFRSs will not have a material impact on the Group's consolidated financial results.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號及香港會計準則第8號修訂本為重大性提供新定義。根據新定義，倘可合理預期漏報、錯報或掩蓋個別資料將可影響使用財務報表作一般目的之主要使用者基於該等財務報表作出之決定，則該資料為重大。該等修訂指明，重大性取決於資料之性質及牽涉範圍。倘可合理預期資料錯報會影響主要使用者之決定，則有關錯誤為重大。本集團預期自二零二零年一月一日起按未來適用基準採納修訂。該等修訂預期不會對本集團之財務報表造成任何重大影響。

本公司董事認為應用該等新訂及經修訂香港財務報告準則將不會對本集團綜合財務業績產生重大影響。

## 2.4 主要會計政策概要

### 業務合併

業務合併乃以收購法入賬。轉讓代價乃以收購日期的公平值計算，該公平值為本集團所轉讓資產於收購日期之公平值、本集團自收購對象之前擁有人承擔的負債以及本集團發行以換取收購對象控制權之股本權益之總和。於各業務合併中，本集團選擇是否以公平值或收購對象可識別資產淨值的應佔比例，計算於收購對象屬現時擁有人權益的非控股權益，並賦予擁有人權利，於清盤時按比例分佔淨資產。非控股權益之一切其他成分乃按公平值計量。收購相關成本於產生時列為開支。

倘本集團收購一項業務，則會根據合約條款、於收購日期的經濟環境及相關條件評估所承接的金融資產及負債，以作出適合的分類及標示，其中包括分開收購對象主合約中的嵌入式衍生工具。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Fair value measurement

The Group measures its investment properties and financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 2.4 主要會計政策概要(續)

#### 公平值計量

本集團於各報告期間結算日計量按公平值計量投資物業及按公平值計入損益之金融資產。公平值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格。公平值計量乃基於假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場的情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公平值乃假設市場參與者以最佳經濟利益行事，按照其於為資產或負債定價時所使用的假設計量。

非金融資產的公平值計量須計及市場參與者自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，以產生的經濟效益的能力。

本集團採用適用於當時情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有公平值於本財務報表計量或披露的資產及負債乃基於對公平值計量整體而言屬重大的最低層級輸入數據按以下公平值層級分類：

- 第一級 – 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 – 基於對公平值計量而言屬重大的最低層級輸入數據可觀察(直接或間接)的估值方法
- 第三級 – 基於對公平值計量而言屬重大的最低層級輸入數據不可觀察的估值方法

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期間結算日重新評估分類(基於對公平值計量整體而言屬重大的最低層輸入數據)確定是否發生不同層級轉移。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets, and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, (only if there are revalued assets in the financial statements) unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## 2.4 主要會計政策概要(續)

### 非金融資產減值

倘有跡象顯示出現減值或需就資產(不包括存貨、遞延稅項資產、金融資產及投資物業)進行年度減值測試，則會估計該資產之可收回金額。資產之可收回金額為該資產或現金產生單位之使用價值及其公平值減銷售成本(以較高者為準)，並就個別資產而確定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別之現金流入，在此情況下，可收回金額就資產所屬之現金產生單位而確定。

減值虧損僅於資產之賬面值超逾其可收回金額時確認。於評估使用價值時，估計未來現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生期間內在損益賬中與已減值資產功能一致之支出類別內扣除。

於各報告期末須評估有否跡象顯示過往確認減值虧損不再存在或已減少。如有該跡象存在，則會估計可收回金額。過往確認之資產(商譽除外)減值虧損，僅會於用以釐定該資產可收回金額之估計改變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而釐定之賬面值(扣除任何折舊／攤銷)。該項減值虧損的回撥於發生時計入損益賬(只要財務報表內有重估資產)，惟倘若資產按重估值列賬，則按照該重估資產之相關會計政策處理減值虧損的回撥。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 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 joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

### 2.4 主要會計政策概要(續)

#### 關連人士

任何人士倘符合以下情況即被認為屬本集團之關連人士：

- (a) 該方為一名人士或該名人士之近親，而該名人士：
- (i) 於本集團擁有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之高級管理人員之一；

或

- (b) 該方為一個實體並符合以下任何一項條件：
- (i) 該實體及本集團為同一集團之成員公司；
  - (ii) 一個實體為另一實體(或該另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
  - (iii) 該實體及本集團為同一第三方之合營企業；
  - (iv) 一個實體為一名第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
  - (v) 該實體乃為本集團或與本集團有關連之實體之僱員福利而設之離職後福利計劃；
  - (vi) 該實體由(a)所界定之人士控制或共同控制；
  - (vii) 於(a)(i)所界定之人士對該實體有重大影響力或為該實體(或該實體之母公司)之高級管理人員之一；及
  - (viii) 該實體，或其所屬集團之任何成員公司，向本集團或本集團之母公司提供主要管理人員服務。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Land and buildings and hotel	Over the shorter of the lease terms or 2%
Leasehold improvement	Over the shorter of the lease terms or 6.67% to 20%
Furniture, office equipment and motor vehicles	20% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

## 2.4 主要會計政策概要(續)

### 物業、廠房及設備以及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及將資產達至營運狀況及地點以作擬定用途之任何直接應佔成本。

物業、廠房及設備項目開始運作後產生之支出，如維修及保養費用等，一般於產生期間在損益賬中扣除。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部份須不時更換，則本集團將該等部份確認為具有特定使用年期之個別資產及作出相應折舊。

折舊乃以直線法按每項物業、廠房及設備項目之估計可使用年期撇銷其成本至其剩餘價值計算。就此採用之主要年率如下：

永久業權土地	並無折舊
土地及樓宇以及酒店租賃物業裝修	租賃年期或2%之較短者 租賃年期或6.67%至20%之較短者
傢俬、辦公設備及汽車	20%至25%

倘物業、廠房及設備項目各部份之可使用年期不同，則該項目的成本按合理基準於各部份之間分配，而各部份乃分別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末予以檢討，並適時作出調整。

初始確認的物業、廠房及設備項目(包括任何重大部分)於出售或預期使用或出售不會再產生未來經濟利益時終止確認。於資產終止確認年度在損益內確認的任何出售或報廢產生的收益或虧損，乃有關資產出售所得款項淨額與其賬面值的差額。

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## 財務報表附註

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

#### Properties under development

Properties under development are intended to be held for sale after completion.

Properties under development are stated at the lower of cost comprising land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period and net realisable value.

Properties under development are classified as current assets unless those will not be realised in the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

#### Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the price ultimately expected to be realised, less estimated costs to be incurred in selling the properties.

### 2.4 主要會計政策概要(續)

#### 投資物業

投資物業指持作賺取租金收入及／或資本增值的土地及樓宇權益(包括符合投資物業定義的持作使用權資產的租賃物業(二零一八年：經營租賃的租賃物業))，但不包括用作生產或作供應貨品或提供服務或作行政管理用途或持作日常業務過程中出售的土地及樓宇權益。該等物業初步按成本(包括交易成本)計量。初始確認後，投資物業按公平值列賬，以反映報告期間結算日的市況。

投資物業公平值變動產生的收益或虧損計入其產生年度的損益賬。

報廢或出售投資物業產生的任何收益或虧損於報廢或出售年度的損益賬確認。

#### 發展中物業

發展中物業擬持作竣工後出售。

發展中物業按成本及可變現淨值的較低者列賬，成本包括土地成本、建築成本、借貸成本、專業費用與於發展期內產生與該等物業直接相關的其他成本。

除非發展中物業不會於正常營運周期內變現，否則其分類為流動資產。物業於竣工時轉至持作出售之已完工物業。

#### 持作出售之已完工物業

持作出售之已完工物業乃按成本與可變現淨值的較低者列賬。成本乃按未出售物業應佔土地及樓宇總成本的分攤比例釐定。可變現淨值計及最終預期將變現的價格減去銷售該物業時將產生的估計成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Offices	3 to 5 years
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When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

#### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its applicable incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

## 2.4 主要會計政策概要(續)

### 租賃(自二零一九年一月一日起適用)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則合約為或包含租賃。

#### 本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

#### (a) 使用權資產

於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、初始已產生直接成本及於開始日期或之前作出之租賃付款減任何已收取租賃優惠。使用權資產於租期與其估計可使用年期(以較短者為準)按直線法折舊如下：

辦公室	三至五年
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倘使用權資產符合投資物業之定義，該資產須計入投資物業。相應之使用權資產於開始時按成本計量，而其後須根據本集團對「投資物業」之政策按公平值計量。

#### (b) 租賃負債

於租賃開始日期，租賃負債按租賃期內作出之租賃付款之現值計予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於指數或利率之可變租賃款項以及預期根據剩餘價值擔保支付之金額。

於計算租賃付款之現值時，因為租賃內含利率無法確定，故本集團應用租賃開始日期之適當增量借款利率計算。於開始日期後，租賃負債金額之增加反映了利息上調，其減少則關乎所作出之租賃付款。此外，倘存在租期的修改、變動、租賃付款變動(即由指數或利率變動引起之未來租賃付款變動)或選擇購買相關資產之評估變動，則重新計量租賃負債之賬面值。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Leases (applicable from 1 January 2019) (continued)

##### Group as a lessee (continued)

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of offices (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

##### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

#### Leases (applicable before 1 January 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

### 2.4 主要會計政策概要(續)

#### 租賃(自二零一九年一月一日起適用)(續)

##### 本集團作為承租人(續)

##### (c) 短期租賃

本集團對辦公室短期租賃(即自開始日期起租期為12個月或以下且不含購買選擇權的租賃)應用短期租賃確認豁免。

短期租賃的租賃付款以直線法按租期確認為開支。

##### 本集團作為出租人

當本集團作為出租人行事時，其自租賃開始時(或存在租賃修改時)將租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。租金收入於租期內按直線法列賬，由於其經營性質而計入損益賬之收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為租金收入。

所有向承租人轉讓相關資產所有權所附帶的絕大部分風險及回報的租賃列賬為融資租賃。

#### 租賃(二零一九年一月一日之前起適用)

資產所有權的絕大部分回報及風險仍歸出租人所有的租賃列賬為經營租賃。倘本集團為出租人，本集團根據經營租賃出租的資產計入非流動資產，而經營租賃項下應收租金在租期內以直線法計入損益賬。倘本集團為承租人，則經營租賃項下的應付租金扣除出租人給予的優惠後在租期內以直線法自損益賬內扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

## 2.4 主要會計政策概要(續)

### 投資及其他金融資產

#### 初始確認及計量

於初始確認時，金融資產以按公平值計入損益之方式進行分類，其後則按攤銷成本計量。

金融資產於初始確認時之分類取決於取決於金融資產之合約現金流量特徵及本集團管理金融資產之業務模式。若不計及應收賬款(並不包含重大融資部分或本集團就此應用不調整重大融資部分的影響的切實權益法)，本集團初步按公平值加交易成本(倘金融資產並非按公平值計入損益)計量金融資產。根據下文「收益確認」所載之政策，應收賬款(並不包含重大融資部分或本集團就此應用切實權益法)乃按根據香港財務報告準則第15號釐定之交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，須就未償還本金產生純粹為支付本金及利息(「純粹為支付本金及利息」)的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益進行分類及計量。

本集團管理金融資產之業務模式指本集團管理其金融資產以產生現金流量之方法。該業務模式釐定現金流量是否將因收取合約現金流量、出售金融資產或兩者產生。按攤銷成本進行分類及計量的金融資產乃於旨在持有金融資產以收取合約現金流量的業務模式中持有，而按公平值計入其他全面收益進行分類及計量的金融資產則於以收取合約現金流量及出售金融資產的業務模式中持有。並無於上述業務模式中持有的金融資產按公平值計入損益進行分類及計量。

所有常規買賣之金融資產概於交易日(即本集團承諾購買或出售該資產之日期)予以確認。常規買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

#### 後續計量

金融資產按其分類之後續計量如下：

#### 按攤銷成本計量之金融資產(債務工具)

按攤銷成本列賬之金融資產其後使用實際利率法計量，並可能受減值影響。當終止確認、修訂或減值時，收益及虧損於損益中確認。

# NOTES TO FINANCIAL STATEMENTS

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Investments and other financial assets (continued)

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

##### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 2.4 主要會計政策概要(續)

#### 投資及其他金融資產(續)

##### 按公平值計入損益之金融資產

按公平值計入損益之金融資產按公平值於財務狀況報表列賬，而公平值變動則於損益賬中確認。

此類別包括本集團並無不可撤銷地選擇按公平值計入其他全面收益之方式進行分類之股權投資。分類為按公平值計入損益之金融資產之股權投資股息亦於支付權利確立時在損益賬中確認為其他收入。與股息相關之經濟利益可能將流入本集團及股息金額能夠可靠計量。

##### 終止確認金融資產

金融資產或(如適用)一項金融資產的一部分或一組同類金融資產的一部分主要在下列情況將終止確認(即自本集團綜合財務狀況報表移除)：

- 收取該項資產所得現金流量的權利已屆滿；或
- 本集團已轉讓收取該項資產所得現金流量的權利，或已透過一項「轉付」安排，承擔在未有嚴重延誤的情況下，向一名第三方支付所有已收現金流量的責任；及(a)本集團已轉讓該項資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產的控制權。

倘本集團已轉讓其從一項資產收取現金流量之權利或已訂立一項轉付安排，其將評估是否保留資產擁有權之風險及回報及保留程度。倘其並無轉讓或保留該項資產的絕大部份風險及回報，且並無轉讓該項資產的控制權，本集團將繼續確認該已轉讓資產，惟以本集團持續參與者為限。於該情況下，本集團亦確認一項相關負債。已轉讓之資產及相關負債乃按反映本集團已保留權利及責任之基準計量。

本公司就已轉讓資產作出保證之持續參與，乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Other than accounts receivable with no significant financial component, financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for accounts receivable which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 2.4 主要會計政策概要(續)

### 金融資產減值

本集團就所有並非以按公平值計入損益之方式持有之債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃按根據合約到期之合約現金流量與本集團預期將收取之所有現金流量之間之差額計算，並按原有實際利率之約數進行折現。預期現金流量將包括出售所持抵押品或其他信貸提升措施(屬於合約條款之一部分)所產生之現金流量。

### 通用方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無大幅增加之信貸敞口而言，會為未來十二個月(十二個月預期信貸虧損)可能發生的違約事件所產生之信貸虧損計提預期信貸虧損撥備。就初始確認以來信貸風險大幅增加之信貸敞口而言，須就預期於敞口之餘下年期產生之信貸虧損計提減值撥備，不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團會評估金融工具的信貸風險自初始確認以來是否大幅增加。於作出評估時，本集團會比較金融工具於報告日期之違約風險與金融工具於初始確認日期之違約風險，並會考慮毋須耗費不當成本或精力即可獲得之合理及有據資料(包括過往及前瞻性資料)。

於合約付款逾期90天時，本集團視金融資產出現違約。然而，於若干情況下，在計及本集團持有之任何信貸措施前，倘內外部資料顯示本集團不大可能悉數收回尚未收回合約款項，則本集團亦可視金融資產出現違約。倘合理預期不會收回合約現金流量，則會撤銷金融資產。

除並無重大財務部分之應收賬款外，按攤銷成本計量之金融資產須根據通用方法計量減值，其亦於計量預期信貸虧損之下列階段內進行分類，惟應用簡化方法(如下文詳述)之應收賬款除外：

- 第1階段 – 自初始確認以來，信貸風險並無顯著增加，且其虧損撥備按相當於十二個月預期信貸虧損之金額計量之金融工具
- 第2階段 – 自初始確認以來，信貸風險顯著增加，但並非屬信貸減值金融資產且其虧損撥備按相當於全期預期信貸虧損之金額計量之金融工具
- 第3階段 – 於報告日期出現信貸減值(但未購買或產生信貸減值)且其虧損撥備按相當於全期預期信貸虧損之金額計量之金融資產



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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Impairment of financial assets (continued)

##### *Simplified approach*

For accounts receivable that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For accounts receivable that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

#### Financial liabilities

##### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payables, amounts due to related companies, loans from a related company, bank and other borrowings, and financial liabilities in other payables, deposits and accruals.

##### *Subsequent measurement*

The subsequent measurement of financial liabilities is as follows:

##### *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, banks and other borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

### 2.4 主要會計政策概要(續)

#### 金融資產減值(續)

##### *簡化方法*

就並不包含重大融資部分或本集團就此應用不調整重大融資部分的影響的切實權宜法，本集團會應用簡化方法計算預期信貸虧損。根據簡化方法，本集團並不追蹤信貸風險之變動，而是在每個報告日確認基於全期預期信貸虧損之減值虧損。本集團已建立基於過往信貸虧損經驗之撥備矩陣，並就應收賬款及經濟環境特定之前瞻性因素作出調整。

對於含有重大融資部分及應收租賃之應收賬款，本集團會選擇採用簡化方法計算具有上述政策之預期信用損失作為其會計政策。

#### 金融負債

##### *初始確認及計量*

金融負債於初始確認時分類為貸款及借款或應付款項(如適用)。

初始確認時，所有金融負債均按公平值確認，而貸款及借款以及應付款項則扣除直接應佔交易成本確認。

本集團金融負債包括應付賬款、應付關連公司款項、來自一間關連公司之貸款、銀行及其他借款以及其他應付款項、按金及應計費用中的金融負債。

##### *後續計量*

金融負債的後續計量如下：

##### *按攤銷成本計算之金融負債(貸款和借款)*

初始確認後，銀行及其他借款其後以實際利率法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況下，則按成本列賬。倘負債被終止確認，則盈虧在損益中透過實際利率法攤銷程式確認。

攤銷成本計算時會考慮任何收購折讓或溢價以及構成實際利率整體部份的費用或成本。實際利率法攤銷包括在損益內的財務費用。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Financial liabilities (continued)

#### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

## 2.4 主要會計政策概要(續)

### 金融負債(續)

#### 財務擔保合約

本集團發出的財務擔保合約為要求付款以彌償擔保持有人因指定債務人未能按照債務工具條款於到期時付款而招致的損失的合約。財務擔保合約初始按公平值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策釐定之預期信貸虧損撥備；及(ii)初始確認的金額減(若適用)累計已確認收入金額。

#### 終止確認金融負債

倘金融負債下的義務被解除、取消或到期，則本集團終止確認負債。

當現有金融負債被來自同一放債人的另一項條款迥異的金融負債取代，或現有負債的條款大部分被修訂時，該項交換或修訂會視作終止確認原有負債及確認新負債，各自的賬面金額差額於損益賬確認。

#### 抵銷金融工具

倘現時存在一項可在法律上強制執行的權利，可抵銷已確認金額，且有意以淨額結算或同時變現資產及償付債務，則金融資產與金融負債可予抵銷，並將淨金額列入綜合財務狀況報表。

#### 存貨

存貨以成本與可變現淨值兩者之較低者列賬。存貨成本按先進先出之基準釐定，而在製品及製成品的成本則包括直接材料、直接人工及適當的間接費用部分。可變現淨值乃基於估計售價扣除直至完成及出售時將產生的任何估計成本計算。

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知數額現金、價值變動風險不大、一般於收購後三個月內到期的短期高度流通投資(須按要約償還並構成本集團現金管理重要部分)。

就綜合財務狀況報表而言，現金及等同現金項目包括用途不受限制的手頭現金及銀行存款(包括定期存款以及現金類似性質資產)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the country in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

### 2.4 主要會計政策概要(續)

#### 撥備

當因過往發生的事件而產生目前的債務(法定或推定), 並可能導致日後須流出資源以清償債務時, 本集團會確認撥備, 惟債務的金額須能夠可靠地估計。

當貼現的影響重大時, 本集團會就撥備確認的金額為預期清償債務所需的未來開支於報告期末的現值。因時間流逝而產生的已貼現現值金額增加計入損益賬的融資成本。

#### 所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅會於損益外確認, 即於其他全面收益或直接於權益確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈的稅率(及稅法), 並考慮本集團業務所在國家的現有詮釋及慣例, 按預期自課稅機關退回或支付予課稅機關的金額計量。

遞延稅項就於報告期末資產與負債的稅基及作財務申報用途的賬面金額兩者間的所有暫時差額以負債法計提撥備。

遞延稅項負債乃就所有應課稅暫時差額確認, 惟:

- 遞延稅項負債乃因一項交易(並非業務合併)中最初確認商譽或資產或負債而產生, 且於交易時並無對會計溢利或應課稅溢利或虧損構成影響除外; 及
- 就與於附屬公司、聯營公司及合營企業的投資有關的應課稅暫時差額而言, 暫時差額的撥回時間可以控制及暫時差額有可能不會於可預見未來撥回除外。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

遞延稅項資產就所有可扣減暫時差額及未被動用稅項抵免與任何未被動用稅項虧損的結轉確認。遞延稅項資產僅在可能有未來應課稅溢利以動用可扣減暫時差額及結轉的未被動用稅項抵免及未被動用稅項虧損時，方可確認，惟：

- 遞延稅項資產與於一項交易(並非業務合併)中最初確認資產或負債時產生而於交易時並無對會計溢利或應課稅溢利或虧損構成影響的可扣減暫時差額有關除外；及
- 就與於附屬公司的投資有關的可扣減暫時差額而言，遞延稅項資產僅以暫時差額有可能於可預見未來撥回及可能有未來應課稅溢利以動用暫時差額為限確認。

本集團於各報告期末檢討遞延稅項資產的賬面金額，並於不再可能有足夠應課稅溢利動用全部或部分資產時作調減。未確認的遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅溢利收回全部或部分遞延稅項資產時確認。

遞延稅項資產與負債以變現資產或清還負債的期間的預期適用稅率，按於報告期末已頒佈或實質上已頒佈的稅率(及稅法)計量。

倘及僅倘本集團有在法律上可強制執行的權利抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債涉及同一課稅機關就同一應課稅實體徵收的所得稅，或涉及就有意於各個預期清償大額遞延稅項負債或收回大額遞延稅項資產的未來期間以淨額基準結算即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體徵收的所得稅，則遞延稅項資產及遞延稅項負債會作抵銷。

### 政府補助

政府補助於能合理確定將能收取補助及將符合所有附帶條件時按公平值確認。當補助與支出項目有關時，會於補助擬補償的成本支銷的期間內按有系統基準確認為收入。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue recognition

##### *Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Revenue is measured at the fair value of the consideration received or receivable for the sale of properties and services provided in the ordinary course of the Group's activities. Revenue is shown net of taxes.

(a) *Sales of properties*

Revenue from sales of properties in the ordinary course of business is recognised at a point in time when the purchaser obtains the physical possession or the legal title of the completed property and the Group has the present right to payment and the collection of the consideration is probable.

(b) *Property management services*

Revenue from the provision of property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(c) *Hotel operations*

Revenue from hotel operations is recognised when the relevant services are provided.

### 2.4 主要會計政策概要(續)

#### 收益確認

##### *客戶合約收益*

來自客戶合約的收益乃於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權獲得交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收益金額極有可能不會發生重大收益回撥。

當合約中包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收益按應收款項的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合同開始時的單獨融資交易中。當合約中包含融資部分，該融資部分為本集團提供了一年以上的重大財務利益時，合約項下確認的收益包括按實際利息法在合約負債上累計的利息。就客戶付款至轉讓承諾商品或者服務的期限為一年或者更短的合約而言，交易價格採用香港務報告準則第15號中實際權宜之計，不會對重大融資部分的影響作出調整。

就於本集團日常業務過程中出售物業及提供服務而言，收益按已收或應收代價之公平值計量。收益於扣除稅項後列賬。

(a) *物業銷售*

就於日常業務過程中出售物業而言，收益於買方獲得竣工物業的實際所有權或法定業權、本集團現時擁有要求付款權及代價有可能收回時確認。

(b) *物業管理服務*

就提供物業管理服務而言，收益按直線基準於計劃期間確認，原因是客戶同時間收取及消費本集團提供的利益。

(c) *酒店營運*

就酒店營運而言，收益於提供相關服務時確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue recognition (continued)

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

## 2.4 主要會計政策概要(續)

### 收益確認(續)

#### 其他來源收益

租金收入於租期內按時間比例基準確認。

股息收入於股東收取派付的權利獲確定、與股息有關的經濟利益可能流向本集團及股息金額能可靠計量時確認。

#### 其他收入

利息收入按累計基準使用實際利息法確認，當中採用將金融工具預期年期或更短期間(如適用)內的估計未來現金收入準確貼現至金融資產賬面淨額的利率。

### 合約負債

倘本集團轉讓有關貨品或服務前自客戶收取付款或付款到期時(以較早者為準)，則確認合約負債。合約負債於本集團履行合約時確認為收益(即將有關貨品或服務的控制權轉讓予客戶)。

### 合約成本

除資本化為存貨、物業、廠房及設備以及無形資產的成本外，倘符合下列全部標準，履行客戶合約產生的成本資本化為資產：

- (a) 有關成本與實體可明確識別之合約或預期合約有直接關係。
- (b) 有關成本令實體將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加。
- (c) 有關成本預期可收回。

資本化合約成本與資產相關收益的確認模式一樣系統化地攤銷並於損益賬扣除。其他合約成本於產生時支銷。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Other employee benefits

##### Retirement benefit schemes

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) for all qualifying employees in Hong Kong under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Contributions are made based on a percentage of the participating employees’ relevant income from the Group and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme. When an employee leaves the MPF Scheme, the mandatory contributions are fully vested with the employee.

The employees of the Group’s subsidiary which operates in Mainland China are required to participate in a pension scheme (the “Pension Scheme”) operated by the local municipal government. This subsidiary is required to contribute certain percentage of its payroll costs to the Pension Scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the Pension Scheme.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

#### Foreign currencies

The Company’s functional currency is Hong Kong dollars. These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

### 2.4 主要會計政策概要(續)

#### 其他僱員福利

##### 退休福利計劃

本集團根據強制性公積金計劃管理局之規則及規例為全體香港合資格僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃資產與本集團資產分開持有，由受託人管理之基金持有。按照參與僱員從本集團所得相關收入之百分比供款，由彼等根據強積金計劃規則應付並於損益扣除。當僱員退出強積金計劃時，強制性供款全數歸僱員所有。

本集團於中國內地經營的附屬公司的僱員被要求參與地方市政府營辦的退休金計劃(「退休金計劃」)。附屬公司須將其一定比例的薪金成本向該退休金計劃供款。根據退休金計劃規則須支付的供款於損益賬列賬。

#### 借貸成本

與收購、建造或生產需要長時間方能達致擬定用途或銷售之合資格資產直接有關之借貸成本，均資本化為該等資產成本的一部分，直至該等資產可大致上作擬定用途或銷售為止。將特定借貸用以支付合資格資產前就該等借貸所作暫時投資賺取之投資收入，從資本化借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括利息及實體產生之有關資金借貸的其他成本。

#### 股息

末期股息於股東在股東大會上批准時確認為負債。建議末期股息於財務報表附註披露。

#### 外幣

本公司的功能貨幣為港元。該等財務報表以人民幣呈列。本集團各實體釐定其各自之功能貨幣，各實體財務報表所載項目使用功能貨幣計量。本集團實體所列外幣交易初步使用交易日期其各自的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按於報告期末的外幣匯率進行換算。貨幣項目結算或換算產生的差額於損益賬確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Foreign currencies (continued)

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the RMB, including United States dollars ("USD"), Singapore dollars ("SGD") and Japanese Yen ("JPY"). As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

## 2.4 主要會計政策概要(續)

### 外幣(續)

貨幣項目結算或換算產生的差額於損益賬確認，惟就指定作為對沖本集團的海外業務投資淨額一部分的貨幣項目則除外。該等貨幣項目於其他全面收益確認，直至投資淨額已出售，此時累算金額乃重新分類至損益賬。就該等貨幣項目匯兌差額應佔的稅項支出及抵免亦計入其他全面收益內。

按外幣歷史成本計量的非貨幣項目按首次交易日期的匯率換算。按外幣公平值計量之非貨幣項目採用計量公平值當日之匯率換算。兌換非貨幣項目產生及按公平值計量之損益之處理方式與確認該項目公平值變動產生之損益相符。

於終止確認涉及預付代價的非貨幣資產或非貨幣負債時，為了確定相關資產、開支或收入於初始確認時的匯率，初始交易日期為本集團初始確認預付代價產生的非貨幣資產或非貨幣負債的日期。倘支付或收受多項預付代價，則本集團就支付或收受每項預付代價確定交易日期。

若干海外附屬公司之功能貨幣為人民幣以外之貨幣，包括美元(「美元」)、新加坡元(「新加坡元」)及日圓(「日圓」)。於報告期末，該等實體之資產與負債，按報告期末之匯率換算為人民幣，其損益賬則按本年度之加權平均匯率換算為人民幣。

因此而產生之匯兌差額於其他全面收益確認，並於外匯變動儲備中累計。出售外國業務時，就該項外國業務確認之其他全面收益部份，會在損益賬中確認。

任何因收購外國業務引起之商譽及任何由於收購所得之資產及負債面值金額之公平值調整均視為外國業務之資產及負債及以收市價換算。

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流動日之匯率換算為人民幣。於年內產生之海外附屬公司經常性現金流量乃以年內之加權平均匯率換算為人民幣。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Deferred tax on investment properties*

For the purposes of measuring deferred taxes arising from investment properties that are using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties – senior housing communities located in the United States of America (the "USA") – are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time rather than through sale whereas those situated in Hong Kong and Singapore and residential homes located in the USA are not held under such a business model. Therefore, the presumption that the carrying amounts of investment properties are recovered entirely through sale is rebutted for properties of senior housing communities but is not rebutted for properties located in Hong Kong and Singapore and residential homes located in the USA. The Group has not recognised any deferred taxes on changes in fair value of these investment properties located in Hong Kong and Singapore as the Group is not subject to any income taxes on disposal of these investment properties.

#### *Deferred tax on withholding taxes*

Deferred tax liabilities are recognised for withholding corporate income taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. Significant management judgement is required to determine the amount of deferred tax liabilities, based upon the likely distribution level of such earnings from these subsidiaries in the foreseeable future. The amount of deferred tax liabilities arising from the withholding tax associated with the investment in subsidiaries established in the PRC for the year ended 31 December 2019 was RMB95,000,000 (31 December 2018: nil). Further details are contained in note 28 to the financial statements.

#### *Estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

### 3. 重大會計判斷及估計

編製本集團之財務報表時，管理層須作出會影響收益、開支、資產及負債之呈報金額，及其隨附披露以及或然負債披露之判斷、估計及假設。然而，有關該等假設及估計之不確定因素可導致於日後須對受影響之資產或負債賬面值作出重大調整。

#### 判斷

於應用本集團會計政策之過程中，除涉及估計之判斷外，管理層亦作出以下對於財務報表中確認之金額構成最重大影響之判斷：

#### *於投資物業之遞延稅項*

就以公平值模型計量之投資物業產生之遞延稅項而言，本公司董事已審閱本集團之投資物業組合，總結為本集團位於美利堅合眾國（「美國」）之投資物業－長者住房院舍以商業模式（其目標是隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益）持有，而該等位於香港及新加坡之投資物業及位於美國之住宅單位則並非以該商業模式持有。因此，就長者住房院舍之物業而言，透過出售全部回收投資物業賬面值之假定被推翻，惟就位於香港及新加坡之物業及位於美國之住宅單位而言，假定則不被推翻。由於本集團出售該等位於香港及新加坡之投資物業時毋須繳納任何所得稅，故本集團並無就該等投資物業之公平值變動確認任何遞延稅項。

#### *於預扣稅之遞延稅項*

就本集團於中國成立之附屬公司須繳納預扣稅的未匯出盈利應付的預扣企業所得稅確認遞延稅項負債。管理層須基於該等附屬公司於可見未來可能分派有關盈利之水平作出重大判斷，以釐定遞延稅項負債金額。於截至二零一九年十二月三十一日止年度，與於中國成立之附屬公司的投資相關之預扣稅產生之遞延稅項負債金額為人民幣95,000,000元（二零一八年十二月三十一日：無）。進一步詳情載於財務報表附註28。

#### *估計不明朗因素*

有關未來之主要假設及於報告期間結算日估計不明朗因素（會導致下個財政年度內之資產及負債賬面值出現大幅調整之重大風險）之其他主要來源載述如下。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### *Provision for expected credit losses on accounts receivable and other receivables*

The Group uses a provision matrix to calculate ECLs for accounts receivable and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The expected loss rate is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's accounts receivable and other receivables is disclosed in note 21 to the financial statements.

##### *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### *應收賬款及其他應收款項之預期信貸虧損撥備*

本集團使用撥備矩陣計算應收賬款及其他應收款項之預期信貸虧損。撥備率乃基於具有類似虧損模式之多個客戶分部組別(即地理位置、產品類別、客戶類別及評級)之逾期天數釐定。

預期虧損率初步基於本集團之過往觀察所得違約率。本集團將調整矩陣，藉以按前瞻性資料調整過往信貸虧損經驗。例如，倘預測經濟狀況(即國內生產總值)預期將在未來一年內惡化，可能導致製造業之違約次數增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率會予以更新，並分析前瞻性估計之變動。

過往觀察所得違約率、經濟狀況預測及預期信貸虧損之間的相關性評估為一個重要估計。預期信貸虧損金額對環境及經濟狀況預測之變動極為敏感。本集團之過往信貸虧損經驗及經濟狀況預測亦或不能代表客戶未來的實際違約。有關本集團應收賬款及其他應收款項之預期信貸虧損之資料於財務報表附註21中披露。

##### *租賃 – 估計增量借貸利率*

本集團無法輕易釐定租賃內所隱含之利率，因此，使用增量借貸利率(「增量借貸利率」)計量租賃負債。增量借貸利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借貸利率反映了本集團「應支付」之利率，當無可觀察之利率時(如就並無訂立融資交易之附屬公司而言)或當須對利率進行調整以反映租賃之條款及條件時(如當租賃並非以附屬公司之功能貨幣訂立時)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算增量借貸利率並須作出若干實體特定之估計(如附屬公司之單獨信用評級)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2019 was RMB654,244,000 (2018: RMB646,620,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 15 to the financial statements.

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

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 投資物業公平值之估計

當活躍市場上缺乏相似物業之現價時，本集團會參考不同資料來源，包括：

- (a) 在活躍市場上不同性質、條件或地點之物業現價，並作出調整以反映該等差異；
- (b) 在較為不活躍市場上相似物業之現價，並作出調整以反映該等價格自交易日以來經濟狀況任何變動對該等價格之影響；及
- (c) 基於未來現金流量之可靠估計之貼現現金流量預測，並根據任何現有租約及其他合約之條款，以及(如可能)外部證據，例如同地點及狀況之類似物業的現行市場租金，並使用貼現率反映現時市場對現金流量之金額及時間之不確定性評估。

於二零一九年十二月三十一日，投資物業賬面值為人民幣654,244,000元(二零一八年：人民幣646,620,000元)。進一步詳情(包括計量公平值採用之主要假設及敏感度分析)載於財務報表附註15。

#### 非金融資產減值(商譽除外)

本集團於各報告期間結算日評估所有非金融資產(包括使用權資產)有否任何減值跡象。非金融資產會於有跡象顯示可能無法收回賬面值時進行減值測試。當資產或現金產生單位之賬面值超出其可收回金額(即其公平值減銷售成本及其使用價值的較高者)時，則存在減值。公平值減出售成本乃基於同類資產按公平協商基準進行的具約束力的銷售交易的可用數據，或可觀察市價減出售資產之遞增成本而計算。計算使用價值時，管理層須估計資產或現金產生單位之預計未來現金流量，並選用合適的貼現率以計算該等現金流量之現值。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

##### Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2019 was RMB63,198,000 (2018: RMB57,299,000). The amount of unrecognised tax losses at 31 December 2019 was RMB613,587,000 (2018: RMB542,436,000). Further details are contained in note 28 to the financial statements.

##### PRC corporate income tax (“CIT”)

The Group is subject to corporate income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimate and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise.

##### PRC land appreciation tax (“LAT”)

The Group is subject to LAT in the PRC. The provision for LAT is based on management’s best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for all its property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact on the LAT expenses and the related provision in the period in which the differences realise.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 遞延稅項資產

遞延稅項資產就未動用稅項虧損予以確認，惟以可能出現應課稅溢利將可用以抵銷有關可動用之虧損為限。在釐定可予以確認之遞延稅項資產金額時，須根據日後應課稅溢利可能出現之時間及水平以及未來稅項規劃策略作出重大管理判斷。於二零一九年十二月三十一日，有關已確認稅項虧損之遞延稅項資產賬面值為人民幣63,198,000元(二零一八年：人民幣57,299,000元)。於二零一九年十二月三十一日，未確認稅項虧損為人民幣613,587,000元(二零一八年：人民幣542,436,000元)。進一步詳情載於財務報表附註28。

##### 中國企業所得稅(「企業所得稅」)

本集團須繳納中國企業所得稅。由於地方稅務局尚未落實與所得稅相關的若干事宜，故於釐定將作出之所得稅撥備時，須根據目前已頒佈之稅務法律、法規及其他相關政策作出客觀估計及判斷。倘此等事宜之最終稅務結果有別於原先記錄之金額，則有關差額將影響變現差額期間之所得稅及稅務撥備。

##### 中國土地增值稅(「土地增值稅」)

對中國相關稅務法律及法規所載規定的理解所作之最佳估計而計提。實際土地增值稅負債須待物業發展項目竣工後由稅務機關釐定。本集團尚未就其全部物業發展項目與稅務機關落實其土地增值稅之計算及付款。最終結果可能與初步入賬之金額不同，而差額將會影響差額變現期間之土地增值稅開支及相關撥備。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### Estimation uncertainty (continued)

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

The Group carried out assessment on net realisable value of properties under development and completed properties held for sale at each end of reporting period and compared the costs and its net realisable value. The net realisable value is the estimated future selling price less estimated cost of completion or the estimated costs necessary to make the sale (if any). The estimated future selling prices are estimated by management with reference to the Group's pre-sale selling prices and the recent selling prices of similar properties in the nearby or relevant locations. The management also estimated the future selling expenses and the expected costs to completion by reference to the actual selling expenses of the Groups' completed projects, adjusted by certain current market data, the legal and regulating framework and general market condition. The Group's properties under development and completed properties held for sale are all situated in the PRC, details of which are set out in the consolidated statement of financial position and notes 18 and 19 to the financial statements. At 31 December 2019, the carrying amounts of properties under development and completed properties held for sale were approximately RMB38,367,480,000 (2018: RMB29,777,845,000) and RMB3,824,960,000 (2018: RMB934,671,000), respectively, which are expected to be recovered through future sales and stated at the lower of cost and net realisable value. All of the properties under development and completed properties held for sale are expected to be recovered higher than the cost and hence no write-down to net realisable value was required for the year ended 31 December 2018. When there is any decrease in net realisable value of the properties and it is lower than the cost of the properties, loss will be recognised on the properties under development and completed properties held for sale in the consolidated statement of profit or loss.

#### Contingent liabilities

As at 31 December 2019, the Group had contingent liabilities relating to guarantees amounting to approximately RMB7,819,571,000 (2018: RMB3,699,022,000) in respect of mortgage facilities provided by certain banks in connection with the mortgage loans entered into by property buyers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these property buyers, the Group would be responsible for repaying the outstanding mortgage principals together with accrued interests thereon and any penalties owed by the defaulted buyers to the banks. The Group would be entitled to take over legal title to and possession of the related properties. These guarantees will be released upon the earlier of (i) the satisfaction of the mortgage loan by the buyers of the property; and (ii) the issuance of the property ownership certificate for the mortgage property and the completion of the deregistration of the mortgage. In the opinion of the directors of the Company, no provision for the guarantee contracts was recognised in the consolidated financial statements for the year ended 31 December 2019 as the default risk is low and in case of default in payments, the net realisable of the related properties can cover the outstanding principal together with the accrued interest and penalties. Should the actual outcome be different from expected, provision for losses will be recognised in the consolidated financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### *發展中物業及持作出售之已完工物業之可變現淨值評估*

本集團於各報告期間結算日對發展中物業及持作出售之已完工物業之可變現淨值進行評估並對比成本與其可變現淨值。可變現淨值乃按估計未來售價減估計完成成本或出售所需之估計成本(如有)計算。估計未來售價乃由管理層經參考本集團之預售價及於附近或相關地點之類似物業之近期售價後估計得出。管理層亦已參考本集團竣工項目所需的實際銷售開支對未來銷售開支及預期完工成本進行估計，有關實際銷售開支已根據若干現有市場數據、法律及監管體制以及整體市況作出調整。本集團之發展中物業及持作出售之已完工物業均位於中國，其詳情載於綜合財務狀況報表以及財務報表附註18及19。於二零一九年十二月三十一日，發展中物業及持作出售之已完工物業之賬面值分別約人民幣38,367,480,000元(二零一八年：人民幣29,777,845,000元)及人民幣3,824,960,000元(二零一八年：人民幣934,671,000元)預期可透過未來銷售予以收回，並按成本及可變現淨值兩者之較低者列賬。截至二零一八年十二月三十一日止年度，所有發展中物業及持作出售之已完工物業預期將以高於成本之價格收回，故毋須撇減至可變現淨值。倘物業之可變現淨值出現任何減少並低於物業之成本，則將就發展中物業及持作出售之已完工物業於綜合損益賬確認虧損。

#### 或然負債

於二零一九年十二月三十一日，本集團就有關本集團物業之物業買家訂立之按揭貸款而由若干銀行提供之按揭融資之擔保擁有或然負債約人民幣7,819,571,000元(二零一八年：人民幣3,699,022,000元)。根據擔保條款，倘該等物業買家拖欠按揭款項，本集團須負責支付失責買家欠付銀行的未償還按揭本金連同累計利息及任何罰款。本集團將有權接管相關物業的法定業權及擁有權。該等擔保將於以下較早者發生時解除：(i)物業買家償還按揭貸款；及(ii)就按揭物業發出物業所有權證並完成按揭的取消登記。本公司董事認為，由於違約風險不大及倘付款出現違約，相關物業之可變現淨值可涵蓋未償還本金連同累計利息及罰款，故並無就擔保合約於截至二零一九年十二月三十一日止年度之綜合財務報表作出撥備。倘實際結果與預期不同，則將於綜合財務報表確認虧損撥備。

#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- (a) Property development in the PRC
- (b) Property investment and management on American Housing REIT, Inc. ("AHR") and property management provided to Global Medical REIT, Inc. ("GMR") in the USA
- (c) Property investment other than AHR
- (d) Securities trading and investment
- (e) Hotel operations

The Group has property investment and/or management businesses in Hong Kong, the USA, and Singapore. Other than AHR which is operated in the USA, the property investment businesses in other regions are evaluated together and assessed as one operating segment by the management.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that certain other gains and losses, corporate and unallocated income and expenses (including unallocated finance costs) are excluded from this measurement.

Segment assets exclude deferred tax assets, unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities, tax liabilities and unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

#### 4. 經營分部資料

為進行管理，本集團根據其產品及服務成立業務分部，其五個可報告經營分部如下：

- (a) 於中國之物業發展
- (b) 於美國對美洲房地產投資信託（「AHR」）進行之物業投資及管理以及向國際醫療房地產投資信託（「GMR」）提供之物業管理
- (c) AHR以外之物業投資
- (d) 證券買賣及投資
- (e) 酒店業務

本集團於香港、美國及新加坡擁有物業投資及／或管理業務。除於美國經營的AHR外，其他地區之物業投資業務乃由管理層一併估值，並作為一個經營分部予以評估。

管理層個別監控本集團之經營分部之業績，以便作出有關資源分配及表現評估之決定。評估分部表現乃根據可報告之分部溢利／（虧損）（除稅前經調整溢利／（虧損）之計量）。除稅前經調整溢利／（虧損）乃貫徹本集團之除稅前溢利／（虧損）計量，惟若干其他收益及虧損、公司及未分配收入及支出（包括未分配融資成本）除外。

分部資產不包括遞延稅項資產、總部及公司未分配資產，因該等資產是以集團基準管理。

分部負債不包括遞延稅項負債、稅項負債以及總部及公司未分配負債，因該等負債是以集團基準管理。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料(續)

#### Segment revenue and segment results

#### 分部收益及分部業績

		Segment revenue		Segment results	
		分部收益		分部業績	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Property development in the PRC	於中國之物業發展	<b>8,795,966</b>	521,832	<b>1,907,343</b>	8,377
Property investment and management on AHR and property management provided to GMR in the USA	於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	<b>59,947</b>	46,639	<b>18,031</b>	6,659
Property investment other than AHR	AHR以外之物業投資	<b>12,340</b>	13,535	<b>1,788</b>	17,237
Securities trading and investment	證券買賣及投資	<b>15,856</b>	15,756	<b>128,578</b>	24,959
Hotel operations	酒店業務	<b>3,077</b>	3,708	<b>(7,920)</b>	(1,500)
		<b>8,887,186</b>	601,470	<b>2,047,820</b>	55,732
Unallocated corporate income	未分配公司收入			<b>8,370</b>	23,999
Other gains and losses	其他收益及虧損			<b>1,703</b>	7,251
Unallocated corporate expenses	未分配公司開支			<b>(20,116)</b>	(11,398)
Unallocated finance costs	未分配融資成本			<b>-</b>	(17,070)
Profit before tax	除稅前溢利			<b>2,037,777</b>	58,514

#### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

#### 4. 經營分部資料(續)

##### Segment assets and segment liabilities

##### 分部資產及分部負債

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元
<i>Segment assets</i>	<i>分部資產</i>		
Property development in the PRC	於中國之物業發展	<b>49,632,056</b>	38,122,867
Property investment and management on AHR and property management provided to GMR in the USA	於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	<b>275,257</b>	253,750
Property investment other than AHR	AHR以外之物業投資	<b>461,792</b>	503,032
Securities trading and investment	證券買賣及投資	<b>353,946</b>	237,705
Hotel operations	酒店業務	-	7,541
<i>Segment assets</i>	<i>分部資產</i>	<b>50,723,051</b>	39,124,895
Unallocated assets	未分配資產	<b>1,219,138</b>	444,364
Total assets	總資產	<b>51,942,189</b>	39,569,259
<i>Segment liabilities</i>	<i>分部負債</i>		
Property development in the PRC	於中國之物業發展	<b>47,138,155</b>	37,753,219
Property investment and management on AHR and property management provided to GMR in the USA	於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	<b>110,323</b>	109,183
Property investment other than AHR	AHR以外之物業投資	<b>136,962</b>	145,730
Hotel operations	酒店業務	-	603
<i>Segment liabilities</i>	<i>分部負債</i>	<b>47,385,440</b>	38,008,735
Unallocated liabilities	未分配負債	<b>819,708</b>	439,012
Total liabilities	總負債	<b>48,205,148</b>	38,447,747



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

#### Other segment information

For the year ended 31 December 2019

### 4. 經營分部資料(續)

#### 其他分部資料

截至二零一九年十二月三十一日止年度

	Property investment and management on AHR and property management	Property investment provided to GMR in the USA 於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	Property investment other than AHR AHR以外之物業投資	Securities trading and investment 證券買賣及投資	Hotel operations 酒店業務	Segment total 分部總額	Unallocated 未分配	Total 總計	
	Property development in the PRC 於中國之物業發展	in the USA 於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	other than AHR AHR以外之物業投資	trading and investment 證券買賣及投資	Hotel operations 酒店業務	Segment total 分部總額	Unallocated 未分配	Total 總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Additions to investment properties and property, plant and equipment	投資物業及物業、廠房及設備之添置	5,176	1,022	-	-	30	6,228	8	6,236
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,297	376	14	-	111	4,798	298	5,096
Depreciation of right-of-use assets	使用權資產折舊	-	1,641	-	-	-	1,641	-	1,641
Impairment losses on accounts receivable and other receivables	應收賬款及其他應收款項減值虧損	-	777	-	-	-	777	-	777
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	-	-	-	6,815	6,815	-	6,815
Increase/(decrease) in fair value of investment properties	投資物業之公平值增加/(減少)	-	3,347	(1,097)	-	-	2,250	-	2,250
Increase in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值增加	-	-	-	112,726	-	112,726	-	112,726

#### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

##### Other segment information (continued)

For the year ended 31 December 2018

#### 4. 經營分部資料(續)

##### 其他分部資料(續)

截至二零一八年十二月三十一日止年度

	Property investment and management on AHR and property management	Property investment provided to GMR in the USA 於美國對AHR進行之物業投資及管理以及向GMR提供之物業管理	Property investment other than AHR AHR以外之物業投資	Securities trading and investment 證券買賣及投資	Hotel operations 酒店業務	Segment total 分部總額	Unallocated 未分配	Total 總計
	Property development in the PRC 於中國之物業發展	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Additions to investment properties and property, plant and equipment	投資物業及物業、廠房及設備之添置	5,057	1,516	-	-	6,573	-	6,573
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,251	110	71	-	3,582	368	3,950
Impairment losses on accounts receivable and other receivables	應收賬款及其他應收款項減值虧損	-	779	-	-	779	-	779
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	-	7,447	7,447
Increase in fair value of investment properties	投資物業之公平值增加	-	1,451	16,414	-	17,865	-	17,865
Increase in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值增加	-	-	-	9,329	9,329	-	9,329

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料(續)

#### Geographical information

#### 地區資料

		Revenue from external customers 來自外部客戶收益		Non-current assets 非流動資產	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
The PRC	中國	<b>8,798,193</b>	522,481	<b>5,549</b>	4,608
The USA	美國	<b>76,187</b>	62,692	<b>237,596</b>	233,017
Singapore	新加坡	<b>7,629</b>	7,340	<b>314,912</b>	310,365
Hong Kong	香港	<b>2,100</b>	2,115	<b>119,144</b>	114,848
Japan	日本	<b>3,077</b>	6,842	-	6,908
		<b>8,887,186</b>	601,470	<b>677,201</b>	669,746

The geographical locations of revenue from external customers are based on the geographical markets of the customers, locations of properties and investments. The geographical locations of the non-current assets, excluding deferred tax assets and financial instruments, are based on the geographical locations of the assets.

來自外部客戶收益之地理區域乃基於客戶地區市場、物業及投資之所在地而釐定。非流動資產(遞延稅項資產及金融工具除外)之地理區域乃基於有關資產之地理區域而釐定。

#### Information about major customers

During the years ended 31 December 2019 and 2018, no single customer has contributed 10% or more of the Group's total revenue.

#### 有關主要客戶之資料

截至二零一九年及二零一八年十二月三十一日止年度，概無單一客戶貢獻本集團總收益10%或以上。

## 5. REVENUE AND OTHER INCOME

An analysis of revenue is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<i>Revenue from contracts with customers</i>			
Sales of properties in the PRC	客戶合約收益 於中國出售物業	8,795,966	521,832
Property management services	物業管理服務	43,252	29,330
Hotel operations	酒店業務	3,077	3,708
		<b>8,842,295</b>	554,870
<i>Revenue from other sources</i>			
Gross rental income from investment properties	其他收益來源 投資物業之租金收入總額	29,035	30,844
Dividend income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產 之股息收入	15,856	15,756
		<b>8,887,186</b>	601,470

## 5. 收益及其他收入

收益分析如下：

### Revenue from contracts with customers

(i) *Disaggregated revenue information*  
For the year ended 31 December 2019

客戶合約收益  
(i) 收益分拆資料  
截至二零一九年十二月三十一日止年度

Segments	分部	Sales of properties in the PRC 於中國出售物業 RMB'000 人民幣千元	Property management services 物業管理服務 RMB'000 人民幣千元	Hotel operations 酒店業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Type of goods or services and geographical markets</b>	商品或服務之類別及 區域市場				
Sale of properties in the PRC	於中國出售物業	8,795,966	-	-	8,795,966
Property management services in the USA	於美國之物業管理服務	-	43,252	-	43,252
Hotel services and consumptions in Japan	於日本之酒店服務及消費	-	-	3,077	3,077
Total revenue from contracts with customers	客戶合約收益總額	<b>8,795,966</b>	<b>43,252</b>	<b>3,077</b>	<b>8,842,295</b>
<b>Timing of revenue recognition</b>	收益確認時間				
Goods transferred at a point in time	於某一時間點轉讓貨物	8,795,966	-	-	8,795,966
Services transferred over time	隨時間轉讓服務	-	43,252	3,077	46,329
Total revenue from contracts with customers	客戶合約收益總額	<b>8,795,966</b>	<b>43,252</b>	<b>3,077</b>	<b>8,842,295</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. REVENUE AND OTHER INCOME (CONTINUED)

#### Revenue from contracts with customers (continued)

##### (i) Disaggregated revenue information (continued)

For the year ended 31 December 2018

### 5. 收益及其他收入(續)

#### 客戶合約收益(續)

##### (i) 收益分拆資料(續)

截至二零一八年十二月三十一日止年度

Segments	分部	Sales of properties in the PRC 於中國 出售物業 RMB'000 人民幣千元	Property management services 物業 管理服務 RMB'000 人民幣千元	Hotel operations 酒店業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Type of goods or services and geographical markets</b>	<b>商品或服務之類別及區域市場</b>				
Sale of properties in the PRC	於中國出售物業	521,832	–	–	521,832
Property management services in the USA	於美國之物業管理服務	–	29,330	–	29,330
Hotel services and consumptions in Japan	於日本之酒店服務及消費	–	–	3,708	3,708
Total revenue from contracts with customers	客戶合約收益總額	521,832	29,330	3,708	554,870
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>				
Goods transferred at a point in time	於某一時間點轉讓貨物	521,832	–	–	521,832
Services transferred over time	隨時間轉讓服務	–	29,330	3,708	33,038
Total revenue from contracts with customers	客戶合約收益總額	521,832	29,330	3,708	554,870

Revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

於本報告期間確認並計入報告期初之合約負債之收益如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Sale of properties in the PRC 於中國出售物業	7,080,881	213,452

## 5. REVENUE AND OTHER INCOME (CONTINUED)

### Revenue from contracts with customers (continued)

#### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

#### Sale of properties

The performance obligation is satisfied upon delivery of the properties and advanced payments are required pursuant to the terms of sale and purchase agreements.

#### Rendering of services (property management services and hotel operations)

The performance obligation is satisfied over time as services are rendered and bills are issued when services are rendered.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2019 and 2018 are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	7,311,903	10,578,454
After one year	一年後	13,704,793	4,353,269
		<b>21,016,696</b>	14,931,723

An analysis of other income is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest income	利息收入	7,980	23,874
Government grants	政府資助	1,285	1,000
Others	其他	413	204
		<b>9,678</b>	25,078

## 5. 收益及其他收入(續)

### 客戶合約收益(續)

#### (ii) 履約責任

有關本集團履約責任之資料概述如下：

#### 物業銷售

履約責任乃於交付物業後獲履行，且須根據買賣協議條款預付款項。

#### 提供服務(物業管理服務及酒店業務)

履約責任乃於已提供服務並在提供服務後獲出具賬單時隨時間履行。

於二零一九年及二零一八年十二月三十一日，分配至餘下履約責任(未履行或部分未履行)之交易價格如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	7,311,903	10,578,454
After one year	一年後	13,704,793	4,353,269
		<b>21,016,696</b>	14,931,723

其他收入之分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest income	利息收入	7,980	23,874
Government grants	政府資助	1,285	1,000
Others	其他	413	204
		<b>9,678</b>	25,078

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 6. OTHER GAINS AND LOSSES

### 6. 其他收益及虧損

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Increase in fair value of investment properties (note 15)	投資物業之公平值增加(附註15)	2,250	17,865
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加	112,726	9,329
Exchange gains/(loss), net	匯兌收益/(虧損)淨額	1,703	(319)
Impairment losses on accounts receivable and other receivables	應收賬款及其他應收款項之減值虧損	(777)	(779)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(1)	(210)
(Loss)/gain on disposal of subsidiaries	出售附屬公司之(虧損)/收益	(6,815)	7,447
		<b>109,086</b>	<b>33,333</b>

### 7. FINANCE COSTS

### 7. 融資成本

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interests on:	下列各項之利息：		
Bank and other borrowings	銀行及其他借貸	1,019,398	546,308
Loans from a related company	來自一間關連公司之貸款	-	646
		<b>1,019,398</b>	<b>546,954</b>
Interest arising from lease liabilities	租賃負債產生之利息	457	-
Interest arising from revenue contracts	合約收益產生之利息	776,557	258,682
Less: Capitalised in properties under development	減：於發展中物業資本化	(1,758,191)	(775,181)
		<b>38,221</b>	<b>30,455</b>

Borrowing costs from bank and other borrowings have been capitalised at rates ranging from 4.568% to 12.80% (2018: 4.35% to 8.50%) per annum.

來自銀行及其他借貸之借貸成本已按介乎4.568厘至12.80厘(二零一八年：4.35厘至8.50厘)之年利率予以資本化。

## 8. PROFIT BEFORE TAX

## 8. 除稅前溢利

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
The Group's profit before tax is arrived at after charging:	本集團之除稅前溢利已扣除下列各項：		
Cost of properties sold	已售物業成本	<b>6,593,030</b>	316,904
Cost of services	服務成本	<b>7,677</b>	9,425
Total employee benefit expenses:	僱員福利開支總額：		
Directors' emoluments (note 9)	董事薪酬(附註9)	<b>1,140</b>	1,383
Other staff:	其他員工：		
Salaries and other benefits	薪金及其他福利	<b>71,761</b>	62,859
Retirement benefit scheme contributions	退休福利計劃供款	<b>8,141</b>	3,516
		<b>81,042</b>	67,758
Less: Capitalised in properties under development	減：於發展中物業資本化	<b>(11,979)</b>	(11,902)
		<b>69,063</b>	55,856
Auditor's remuneration	核數師薪酬	<b>1,700</b>	1,450
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>3,489</b>	2,730
Depreciation of right-of-use assets	使用權資產折舊	<b>1,641</b>	-
Minimum lease payments under operating leases	經營租賃項下最低租賃付款	-	5,617
Lease payments not included in the measurement of lease liabilities	並未計入租賃負債計量的租賃付款	<b>5,081</b>	-
The Group's profit before tax is arrived at after crediting:	本集團之除稅前溢利已計入下列各項：		
Interest income	利息收入	<b>7,980</b>	23,874
Gross rental income from investment properties	投資物業租金收入總額	<b>29,035</b>	30,844
Less: Direct operating expenses incurred for:	減：所產生之直接經營開支：		
- investment properties generated rental income	- 產生租金收入之投資物業	<b>(4,497)</b>	(5,535)
- investment properties that did not generate rental income	- 並無產生租金收入之投資物業	<b>(117)</b>	(76)
		<b>(4,614)</b>	(5,611)
		<b>24,421</b>	25,233



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2019 二零一九年十二月三十一日

#### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

#### 9. 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露之年內董事及主要行政人員薪酬如下：

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元
Fees	袍金	<b>633</b>	609
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>461</b>	748
Retirement benefit scheme contributions	退休福利計劃供款	<b>46</b>	26
		<b>1,140</b>	1,383

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

For the year ended 31 December 2019

## 9. 董事及主要行政人員薪酬(續)

截至二零一九年十二月三十一日止年度

		Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Total
	Fees	薪金、津貼 及實物福利	退休福利 計劃供款	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive directors:</i>	<i>執行董事：</i>			
Mr. Zhang*	張先生*	-	-	-
Mr. Zhang Guoqiang	張國強先生	-	46	507
<i>Non-executive director:</i>	<i>非執行董事：</i>			
Ms. Huang	Huang女士	-	-	-
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>			
Mr. Liu Da	劉達先生	211	-	211
Dr. Liu Qiao	劉俏博士	211	-	211
Mr. Ma Yuntao	馬運弢先生	211	-	211
		<b>633</b>	<b>461</b>	<b>1,140</b>

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#### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

For the year ended 31 December 2018

#### 9. 董事及主要行政人員薪酬(續)

截至二零一八年十二月三十一日止年度

		Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Total
	Fees	薪金、津貼 及實物福利	退休福利 計劃供款	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors:</b>				
Mr. Zhang*	張先生*	-	-	-
Mr. Zhang Guoqiang	張國強先生	748	26	774
<b>Non-executive director:</b>				
Ms. Huang	Huang女士	-	-	-
<b>Independent non-executive directors:</b>				
Mr. Liu Da	劉達先生	203	-	203
Dr. Liu Qiao	劉俏博士	203	-	203
Mr. Ma Yuntao	馬運弢先生	203	-	203
		609	748	26
				1,383

\* Mr. Zhang is also the chief executive of the Company.

\* 張先生亦為本公司行政總裁。

There was no arrangement under which the directors waived or agreed to waive any remuneration during the reporting period (2018: Nil).

報告期間內概無董事據此豁免或同意豁免任何薪酬的安排(二零一八年:無)。

## 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year were neither director nor chief executive of the Company (2018: Nil), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the five (2018: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		<b>2019</b> 二零一九年 RMB'000 人民幣千元	<b>2018</b> 二零一八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>11,798</b>	8,592

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		<b>2019</b> 二零一九年	<b>2018</b> 二零一八年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	2	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	-	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	-
		<b>5</b>	5

## 10. 五名最高薪人士

年內五名最高薪人士並非本公司董事亦非主要行政人員(二零一八年：無)，有關彼等薪酬之詳情載於上文附註9。有關年內五(二零一八年：五)名最高薪人士(並非本公司董事亦非主要行政人員)薪酬之詳情如下：

酬金介乎下列組別之最高薪人士(非董事及非主要行政人員)之人數如下：

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 11. INCOME TAX EXPENSE

### 11. 所得稅開支

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current tax – charge for the year	本期稅項一年內開支		
– Hong Kong Profits Tax	– 香港利得稅	–	–
– PRC CIT	– 中國企業所得稅	516,123	45,376
– PRC LAT	– 中國土地增值稅	402,978	38,343
– Overseas Corporate Income Tax	– 海外企業所得稅	3,061	10,094
Under provision in prior years	過往年度撥備不足	143	105
		<b>922,305</b>	93,918
Deferred tax (note 28)	遞延稅(附註28)	<b>(35,986)</b>	(63,896)
		<b>886,319</b>	30,022

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group had no assessable profits generated in Hong Kong for both years.

由於本集團於兩個年度內均無於香港產生應課稅溢利，因此並無於綜合財務報表就香港利得稅作出撥備。

PRC CIT is calculated at the applicable income tax rate of 25% on the assessable profits for both years. In accordance with the PRC Corporate Income Tax Law, a 10% withholding income tax will be levied on dividends declared to foreign investors from the enterprises with foreign investments established in the PRC. The Group is therefore liable to withholding taxes on dividends distributable by those subsidiaries established in the PRC in respect of their earnings generated from 1 January 2008.

中國企業所得稅兩個年度按應課稅溢利之25%適用所得稅率計算。根據中國企業所得稅法，在中國成立的外資企業向外國投資者宣派的股息將被徵收10%預扣所得稅。因此，本集團須就於中國成立的附屬公司自二零零八年一月一日以來賺取的盈利所派付的股息繳付預扣稅。

PRC 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 cost of land use rights and all property development expenditures.

中國土地增值稅乃按土地價格增值額30%至60%之累進稅率徵收，增值額為銷售物業所得款項減除土地使用權費用及所有物業發展開支等應扣除開支的餘額。

The subsidiaries in the USA are generally subject to Federal Income Tax rate at 21% (2018: 21%) on the taxable income and the statutory regulation of State Income Tax in different jurisdiction for the year ended 31 December 2019. Certain of these subsidiaries retained with undistributed income are also entitled to an additional personal holding company tax at 20% on the taxable income. Certain subsidiaries are limited liability companies which are by default disregarded entities (i.e. viewed as divisions of the holding company) and would be taxed as part of their holding company for federal tax purposes.

截至二零一九年十二月三十一日止年度，於美國之附屬公司一般均需就應課稅收入按21%（二零一八年：21%）之聯邦所得稅稅率支付稅項並需遵守不同司法權區州所得稅之法定規例。預留未分派收入之若干該等附屬公司亦需就應課稅收入之20%支付個人控股公司附加稅。若干附屬公司屬有限公司，本身不被視為實體（即視為控股公司之分部），將就聯邦稅而言當作控股公司一部分計算稅項。

**11. INCOME TAX EXPENSE (CONTINUED)**

Income tax expense for the year is reconciled to the profit before tax per the consolidated statement of profit or loss as follows:

		<b>2019</b>	<b>2018</b>
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	<b>2,037,777</b>	58,514
Tax at the statutory tax rate of 25% (2018: 25%)	按法定稅率25%(二零一八年: 25%) 計算之稅項	<b>509,444</b>	14,629
Effect of different tax rates on operations in other jurisdictions	在其他司法權區營運稅率不同之 影響	<b>(630)</b>	2,175
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	<b>5,206</b>	3,325
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(32,440)</b>	(17,509)
PRC LAT	中國土地增值稅	<b>402,978</b>	38,343
Tax effect of PRC LAT	中國土地增值稅之稅務影響	<b>(100,744)</b>	(9,586)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	<b>414</b>	8,238
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	<b>9,813</b>	6,823
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	<b>(2,865)</b>	(16,521)
Under provision in prior years	過往年度撥備不足	<b>143</b>	105
Withholding tax on distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可供 分派溢利之預扣稅	<b>95,000</b>	-
Income tax expenses for the year	年內所得稅開支	<b>886,319</b>	30,022

**12. DIVIDENDS**

Proposed final –  
RMB1.67 cent (2018: Nil) per share

建議末期股息每股  
人民幣1.67分(二零一八年: 無)

The Board recommends the payment of a dividend in respect of the year ended 31 December 2019 of RMB1.67 cents per share, amounting to a total dividend of RMB171,921,000 (2018: Nil). Such dividend is subject to the approval by the shareholders at the forthcoming annual general meeting. These consolidated financial statements did not reflect this dividend payable.

**11. 所得稅開支(續)**

年內所得稅開支與綜合損益賬所示除稅前溢利對賬如下:

		<b>2019</b>	<b>2018</b>
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	<b>2,037,777</b>	58,514
Tax at the statutory tax rate of 25% (2018: 25%)	按法定稅率25%(二零一八年: 25%) 計算之稅項	<b>509,444</b>	14,629
Effect of different tax rates on operations in other jurisdictions	在其他司法權區營運稅率不同之 影響	<b>(630)</b>	2,175
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	<b>5,206</b>	3,325
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(32,440)</b>	(17,509)
PRC LAT	中國土地增值稅	<b>402,978</b>	38,343
Tax effect of PRC LAT	中國土地增值稅之稅務影響	<b>(100,744)</b>	(9,586)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	<b>414</b>	8,238
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	<b>9,813</b>	6,823
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	<b>(2,865)</b>	(16,521)
Under provision in prior years	過往年度撥備不足	<b>143</b>	105
Withholding tax on distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可供 分派溢利之預扣稅	<b>95,000</b>	-
Income tax expenses for the year	年內所得稅開支	<b>886,319</b>	30,022

**12. 股息**

**2019**  
二零一九年  
RMB'000  
人民幣千元

**2018**  
二零一八年  
RMB'000  
人民幣千元

Proposed final –  
RMB1.67 cent (2018: Nil) per share

建議末期股息每股  
人民幣1.67分(二零一八年: 無)

**171,921**      -

董事建議派付截至二零一九年十二月三十一日止年度之股息每股股份人民幣1.67分，總計股息人民幣171,921,000元(二零一八年: 無)。有關股息須待股東於應屆股東週年大會上批准。本綜合財務報表並未反映此應付股息。

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### 財務報表附註

31 December 2019 二零一九年十二月三十一日

#### 13. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on:

#### 13. 本公司擁有人應佔每股盈利

每股基本盈利乃按以下資料計算：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company used in the basic earnings per share calculation	本公司擁有人應佔溢利，用於計算每股基本盈利	<b>1,151,571</b>	29,971
		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	年內已發行普通股加權平均數，用於計算每股基本盈利	<b>7,744,999</b>	6,176,820

No diluted earnings per share amounts were presented for the years ended 31 December 2019 and 2018 as the Group had no potentially dilutive ordinary shares in issue during these years.

由於本集團於截至二零一九年及二零一八年十二月三十一日止年度並無潛在攤薄已發行普通股，故該兩個年度概無呈列每股攤薄盈利。

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

		Land and buildings	Hotel	Leasehold improvement 租賃 物業裝修	Furniture, office equipment and motor vehicles 傢俬、辦公室 設備及汽車	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>31 December 2019</b>	二零一九年十二月 三十一日					
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2019	於二零一九年一月一日	13,679	7,941	2,161	12,452	36,233
Additions	添置	-	-	-	6,236	6,236
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	146	146
Disposals	出售	-	-	-	(10)	(10)
Disposal of subsidiaries	出售附屬公司	-	(8,071)	(292)	(380)	(8,743)
Exchange realignment	匯兌調整	259	130	47	96	532
At 31 December 2019	於二零一九年 十二月三十一日	13,938	-	1,916	18,540	34,394
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2019	於二零一九年一月一日	3,981	1,283	1,803	6,040	13,107
Depreciation provided	折舊撥備	274	71	25	4,726	5,096
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	84	84
Disposals	出售	-	-	-	(8)	(8)
Disposal of subsidiaries	出售附屬公司	-	(1,375)	(163)	(264)	(1,802)
Exchange realignment	匯兌調整	79	21	41	65	206
At 31 December 2019	於二零一九年十二月 三十一日	4,334	-	1,706	10,643	16,683
<b>Net carrying amount:</b>	<b>賬面淨值：</b>					
At 1 January 2019	於二零一九年一月一日	9,698	6,658	358	6,412	23,126
At 31 December 2019	於二零一九年十二月 三十一日	9,604	-	210	7,897	17,711



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### 14. 物業、廠房及設備(續)

		Land and buildings	Hotel	Leasehold improvement 租賃 物業裝修	Furniture, office equipment and motor vehicles 傢俬、辦公室 設備及汽車	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>31 December 2018</b>	<b>二零一八年十二月 三十一日</b>					
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2018	於二零一八年一月一日	12,969	7,336	2,058	6,618	28,981
Additions	添置	-	-	-	6,573	6,573
Disposals	出售	-	-	-	(947)	(947)
Exchange realignment	匯兌調整	710	605	103	208	1,626
At 31 December 2018	於二零一八年十二月 三十一日	13,679	7,941	2,161	12,452	36,233
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2018	於二零一八年一月一日	3,516	1,098	1,652	2,891	9,157
Depreciation provided	折舊撥備	263	90	72	3,525	3,950
Disposals	出售	-	-	-	(495)	(495)
Exchange realignment	匯兌調整	202	95	79	119	495
At 31 December 2018	於二零一八年十二月 三十一日	3,981	1,283	1,803	6,040	13,107
<b>Net carrying amount:</b>	<b>賬面淨值：</b>					
At 1 January 2018	於二零一八年一月一日	9,453	6,238	406	3,727	19,824
At 31 December 2018	於二零一八年十二月 三十一日	9,698	6,658	358	6,412	23,126

## 14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The carrying values of land and building and hotel held by the Group are analysed as follows:

Leasehold land and building in Hong Kong	於香港之租賃土地及樓宇
Freehold land and building in Japan	於日本之永久業權土地及樓宇

At 31 December 2019, certain of the Group's leasehold land and buildings with an aggregate carrying value of approximately RMB9,604,000 (2018: RMB9,698,000) have been pledged to secure the Group's borrowings (note 37).

## 15. INVESTMENT PROPERTIES

Carrying amount at 1 January	於一月一日之賬面值
Disposals	出售
Transfer to investment properties classified as held for sale	轉撥至分類為持作出售之投資物業
Net gain from a fair value adjustment	調整公平值之收益淨額
Exchange realignment	匯兌調整
Carrying amount at 31 December	於十二月三十一日之賬面值

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties. The investment properties with an aggregate fair value of RMB623,299,000 (2018: RMB609,005,000) have been pledged to secure the Group's borrowings (note 37).

## 14. 物業、廠房及設備(續)

本集團所持土地、樓宇及酒店之賬面值分析如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	9,604	9,698
	-	6,658
	9,604	16,356

於二零一九年十二月三十一日，本集團賬面值合共約人民幣9,604,000元(二零一八年：人民幣9,698,000元)之若干租賃土地及樓宇已抵押以取得本集團之借貸(附註37)。

## 15. 投資物業

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	646,620	662,332
	(7,751)	(58,688)
	-	(5,582)
	2,250	17,865
	13,125	30,693
	654,244	646,620

本集團所有以經營租賃持有以賺取租金或作資本升值之物業權益皆按公平值模式計量，並分類為投資物業入賬。公平值合共人民幣623,299,000元(二零一八年：人民幣609,005,000元)之投資物業已抵押以取得本集團之借貸(附註37)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 15. INVESTMENT PROPERTIES (CONTINUED)

The fair values of the investment properties situated in Hong Kong, Singapore and the USA as at 31 December 2019 are based on the valuations carried out by APAC Asset Valuation and Consulting Limited ("APAC"). APAC is the member of the Hong Kong Institute of Surveyors and Valuers and an independent qualified professional valuer not connected with the Group.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is the current use. The fair values of the investment properties are derived from the capitalisation of net income method with due allowance for the reversionary income.

At the end of the reporting period, management of the Group works with valuers to establish and determine the appropriate valuation techniques and inputs for Level 3 fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 16 to the financial statements.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

		31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元
<i>Fair value measurement using significant unobservable inputs (Level 3)</i>	採用重大不可觀察輸入數據之公平值計量(第三級)		
Recurring fair value measurement for investment properties located in	就位於下列地區之投資物業之經常性公平值計量		
– Hong Kong	– 香港	109,255	104,857
– Singapore	– 新加坡	314,895	310,332
– USA	– 美國	230,094	231,431
		<b>654,244</b>	646,620

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

### 15. 投資物業(續)

位於香港、新加坡及美國之投資物業於二零一九年十二月三十一日之公平值乃基於亞太資產評估及顧問有限公司(「亞太」)所進行估值釐定。亞太為Hong Kong Institute of Surveyors and Valuers會員且與本集團並無關連之獨立合資格專業估值師。

估計投資物業公平值時，投資物業最常用及最佳用途為現時用途。投資物業公平值自收入淨額資本化法得出，並為復歸收入作出適當撥備。

於報告期間結算日，本集團管理層與估值師合作，就第三級公平值計量建立和決定適當之估值技術及輸入數據。倘資產之公平值有重大改動，其波動原因將向本公司董事報告。

投資物業根據經營租賃出租予第三方，其進一步詳情概要載於財務報表附註16。

#### 公平值層級

下表列示本集團投資物業之公平值計量層級：

年內，第一級與第二級之間並無發生任何公平值計量轉移之情況，且並無發生轉入或轉出第三級之情況(二零一八年：無)。

## 15. INVESTMENT PROPERTIES (CONTINUED)

## 15. 投資物業(續)

Below is a summary of the valuation technique used and the key inputs to the valuation of the Group's significant investment properties categorised into Level 3:

下列為本集團分類為第三級之主要投資物業估值所使用之估值技術及主要輸入數據之概要：

Properties 物業	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均數	
			2019 二零一九年	2018 二零一八年
Offices located in Hong Kong with a carrying value of RMB109,255,000 (2018: RMB104,857,000) 位於香港賬面值 人民幣109,255,000元 (二零一八年：人民幣104,857,000元)之辦公室	Income capitalisation approach 收入資本化法	Monthly market rent (HK\$ per sq. ft.) 每月市場租金(每平方呎港元) Term yield (per annum) 年期收益率(每年) Reversion yield (per annum) 復歸收益率(每年)	<b>47</b> <b>1.7%-2.0%</b> <b>1.9%-2.2%</b>	46 1.6%-2.0% 1.9%-2.2%
Commercial and residential units located in Singapore with a carrying value of RMB314,895,000 (2018: RMB310,332,000) 位於新加坡賬面值 人民幣314,895,000元 (二零一八年：人民幣310,332,000元)之 商用及住宅單位	Income capitalisation approach 收入資本化法	Monthly market rent (SGD per sq. ft.) 每月市場租金(每平方呎新加坡元) Term yield (per annum) 年期收益率(每年) Reversion yield (per annum) 復歸收益率(每年)	<b>3.7-7.8</b> <b>2.5%-2.9%</b> <b>2.7%-3.1%</b>	3.7-9.0 3.0%-3.4% 3.2%-3.6%
Senior housing communities located in the USA with a carrying value of RMB199,148,000 (2018: RMB193,816,000) 位於美國賬面值 人民幣199,148,000元 (二零一八年：人民幣193,816,000元)之 長者住房院舍	Income capitalisation approach 收入資本化法	Annual market rent (USD per sq. ft.) 每年市場租金(每平方呎美元) Term yield (per annum) 年期收益率(每年) Reversion yield (per annum) 復歸收益率(每年)	<b>23-25</b> <b>7.3%-8.5%</b> <b>7.8%-9.0%</b>	20.2-29.8 8.0% 8.5%
Residential single homes located in the USA with a carrying value of RMB2,725,000 (2018: RMB9,828,000) 位於美國賬面值 人民幣2,725,000元 (二零一八年：人民幣9,828,000元)之 單棟住宅單位	Income capitalisation approach 收入資本化法	Monthly Market rent (USD per sq. ft.) 每月市場租金(每平方呎美元) Term yield (per annum) 年期收益率(每年) Reversion yield (per annum) 復歸收益率(每年)	<b>0.65-0.79</b> <b>12%-14%</b> <b>12.5%-14.5%</b>	0.56-0.86 12%-14% 12.5%-14.5%

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### 15. INVESTMENT PROPERTIES (CONTINUED)

A significant increase (decrease) in the market rent in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the term yield and reversion yield in isolation would result in a significant decrease (increase) in the fair value of the investment properties.

There has been no change from the valuation technique used in the prior years.

### 16. LEASES

#### The Group as a lessee

The Group has lease contracts of offices used in its operations. Leases of offices are generally with lease terms from 2 to 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are no lease contracts that include extension and termination options and variable lease payments.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Offices 辦公室 RMB'000 人民幣千元
As at 1 January 2019	於二零一九年一月一日	6,813
Depreciation charge (note 8)	折舊開支(附註8)	(1,641)
Exchange realignment	匯兌調整	74
As at 31 December 2019	於二零一九年十二月三十一日	5,246

#### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		RMB'000 人民幣千元
As at 1 January 2019	於二零一九年一月一日	6,813
Accretion of interest recognised during the year (note 7)	上調年內確認的利息(附註7)	457
Payments	付款	(1,782)
Exchange realignment	匯兌調整	78
As at 31 December 2019	於二零一九年十二月三十一日	5,566
Analysed into:	分析為：	
Current portion	即期部分	1,871
Non-current portion	非即期部分	3,695

The maturity analysis of lease liabilities is disclosed in note 35 to the financial statements.

### 15. 投資物業(續)

市場租金單獨大幅增加(減少)會導致投資物業公平值大幅增加(減少)。年期收益率及復歸收益率單獨大幅增加(減少)會導致投資物業公平值大幅減少(增加)。

所用估值技術與過往年度相同。

### 16. 租賃

#### 本集團作為承租人

本集團有用於其營運的辦公室租賃合約。辦公室租賃的租期通常為二至五年。一般而言，本集團不得將租賃資產轉讓或轉租給本集團以外的公司。概無包括續期及終止選擇權以及可變租賃付款的租賃合約。

#### (a) 使用權資產

年內本集團使用權資產的賬面值及變動如下：

#### (b) 租賃負債

年內租賃負債的賬面值及變動如下：

		RMB'000 人民幣千元
As at 1 January 2019	於二零一九年一月一日	6,813
Accretion of interest recognised during the year (note 7)	上調年內確認的利息(附註7)	457
Payments	付款	(1,782)
Exchange realignment	匯兌調整	78
As at 31 December 2019	於二零一九年十二月三十一日	5,566
Analysed into:	分析為：	
Current portion	即期部分	1,871
Non-current portion	非即期部分	3,695

租賃負債的到期日分析披露於財務報表附註35。

## 16. LEASES (CONTINUED)

### The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2019 二零一九年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	457
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,641
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019	與短期租賃及剩餘租期於二零一九年十二月三十一日或之前終止的租賃有關的開支	5,081
Total amount recognised in profit or loss	於損益確認的總金額	7,179

(d) The total cash outflow for leases is disclosed in note 36(b) to the financial statements.

### The Group as a lessor

The Group leases its investment properties (note 15) consisting of offices, commercial and residential units, senior housing communities and residential single homes located in Hong Kong, Singapore and the USA under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB29,035,000 (2018: RMB30,844,000), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	23,253	24,103
After one year but within two years	一年以上但兩年以內	18,704	19,181
After two years but within three years	兩年以上但三年以內	16,987	16,378
After three years but within four years	三年以上但四年以內	17,225	16,748
After four years but within five years	四年以上但五年以內	17,613	17,125
After five years	超過五年	80,972	98,102
		<b>174,754</b>	191,637

## 16. 租賃(續)

### 本集團作為承租人(續)

(c) 就租賃於損益確認的金額如下：

		2019 二零一九年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	457
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,641
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019	與短期租賃及剩餘租期於二零一九年十二月三十一日或之前終止的租賃有關的開支	5,081
Total amount recognised in profit or loss	於損益確認的總金額	7,179

(d) 租賃的現金流出總額披露於財務報表附註36(b)。

### 本集團作為出租人

本集團根據經營租賃安排出租其位於香港、新加坡及美國的投資物業(附註15)，包括辦公、商用及住宅單位、長者住房院舍及單棟住宅單位。租賃條款通常要求租戶支付抵押按金，並根據當時現行市況定期調整租金。本集團年內確認的租金收入為人民幣29,035,000元(二零一八年：人民幣30,844,000元)，其詳情載於財務報表附註5。

於二零一九年十二月三十一日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃款項如下：

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#### 17. PLEDGED DEPOSITS, RESTRICTED BANK BALANCES AND CASH AND CASH EQUIVALENTS

#### 17. 已抵押按金、受限制銀行結餘以及現金及現金等值項目

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Pledged deposits	已抵押按金		
– Current	– 即期	863,804	680,450
– Non-current	– 非即期	22,525	33,915
		<b>886,329</b>	714,365
Restricted bank balances	受限制銀行結餘	<b>691,992</b>	101,913
Cash and cash equivalents	現金及現金等值項目	<b>3,200,230</b>	673,412

Pledged deposits represent bank deposits of RMB823,853,000 (2018: RMB687,365,000) and deposits held with financial institutions of RMB62,476,000 (2018: RMB27,000,000) pledged to banks and financial institutions to secure the facilities granted to the Group and the mortgage loan facilities granted by certain banks to certain property buyers of the Group's properties. The pledged deposits will be released upon the settlement of relevant borrowings and the expiry of the mortgage guarantees provided to the property buyers. Bank deposits and deposits held with financial institutions amounting to RMB22,525,000 (2018: RMB33,915,000) have been pledged to secure the Group's non-current borrowings and are therefore classified as non-current assets.

Restricted bank balances are required, pursuant to the relevant regulations in the PRC, that certain amount of presale proceeds of properties be placed as guarantee deposits in designated bank accounts for the constructions of the relevant properties. The deposits can only be used for payments for construction costs of the relevant properties with approval.

Cash at banks earns interest at floating or fixed rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of cash and cash equivalents approximate to their fair values.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB3,760,907,000 (2018: RMB1,367,476,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

已抵押按金指已抵押予銀行及金融機構之銀行存款人民幣823,853,000元(二零一八年：人民幣687,365,000元)及金融機構所持存款人民幣62,476,000元(二零一八年：人民幣27,000,000元)，以取得授予本集團之融資及若干銀行授予本集團物業之若干物業買家之按揭貸款融資。已抵押按金將於相關借貸償還後及提供予物業買家之按揭擔保到期後解除。銀行存款及金融機構所持存款人民幣22,525,000元(二零一八年：人民幣33,915,000元)已抵押，以獲得本集團非即期貸款，因此分類為非流動資產。

受限制銀行結餘指根據中國相關規例，須將物業預售所得款項之若干金額存入指定銀行戶口作為相關物業建築工程之保證金之款項。經批准後，有關保證金方可用於支付相關物業之建築成本。

銀行現金根據日常銀行存款利率按浮動或固定利率賺取利息。銀行結餘已存入近期並無欠款記錄且信用良好之銀行。現金及現金等值項目之賬面值與其公平值相若。

於報告期間結算日，本集團以人民幣計值之現金及銀行結餘為人民幣3,760,907,000元(二零一八年：人民幣1,367,476,000元)。人民幣不能自由兌換為其他貨幣。然而，根據中國內地之《外匯管理條例》及《結匯、售匯以及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換作其他貨幣。

**18. COMPLETED PROPERTIES HELD FOR SALE**

Completed properties held for sale are all situated in the PRC. The Group carried out assessment on net realisable value at the end of the reporting period and compared to the cost and there was no written-down to the net realisable value of completed properties held for sale for both years.

**19. PROPERTIES UNDER DEVELOPMENT**

Properties under development are all situated in the PRC and RMB6,838,721,000 (2018: RMB8,602,149,000) are expected to be realised within twelve months and the remaining RMB31,528,759,000 (2018: RMB21,175,696,000) are expected to be realised after twelve months from the end of the reporting period. The Group carried out assessment on net realisable value at the end of the reporting period and compared to the cost and there was no written-down to the net realisable value of properties under development for both years.

**20. DEPOSITS AND PREPAYMENTS PAID FOR LAND ACQUISITIONS**

The amount represented deposits and prepayments paid for land acquisitions arising from the acquisition of land use rights in the PRC. These deposits will be converted into properties under development upon completion of the land acquisition process and fully refundable if the acquisition is not successful.

**21. ACCOUNTS RECEIVABLE, OTHER RECEIVABLES AND OTHER ASSETS****18. 持作出售之已完工物業**

持作出售之已完工物業全部位於中國。本集團於報告期間結算日對可變現淨值進行評估並與成本比較，概無對兩個年度持作出售之已完工物業之可變現淨值進行撇減。

**19. 發展中物業**

發展中物業全部位於中國及人民幣6,838,721,000元(二零一八年：人民幣8,602,149,000元)預期將於報告期間結算日起十二個月內變現而餘下人民幣31,528,759,000元(二零一八年：人民幣21,175,696,000元)則預期將於報告期間結算日起十二個月後變現。本集團於報告期間結算日對可變現淨值進行評估並與成本比較，概無對兩個年度發展中物業之可變現淨值進行撇減。

**20. 已付土地收購按金及預付款項**

有關金額指於中國收購土地使用權而產生之已付土地收購按金及預付款項。該等按金將於土地收購程序完成後轉換為發展中物業，倘收購並未成功，則悉數退回。

**21. 應收賬款、其他應收款項及其他資產**

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Accounts receivable	應收賬款	24,629	22,218
Less: Impairment	減：減值	-	-
		<b>24,629</b>	22,218
Debt investment at amortised cost	按攤銷成本計算之債務投資	-	323,257
Prepaid value-added taxes and other taxes	預付增值稅及其他稅項	1,146,929	606,006
Deposits and prepayments	按金及預付款項	486,547	150,413
Costs of obtaining contracts	取得合約之成本	117,380	61,094
Other receivables	其他應收款項	52,738	13,101
		<b>1,803,594</b>	1,153,871
Less: Impairment	減：減值	(650)	(650)
		<b>1,802,944</b>	1,153,221
		<b>1,827,573</b>	1,175,439



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### 財務報表附註

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#### 21. ACCOUNTS RECEIVABLE, OTHER RECEIVABLES AND OTHER ASSETS (CONTINUED)

Accounts receivable represent receivables from sales of properties, property management fee receivables, dividend receivables and rental receivables.

Receivable arising from sales of properties are due for settlement in accordance with the terms of the related sale and purchase agreements. The settlement terms of rental receivables and property management fee receivables are upon presentation of demand notes. Hotel room revenue is normally settled by cash or credit card. All accounts receivable were aged less than 3 months as at the end of the reporting period (2018: less than 3 months), based on the revenue recognition date or invoice date.

The movements in the loss allowance for impairment of accounts and other receivables are as follows:

At beginning of year	於年初
Impairment losses	減值虧損
Amount written off	撇銷款項
At end of year	於年末

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

#### 21. 應收賬款、其他應收款項及其他資產(續)

應收賬款指物業銷售、物業管理費、股息及租賃應收款項。

來自物業銷售之應收款項乃根據各買賣協議之條款到期結算。應收租金及應收物業管理費之結算條款為出示繳款通知書時結算。酒店房間收入一般以現金或信用卡結算。於報告期末，所有應收賬款按收益確認日期或發票日期計之賬齡低於3個月(二零一八年：低於3個月)。

應收賬款及其他應收款項減值之虧損撥備之變動如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At beginning of year	650	5,284
Impairment losses	777	779
Amount written off	(777)	(5,413)
At end of year	650	650

減值分析乃於各報告日期使用撥備矩陣進行，以計量預期信貸虧損。撥備率乃基於多個具有類似虧損模式的客戶分部組別的逾期天數釐定。該計算反映或然率加權結果、貨幣時間價值以及於報告日期可得有關過往事件、當前狀況及未來經濟狀況預測的合理及可靠資料。

## 21. ACCOUNTS RECEIVABLE, OTHER RECEIVABLES AND OTHER ASSETS (CONTINUED)

No provision for impairment of accounts receivable was provided for as at 31 December 2019 and 2018 as the directors of the Company consider the expected credit loss is insignificant. Set out below is the information about the credit risk exposure on the Group's financial assets included in other receivables and other assets using a provision matrix:

		Current 即期	Past due within 1 year 逾期一年以內	Total 總計
<b>As at 31 December 2019</b>	於二零一九年 十二月三十一日			
Expected credit loss rate	預期信貸虧損率	0%	1% – 5%	1.23%
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	14,804	37,934	52,738
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	–	650	650
		Current 即期	Past due within 1 year 逾期一年以內	Total 總計
<b>As at 31 December 2018</b>	於二零一八年 十二月三十一日			
Expected credit loss rate	預期信貸虧損率	0%	1% – 5%	4.96%
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	–	13,101	13,101
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	–	650	650

## 21. 應收賬款、其他應收款項及其他資產(續)

由於本公司董事認為預期信貸虧損並不重大，故於二零一九年及二零一八年十二月三十一日並無就應收賬款作出減值撥備。下文載列使用撥備矩陣得出本集團計入其他應收款項及其他資產之金融資產面臨的信貸風險的資料：

## 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 22. 按公平值計入損益之金融資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Equity securities listed in Hong Kong	於香港上市之股本證券	44	46
Equity securities listed outside Hong Kong	於香港境外上市之股本證券	7,285	5,300
		7,329	5,346
REIT securities listed in the USA	於美國上市之房地產投資信託證券	342,547	227,186
		349,876	232,532

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#### 23. ACCOUNTS PAYABLE, DEPOSITS RECEIVED AND ACCRUALS

Accounts payable	應付賬款
Accrued construction costs (Note)	應計建築成本(附註)
Rental deposits received	已收租賃按金
Retention deposits and payable	保留金及應付款項
Real estate and other taxes payable	應付房產稅及其他稅項
Other payables and accruals	其他應付款項及應計費用
Less: Rental deposits received – non-current	減：已收租賃按金 – 非流動

The average credit period of accounts payable ranges from 30 days to 90 days (2018: 30 days to 90 days). All accounts payable were aged within one year, based on invoice dates.

Note: Included in accrued construction costs are amounts due to a related company controlled by the ultimate controlling shareholder of the Company and together with her spouse of approximately RMB606,041,000 (2018: RMB396,699,000) for its construction work.

#### 24. CONTRACT LIABILITIES

The amounts represented advanced payments from customers based on schedule as established in the property sale contracts. Increase in contract liabilities as at 31 December 2019 was due to more property projects having started pre-sale during the current year.

#### 25. AMOUNTS DUE TO RELATED COMPANIES

The amounts due to related companies are unsecured, interest-free and repayable on demand. Ms. Huang and together with her spouse Mr. Zhang have the controlling interests over these related companies.

#### 26. LOANS FROM A RELATED COMPANY

The Group has entered into loan agreements with a related company, Henan Zensun Real Estate Co., Ltd. ("Zensun Real Estate"), which is ultimately controlled by Ms. Huang, pursuant to which Zensun Real Estate will provide unsecured loans.

The amounts are unsecured, interest-free and repayable on demand. Those amounts were shown under the current liabilities as Zensun Real Estate had the discretionary rights to demand immediate repayment.

In the opinion of the directors of the Company, the carrying amounts of the loans approximated their fair values at initial recognition.

#### 23. 應付賬款、已收按金及應計費用

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
121,847	173
2,485,887	1,030,214
8,285	7,827
63,874	30,073
109,330	15,185
313,873	194,805
3,103,096 (7,010)	1,278,277 (7,128)
3,096,086	1,271,149

應付賬款之平均信貸期介乎30日至90日(二零一八年：30日至90日)。根據發票日期，全部應付賬款賬齡為一年內。

附註：應計建築成本內的約人民幣606,041,000元(二零一八年：人民幣396,699,000元)為就其建築工程而應付一間關連公司(由本公司最終控股股東連同其配偶控制)之款項。

#### 24. 合約負債

該等金額指根據物業銷售合約制定的時間表自客戶收取的預付款項。於二零一九年十二月三十一日合約負債增加乃由於更多物業項目於本年度開始預售所致。

#### 25. 應付關連公司款項

應付關連公司款項為無抵押、免息並按要求償還。Huang女士及其配偶張先生對該等關連公司擁有控股權益。

#### 26. 來自一間關連公司之貸款

本集團與關連公司河南正商置業有限公司(「正商置業」，由Huang女士最終控制之公司)簽訂貸款協議，據此，正商置業將提供無抵押貸款。

該等金額為無抵押、免息及須按要求償還。由於正商置業有酌情權可要求即時還款，故該等款項已列作流動負債。

本公司董事認為，該等貸款之賬面值與彼等於初始確認時之公平值相若。

## 27. BANK AND OTHER BORROWINGS

## 27. 銀行及其他借貸

		2019 二零一九年			2018 二零一八年		
		Effective interest rate per annum (%) 實際 年利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate per annum (%) 實際 年利率(%)	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>即期</b>						
Bank loans – secured	銀行貸款－有抵押	3.29–9.98	2020 二零二零年	3,143,973	3.02–7.94	2019 or on demand* 二零一九年或 按要求*	1,565,050
Other loans – secured	其他貸款－有抵押	7.00–9.98	2020 二零二零年	3,118,014	7.08–7.43	2019 二零一九年	718,118
Bonds – unsecured (a)	債券－無抵押(a)	8.00	2020 二零二零年	695,963	7.50	2019 二零一九年	1,375,228
				<b>6,957,950</b>			<b>3,658,396</b>
<b>Non-current</b>	<b>非即期</b>						
Bank loans – secured	銀行貸款－有抵押	3.29–9.98	2021–2030 二零二一年 至二零三零年	6,696,765	3.02–8.50	2020–2030 二零二零年 至二零三零年	3,253,404
Other loans – secured	其他貸款－有抵押	7.00–9.98	2021–2022 二零二一年 至二零二二年	1,270,000	7.08–7.43	2020 二零二零年	1,492,611
Other loans – unsecured	其他貸款－無抵押	2.00	2021 二零二一年	3,000,000	2.00	2020 二零二零年	3,000,000
Senior notes – unsecured (b)	優先票據－無抵押(b)	12.80	2021 二零二一年	2,311,130	-	-	-
Asset backed securities – unsecured (c)	資產支持證券－ 無抵押(c)	-	-	-	7.25	2021 二零二一年	996,314
				<b>13,277,895</b>			<b>8,742,329</b>
				<b>20,235,845</b>			<b>12,400,725</b>

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### 27. BANK AND OTHER BORROWINGS (CONTINUED) 27. 銀行及其他借貸(續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Analysed into:	分析為：		
Bank and other borrowings repayable:	須於下列日期償還之 銀行及其他借貸：		
Within one year or on demand*	一年內或按要求*	<b>6,957,950</b>	3,658,396
In the second year	第二年	<b>9,097,747</b>	7,104,552
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	<b>4,167,555</b>	1,620,490
Beyond five years	超過五年	<b>12,593</b>	17,287
		<b>20,235,845</b>	12,400,725

\* The Group had no amount which is not repayable within one year based on scheduled repayment date but has been classified as current liability as the counterparty has discretionary rights to demand immediate repayment as at 31 December 2019 (2018: RMB476,000).

\* 於二零一九年十二月三十一日，本集團沒有款項毋須根據還款時間表於一年內償還，但由於對方有酌情權要求即時還款(二零一八年：人民幣476,000元)，故已分類為流動負債。

**27. BANK AND OTHER BORROWINGS (CONTINUED)**

The carrying amounts of bank and other borrowings at the end of the reporting period were denominated in the following currencies.

HK\$	港幣
SGD	新加坡元
USD	美元
RMB	人民幣

Notes:

- (a) On 25 January 2019, the Company completed the issuance of bonds at principal amount of USD100 million (at carrying amount of approximately RMB695,963,000 as at 31 December 2019) carrying interest of 8.0% per annum due on 22 January 2020 in accordance with the terms and conditions of the subscription agreement. The bonds were unsecured but guaranteed by related companies, which are ultimately controlled by Ms. Huang. The bonds proceeds had been fully utilised as intended for general corporate purposes of the Group. The bonds were subsequently redeemed in January 2020.
- (b) On 3 October 2019, the Company issued senior notes at a principal amount of US\$220 million carrying interest of 12.8% per annum due on 3 October 2021 in accordance with the terms and conditions of the subscription agreement ("2019 Original Notes"). Subsequently on 20 December 2019, the Company issued additional senior notes at a principal amount of US\$120 million under the same terms and conditions of the subscription agreement of 2019 Original Notes. The additional senior notes are consolidated with the 2019 Original Notes and form a single series at an aggregated principal amount of US\$340 million carrying interest of 12.8% per annum due on 3 October 2021. The US\$340 million senior notes are listed and traded in the Stock Exchange of Hong Kong. The senior notes were unsecured but guaranteed by related companies, which are ultimately controlled by Ms. Huang. The net proceeds of the senior notes were intended to refinance existing indebtedness and for project developments and general corporate purposes. Details of the senior notes issuance are set out in the Company's announcements dated 26 September 2019, 3 October 2019, 12 December 2019 and 19 December 2019.

**27. 銀行及其他借貸(續)**

於報告期間結算日，銀行及其他借貸之賬面值乃以下列貨幣列值。

	<b>2019</b> 二零一九年 RMB'000 人民幣千元	<b>2018</b> 二零一八年 RMB'000 人民幣千元
	<b>482</b>	3,720
	<b>78,420</b>	80,662
	<b>3,157,092</b>	1,529,367
	<b>16,999,851</b>	10,786,976
	<b>20,235,845</b>	12,400,725

附註：

- (a) 於二零一九年一月二十五日，本公司根據認購協議之條款與條件完成發行於二零二零年一月二十二日到期之本金額100,000,000美元(於二零一九年十二月三十一日賬面值約人民幣695,963,000元)債券，按年利率8.0厘計息。債券為無抵押，但由Huang女士最終控制之關連公司擔保。債券所得款項已按擬定用途悉數用作本集團之一般企業用途。該債券隨後已於二零二零年一月贖回。
- (b) 於二零一九年十月三日，本公司根據認購協議之條款與條件發行於二零二一年十月三日到期之本金額220,000,000美元年息12.8厘優先票據(「二零一九年原始票據」)。其後於二零一九年十二月二十日，本公司根據二零一九年原始票據認購協議之相同條款與條件額外發行本金額120,000,000美元優先票據。額外優先票據與二零一九年原始票據合併為一個系列，即於二零二一年十月三日到期之本金總額340,000,000美元年息12.8厘優先票據。該340,000,000美元優先票據於香港聯交所上市及買賣。優先票據為無抵押，但由Huang女士最終控制之關連公司擔保。優先票據所得款項淨額擬用作現有債務再融資、項目發展以及一般企業用途。有關優先票據發行的詳情載於本公司日期為二零一九年九月二十六日、二零一九年十月三日、二零一九年十二月十二日及二零一九年十二月十九日的公告。

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#### 27. BANK AND OTHER BORROWINGS (CONTINUED) 27. 銀行及其他借貸(續)

Notes: (continued)

- (c) On 31 July 2018, a wholly-owned PRC subsidiary of the Company engaged in property development completed the issuance of asset-backed securities carrying coupon rate of 7.2% per annum. The asset-backed securities were unsecured but guaranteed by a related company ultimately controlled by Ms. Huang. The securities were redeemed in April 2019.

Certain of the Group's bank and other borrowings are secured by the Group's pledged deposits, investment properties, property, plant and equipment, properties under development and completed properties held for sale with the total carrying amount of RMB19,987,547,000 (2018: RMB15,539,435,000). In additions, shares of certain subsidiaries were pledged as securities to obtain certain bank and other borrowings granted to the Group as at 31 December 2019 and 2018. Details of which are disclosed in note 37 to the financial statements.

In additions, as at 31 December 2019 the Group's bonds, senior notes and bank and other borrowings at carrying amount of approximately RMB10,375,226,000 (2018: RMB600,000,000) were guaranteed by related companies which were controlled by the ultimate controlling shareholder of the Company.

附註：(續)

- (c) 於二零一八年七月三十一日，本公司從事物業發展之全資中國附屬公司完成發行資產支持證券，年票息率為7.2厘。該等資產支持證券為無抵押，但由Huang女士最終控股之關連公司擔保。該等證券已於二零一九年四月贖回。

本集團若干銀行及其他借貸乃由本集團賬面總值人民幣19,987,547,000元(二零一八年：人民幣15,539,435,000元)之已抵押按金、投資物業、物業、廠房及設備、發展中物業及持作出售之已完工物業作抵押。此外，於二零一九年及二零一八年十二月三十一日，若干附屬公司之股份已作抵押，以取得本集團所獲授之若干銀行及其他借貸，有關詳情於財務報表附註37披露。

此外，於二零一九年十二月三十一日，本集團之債券、優先票據以及賬面值約人民幣10,375,226,000元(二零一八年：人民幣600,000,000元)之銀行及其他借貸由本公司最終控股股東控制之關連公司擔保。

## 28. DEFERRED TAX

The movements in deferred tax assets and liabilities arising from temporary differences are as follows:

## Deferred tax assets

		Tax loss	Provision for LAT	Accrued expenses for tax purpose	Total
		稅項虧損	土地增值稅撥備	累計稅項開支	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	-	-	-	-
Credited to profit or loss during the year (note 11)	年內於損益賬計入 (附註11)	57,299	5,869	-	63,168
Deferred tax assets at 31 December 2018	於二零一八年十二月三十一日之遞延稅項資產	57,299	5,869	-	63,168
Credited to profit or loss during the year (note 11)	年內於損益賬計入 (附註11)	5,899	32,478	92,609	130,986
Deferred tax assets at 31 December 2019	於二零一九年十二月三十一日之遞延稅項資產	<b>63,198</b>	<b>38,347</b>	<b>92,609</b>	<b>194,154</b>

## Deferred tax liabilities

		Accelerated tax depreciation	Revaluation of investment properties	Revaluation of properties acquired under business combination	Withholding tax on distributable profits of the Group's PRC Subsidiaries	Total
		加速稅項折舊	投資物業重估	業務合併項下收購之物業重估	本集團中國附屬公司可分派收益之預扣稅	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	(55)	(2,583)	(4,496)	-	(7,134)
Charged to profit or loss during the year (note 11)	年內於損益賬扣除 (附註11)	-	728	-	-	728
Transfer to LAT payables	轉至土地增值稅應付款項	-	-	1,206	-	1,206
Exchange realignment	匯兌調整	(3)	(121)	-	-	(124)
Deferred tax liabilities at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日之遞延稅項負債	(58)	(1,976)	(3,290)	-	(5,324)
Charged to profit or loss during the year (note 11)	年內於損益賬扣除 (附註11)	-	-	-	(95,000)	(95,000)
Transfer to LAT payables	轉至土地增值稅應付款項	-	-	1,200	-	1,200
Exchange realignment	匯兌調整	(1)	(25)	-	-	(26)
Deferred tax liabilities at 31 December 2019	於二零一九年十二月三十一日之遞延稅項負債	<b>(59)</b>	<b>(2,001)</b>	<b>(2,090)</b>	<b>(95,000)</b>	<b>(99,150)</b>

## 28. 遞延稅項

暫時差額產生之遞延稅項資產及負債之變動如下：

## 遞延稅項資產

		Tax loss	Provision for LAT	Accrued expenses for tax purpose	Total
		稅項虧損	土地增值稅撥備	累計稅項開支	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	-	-	-	-
Credited to profit or loss during the year (note 11)	年內於損益賬計入 (附註11)	57,299	5,869	-	63,168
Deferred tax assets at 31 December 2018	於二零一八年十二月三十一日之遞延稅項資產	57,299	5,869	-	63,168
Credited to profit or loss during the year (note 11)	年內於損益賬計入 (附註11)	5,899	32,478	92,609	130,986
Deferred tax assets at 31 December 2019	於二零一九年十二月三十一日之遞延稅項資產	<b>63,198</b>	<b>38,347</b>	<b>92,609</b>	<b>194,154</b>

## 遞延稅項負債

		Accelerated tax depreciation	Revaluation of investment properties	Revaluation of properties acquired under business combination	Withholding tax on distributable profits of the Group's PRC Subsidiaries	Total
		加速稅項折舊	投資物業重估	業務合併項下收購之物業重估	本集團中國附屬公司可分派收益之預扣稅	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	(55)	(2,583)	(4,496)	-	(7,134)
Charged to profit or loss during the year (note 11)	年內於損益賬扣除 (附註11)	-	728	-	-	728
Transfer to LAT payables	轉至土地增值稅應付款項	-	-	1,206	-	1,206
Exchange realignment	匯兌調整	(3)	(121)	-	-	(124)
Deferred tax liabilities at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日之遞延稅項負債	(58)	(1,976)	(3,290)	-	(5,324)
Charged to profit or loss during the year (note 11)	年內於損益賬扣除 (附註11)	-	-	-	(95,000)	(95,000)
Transfer to LAT payables	轉至土地增值稅應付款項	-	-	1,200	-	1,200
Exchange realignment	匯兌調整	(1)	(25)	-	-	(26)
Deferred tax liabilities at 31 December 2019	於二零一九年十二月三十一日之遞延稅項負債	<b>(59)</b>	<b>(2,001)</b>	<b>(2,090)</b>	<b>(95,000)</b>	<b>(99,150)</b>



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### 28. DEFERRED TAX (CONTINUED)

#### Deferred tax liabilities (continued)

During the year ended 31 December 2019, deferred tax assets were recognised for unused tax losses to the extent that it is probable that relevant future taxable profits will be available against for utilisation. These unused tax losses were in respect of certain PRC subsidiaries carried forward at the end of 2019 and the directors of the Company are of the opinion that these certain PRC subsidiaries will generate sufficient future taxable profits.

At 31 December 2019, the Group had total unrecognised unused tax losses of RMB613,587,000 (2018: RMB542,436,000), which were subject to agreement with respective tax authorities, available to offset against future profits. No deferred tax asset has been recognised in respect of these unused tax losses as they have arisen in subsidiaries and the Company that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised. Except for tax losses incurred in the PRC amounting to RMB71,714,000 (2018: RMB45,961,000) will expire within five years since the date of carry forward, these unrecognised unused tax losses can be carried forward indefinitely, subject to fulfilment of certain conditions or rules.

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

As at 31 December 2019, deferred tax amounting of RMB95,000,000 (2018: Nil) was recognised for withholding taxes that would be payable on the unremitted distributable earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland PRC. In the opinion of the directors of the Company, it is probable that these subsidiaries will distribute such earnings in the foreseeable future.

At 31 December 2019, there was no significant unrecognised deferred tax liability on the temporary differences associated with investments in these PRC subsidiaries for which deferred tax liabilities have not been recognised (2018: temporary differences unrecognised for deferred tax liabilities of RMB232,684,000).

### 28. 遞延稅項(續)

#### 遞延稅項負債(續)

截至二零一九年十二月三十一日止年度，倘可能具有有關未來應課稅溢利可供抵銷，則會就未動用稅項虧損確認遞延稅項資產。該等未動用稅項虧損乃為若干中國附屬公司於二零一九年底結轉款項，及本公司董事認為，該等若干中國附屬公司將產生足夠之未來應課稅溢利。

於二零一九年十二月三十一日，本集團未確認未動用稅項虧損總額為人民幣613,587,000元(二零一八年：人民幣542,436,000元)，與有關稅務機構訂立之協議，可用作抵消未來利潤。由於稅項虧損乃由已虧損一段時間之附屬公司及本公司產生及不大可能有應課稅溢利可用以抵銷稅項虧損，故並無就該等未動用稅項虧損確認遞延稅項資產。除於中國產生之稅項虧損人民幣71,714,000元(二零一八年：人民幣45,961,000元)將自結轉日期起五年內屆滿外，該等未確認未動用稅項虧損可無限期結轉，惟須符合若干條件或規則。

根據中國企業所得稅法，於中國內地成立之海外投資企業分派股息予海外投資者時，須徵收股息10%之預扣稅。該規定於二零零八年一月一日起生效及適用於二零零七年十二月三十一日之後的盈利。如中國內地與外國投資者所在司法權區訂有稅收協定，則適用於較低預扣稅率。因此，本集團須就中國內地成立之附屬公司就於二零零八年一月一日之後產生的盈利派付的股息按適用稅率10%繳納預扣稅。

於二零一九年十二月三十一日，本集團就於中國內地成立之附屬公司須繳納預扣稅的未匯出可分派盈利應付的預扣稅確認遞延稅項人民幣95,000,000元(二零一八年：無)。本公司董事認為，該等附屬公司可能於可見未來分派有關盈利。

於二零一九年十二月三十一日，就與於並無確認遞延稅項負債的該等中國附屬公司的投資相關之暫時差異而言，並無重大未確認遞延稅項負債(二零一八年：遞延稅項負債之未確認暫時差異人民幣232,684,000元)。

## 29. SHARE CAPITAL

## 29. 股本

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元
Issued and fully paid:	已發行及繳足：		
10,294,699,948 (2018: 6,176,819,969) ordinary shares	10,294,699,948股(二零一八年： 6,176,819,969股)普通股	<b>2,014,112</b>	587,529

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要載列如下：

		<b>Number of ordinary shares in issue</b> 已發行 普通股數目	<b>Share capital</b> 股本 <b>RMB'000</b> 人民幣千元
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年一月一日	6,176,819,969	587,529
Issue of new ordinary shares (Note)	發行新普通股(附註)	4,117,879,979	1,428,031
Share issue expenses	股份發行開支	-	(1,448)
At 31 December 2019	於二零一九年十二月三十一日	<b>10,294,699,948</b>	<b>2,014,112</b>

*Note:* On 2 May 2019, the Company and the controlling shareholder of the Company entered into a subscription agreement for the subscription of 4,117,879,979 new ordinary shares under specific mandate at the subscription price of HK\$0.38 per share for a total consideration, before expenses, of RMB1,428,031,000. The new ordinary shares were allotted and issued on 15 August 2019. All the shares issued during the year rank *pari passu* with other shares in issue in all respects.

*附註：* 於二零一九年五月二日，本公司與本公司之控股股東訂立認購協議以根據特別授權按認購價每股0.38港元認購4,117,879,979股新普通股，總代價為人民幣1,428,031,000元(扣除開支前)。新普通股已於二零一九年八月十五日配發及發行。年內發行的所有股份在所有重大方面與其他已發行股份享有同等地位。

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### 30. RESERVES

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2019 are presented in the consolidated statement of changes in equity.

#### (a) PRC statutory reserves

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, these entities are required to appropriate 10% of their net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the entities, the statutory surplus reserves may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

#### (b) Property revaluation reserve

Property revaluation reserve represents the gain on revaluation of the property, plant and equipment upon transfer to investment properties.

#### (c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of group entities. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

### 30. 儲備

本集團之儲備金額及其於截至二零一九年十二月三十一日止年度之變動呈列於綜合權益變動表內。

#### (a) 中國法定儲備

根據中國公司法及於中國成立的附屬公司的組織章程細則，該等實體須按稅後溢利淨額之10%提取法定盈餘儲備，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本50%為止。受相關中國法規及實體組織章程細則所載若干限制之規限，法定盈餘儲備可用於抵銷虧損或轉換為增加股本，但轉換後儲備餘額不得少於本集團註冊資本之25%。儲備不得用作其設立目的以外的其他用途，亦不得作為現金股息分派。

#### (b) 物業重估儲備

物業重估儲備指物業、廠房及設備轉撥至投資物業之重估收益。

#### (c) 外匯儲備

外匯儲備包括換算集團實體財務報表所產生的所有外匯差額，有關儲備根據附註2.4所載會計政策處理。

### 31. BUSINESS COMBINATION

During the year, the Group entered into an acquisition agreement with Henan Huizheng City Construction Company Limited, which was ultimately controlled by Ms. Huang, to acquire 100% equity interests in Henan Xinrong Real Estate Company Limited (“Henan Xinrong”) at the consideration of RMB50,000,000. Pursuant to the terms and condition of the acquisition agreement, the acquisition transaction was completed on 21 February 2019. Henan Xinrong is engaged in property development in the PRC.

The acquisition is accounted for using the acquisition method of accounting in accordance with HKFRS 3 Business Combinations. The recognised amounts of assets and liabilities of Henan Xinrong at the date of acquisition are set out below:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	62
Properties under development	發展中物業	361,194
Deposits and prepayments paid for land acquisitions	已付土地收購按金及預付款項	1,280
Accounts receivable, other receivables and other assets	應收賬款、其他應收款項及其他資產	10,602
Amounts due from subsidiaries of the Company*	應收本公司附屬公司款項*	976
Prepaid income tax and tax recoverable	預繳所得稅及可收回稅項	4,355
Cash and cash equivalents	現金及現金等值項目	3,069
Accounts payable, deposits received and accruals	應付賬款、已收按金及應計費用	(28,273)
Contract liabilities	合約負債	(62,343)
Amounts due to related companies	應付關連公司款項	(240,652)
Tax liabilities	稅項負債	(270)
<b>Net assets acquired</b>	<b>所收購資產淨值</b>	<b>50,000</b>
Consideration satisfied by cash	以現金支付代價	(50,000)
Cash and cash equivalents balances acquired	所收購的現金及現金等值項目結餘	3,069
<b>Net cash outflow on acquisition</b>	<b>收購事項的現金流出淨額</b>	<b>(46,931)</b>

\* Amounts due from subsidiaries of the Company were eliminated in the consolidation upon the completion of acquisition.

Upon the completion of the acquisition, Henan Xinrong incurred a net loss of approximately RMB3,707,000 to the Group's consolidated profit for the year ended 31 December 2019, and no revenue has been generated from Henan Xinrong during the year. Had the acquisition taken place at the beginning of the year, the revenue of the Group would have no changes and the consolidated profit would have been decreased by RMB272,000.

### 31. 業務合併

年內，本集團與河南惠正城鄉建設有限公司(為Huang女士最終控制的公司)訂立收購協議，以收購河南鑫融置業有限公司(「河南鑫融」)之100%股權，代價為人民幣50,000,000元。根據收購協議之條款及條件，收購交易已於二零一九年二月二十一日完成。河南鑫融於中國從事物業發展。

根據香港財務報告準則第3號業務合併，該收購事項乃採用會計收購法入賬。河南鑫融於收購日期所確認之資產及負債金額載列如下：

		RMB'000 人民幣千元
物業、廠房及設備		62
發展中物業		361,194
已付土地收購按金及預付款項		1,280
應收賬款、其他應收款項及其他資產		10,602
應收本公司附屬公司款項*		976
預繳所得稅及可收回稅項		4,355
現金及現金等值項目		3,069
應付賬款、已收按金及應計費用		(28,273)
合約負債		(62,343)
應付關連公司款項		(240,652)
稅項負債		(270)
<b>所收購資產淨值</b>		<b>50,000</b>
以現金支付代價		(50,000)
所收購的現金及現金等值項目結餘		3,069
<b>收購事項的現金流出淨額</b>		<b>(46,931)</b>

\* 應收本公司附屬公司款項乃於收購事項完成後於綜合賬目時抵銷。

收購事項完成後，河南鑫融為本集團截至二零一九年十二月三十一日止年度的綜合溢利貢獻虧損淨額約人民幣3,707,000元，年內河南鑫融並無產生任何收益。倘收購事項於年初落實，則本集團之收益將不會產生變動且綜合溢利將減少人民幣272,000元。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 32. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. In view of the Group's expansion strategy, the Group has sourced funding from banks, financial institutions, bonds, senior notes, asset backed securities and its related companies in which Ms. Huang has beneficial interests and continued to look for other external financing sources. The Group's overall strategy remains unchanged from the prior period.

The directors of the Company review the capital structure on an annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the share capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues, raising of new borrowings or redemption of debts.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, amounts due to related companies and loans from a related company, net of cash and cash equivalents, restricted bank balances and pledged deposits. The gearing ratio as at the end of the reporting period was as follows:

### 32. 資本風險管理

本集團管理資本乃為確保本集團實體能夠持續經營，同時透過優化債務與權益平衡為股東帶來最大回報。鑒於本集團之擴建策略，本集團由銀行、金融機構、債券、優先票據、資產支持證券及Huang女士擁有實益權益之關連公司籌集資金來源及繼續尋求其他外部融資渠道。本集團整體策略與過往期間保持不變。

本公司董事每年均會審閱資本架構。為配合該項審閱，本公司董事認為資本成本及風險與股本相關。根據本公司董事建議，本集團將透過支付股息、發行新股份、籌集新借貸或贖回債務，平衡其整體資本架構。

本集團資本架構包括負債淨額，即包括銀行及其他借貸、應付關連公司款項及來自一間關連公司貸款，減現金及現金等值項目、受限制銀行結餘及已抵押按金。於報告期末之資產負債比率如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Amounts due to related companies	應付關連公司款項	956,458	473,199
Loans from a related company	來自一間關連公司之貸款	7,490,728	12,876,310
Bank and other borrowings	銀行及其他借貸	20,235,845	12,400,725
Less: Cash and cash equivalents	減：現金及現金等值項目	(3,200,230)	(673,412)
Restricted bank balances	受限制銀行結餘	(691,992)	(101,913)
Pledged deposits	已抵押按金	(886,329)	(714,365)
Net debt	負債淨額	23,904,480	24,260,544
Total assets	總資產	51,942,189	39,569,259
Gearing ratio	資產負債比率	46%	61%

### 33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**2019**

#### Financial assets

		2019 二零一九年		2018 二零一八年	
		Financial assets at fair value through profit or loss 按公平值計入 損益之金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 計算之金融資產 RMB'000 人民幣千元	Financial assets at fair value through profit or loss 按公平值計入 損益之金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 計算之金融資產 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	349,876	-	232,532	-
Accounts receivable	應收賬款	-	24,629	-	22,218
Financial assets included in other receivables and other assets	計入其他應收款項及 其他資產之金融資產	-	52,088	-	12,451
Debt investment at amortised cost	按攤銷成本計算之債務投資	-	-	-	323,257
Pledged deposits	已抵押按金	-	886,329	-	714,365
Restricted bank balances	受限制銀行結餘	-	691,992	-	101,913
Cash and cash equivalents	現金及現金等值項目	-	3,200,230	-	673,412
		<b>349,876</b>	<b>4,855,268</b>	232,532	1,847,616

#### Financial liabilities

		2019 二零一九年		2018 二零一八年	
		Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元
Accounts payables	應付賬款		121,847		173
Financial liabilities included in other payables, deposits and accruals	計入其他應付款項、按金及 應計費用之金融負債		2,993,766		1,262,919
Amounts due to a related company	應付一間關連公司款項		956,458		473,199
Loans from a related company	來自一間關連公司之貸款		7,490,728		12,876,310
Lease liabilities	租賃負債		5,566		-
Bank and other borrowings	銀行及其他借貸		20,235,845		12,400,725
			<b>31,804,210</b>		27,013,326

### 33. 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

**二零一九年**

#### 金融資產

		2019 二零一九年		2018 二零一八年	
		Financial assets at fair value through profit or loss 按公平值計入 損益之金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 計算之金融資產 RMB'000 人民幣千元	Financial assets at fair value through profit or loss 按公平值計入 損益之金融資產 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 計算之金融資產 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	349,876	-	232,532	-
Accounts receivable	應收賬款	-	24,629	-	22,218
Financial assets included in other receivables and other assets	計入其他應收款項及 其他資產之金融資產	-	52,088	-	12,451
Debt investment at amortised cost	按攤銷成本計算之債務投資	-	-	-	323,257
Pledged deposits	已抵押按金	-	886,329	-	714,365
Restricted bank balances	受限制銀行結餘	-	691,992	-	101,913
Cash and cash equivalents	現金及現金等值項目	-	3,200,230	-	673,412
		<b>349,876</b>	<b>4,855,268</b>	232,532	1,847,616

#### 金融負債

		2019 二零一九年		2018 二零一八年	
		Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本 計算之金融負債 RMB'000 人民幣千元
Accounts payables	應付賬款		121,847		173
Financial liabilities included in other payables, deposits and accruals	計入其他應付款項、按金及 應計費用之金融負債		2,993,766		1,262,919
Amounts due to a related company	應付一間關連公司款項		956,458		473,199
Loans from a related company	來自一間關連公司之貸款		7,490,728		12,876,310
Lease liabilities	租賃負債		5,566		-
Bank and other borrowings	銀行及其他借貸		20,235,845		12,400,725
			<b>31,804,210</b>		27,013,326

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

### 34. 金融工具之公平值及公平值層級

於報告期末，各類金融工具之賬面值如下：

		Carrying amounts 賬面值		Fair values 公平值	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	<b>349,876</b>	232,532	<b>349,876</b>	232,532
<b>Financial liabilities</b>	<b>金融負債</b>				
Bank and other borrowings	銀行及其他借貸	<b>20,235,845</b>	12,400,725	<b>20,056,975</b>	12,274,960

Management has assessed that the fair values of cash and cash equivalents, restricted bank balances, pledged deposits, accounts receivable, financial assets included in other receivables and other assets, accounts payable, financial liabilities included in other payables and accruals, amounts due to related companies and loans from a related company approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of listed equity investments are based on quoted market prices.

The fair values of bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for bank and other borrowings as at 31 December 2019 were assessed to be insignificant.

管理層已評估現金及現金等值項目、受限制銀行結餘、已抵押按金、應收賬款、計入其他應收款項及其他資產之金融資產、應付賬款、計入其他應付款項及應計費用之金融負債、應付關連公司款項及來自一間關連公司之貸款公平值與其賬面值大致相若，乃由於該等工具到期日較短所致。

本集團由財務經理主管的財務部，負責確定金融工具公平值計量之政策及程序。財務經理直接向首席財務官報告。於各報告日期，財務部分析金融工具的價值變動並確定估值中所應用之主要輸入值。估值由首席財務官審閱及批准。

金融資產及負債的公平值乃包含於可由自願各方現時交易兌換工具之金額，強迫或清盤出售之金融資產及負債除外。

已上市股本投資之公平值按市場報價計算。

銀行及其他借貸之公平值乃通過將預期未來現金流量按現時可用於具類似條款、信貸風險及餘下到期時間之工具之利率進行貼現計算。於二零一九年十二月三十一日，本集團有關銀行及其他借貸的不履約風險導致的公平值變動屬微不足道。

### 34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value:

As at 31 December 2019

		Fair value measurement using 使用以下數據計量之公平值			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	349,876	-	-	349,876

As at 31 December 2018

於二零一八年十二月三十一日

		Fair value measurement using 使用以下數據計量之公平值			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	232,532	-	-	232,532

### 34. 金融工具之公平值及公平值層級 (續)

#### 公平值層級

下表列示本集團金融工具之公平值計量層級：

#### 按公平值計量之資產：

於二零一九年十二月三十一日



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#### 34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

##### Fair value hierarchy (continued)

The Group had no financial liabilities measured at fair value as at 31 December 2019 (2018: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

##### Liabilities for which fair values are disclosed:

As at 31 December 2019

#### 34. 金融工具之公平值及公平值層級 (續)

##### 公平值層級(續)

於二零一九年十二月三十一日，本集團並無任何按公平值計量之金融負債(二零一八年：無)。

年內，金融資產及金融負債第一級與第二級之間並無公平值計量之轉撥，亦無轉撥至或轉撥自第三級(二零一八年：無)。

##### 披露公平值之負債：

於二零一九年十二月三十一日

		Fair value measurement using 使用以下數據計量之公平值			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bank and other borrowings	銀行及其他借貸	-	20,056,975	-	20,056,975

As at 31 December 2018

於二零一八年十二月三十一日

		Fair value measurement using 使用以下數據計量之公平值			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bank and other borrowings	銀行及其他借貸	-	12,274,960	-	12,274,960

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and cash equivalents, restricted bank balances, accounts receivable, other receivables, accounts payable, other payables and accruals and amounts due to related companies, which arise directly from its operations. The Group has other financial assets and liabilities such as pledged deposits, financial assets at fair value through profit or loss, bank and other borrowings, lease liabilities, and loans from a related company. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, other price risk, foreign currency risk, credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's bank and other borrowings with floating interest rate set out in note 27. The Group does not use derivative financial instruments to hedge interest rate risk. The Group manages its interest cost using a mix of fixed and variable rate borrowings.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax.

2019

二零一九年

Loans and borrowings denominated in	以下列貨幣計量之貸款及借貸
HK\$	港元
HK\$	港元
USD	美元
USD	美元
SGD	新加坡元
SGD	新加坡元

### 35. 財務風險管理目標及政策

本集團的主要金融工具主要包括現金及現金等值項目、受限制銀行結餘、應收賬款、其他應收款項、應付賬款、其他應付款項及應計費用及應付關連公司款項，該等金融工具因其經營而直接產生。本集團擁有其他金融資產及負債，如已抵押按金、按公平值計入損益之金融資產、銀行及其他借貸、租賃負債及來自一間關連公司之貸款。該等金融工具的主要目的在於為本集團之運營融資。

本集團金融工具產生的主要風險為利率風險、其他價格風險、外匯風險、信貸風險及流動資金風險。一般而言，本集團對其風險管理採取保守策略。本集團未持有或發行可供交易的衍生金融工具。董事會檢討並同意該等風險管理政策，其概述如下。

#### 利率風險

本集團面臨的市場利率變動風險主要與附註27所載本集團浮息銀行及其他借貸有關。本集團並無使用衍生金融工具對沖利率風險。本集團使用定息及浮息借貸管理其利息成本。

下表列示在所有其他可變因素保持不變的情況下，利率的合理可能變動敏感度分析對本集團除稅前溢利之影響。

Increase/ (decrease) in basis points 基點 上升/(下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
	100 (5)
	(100) 5
	100 (1,500)
	(100) 1,500
	100 (784)
	(100) 784

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Interest rate risk (continued)

2018

二零一八年

Loans and borrowings denominated in	以下列貨幣計量之貸款及借貸
HK\$	港元
HK\$	港元
USD	美元
USD	美元
SGD	新加坡元
SGD	新加坡元

#### Other price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from listed investments classified as financial assets at fair value through profit or loss. The management manages this exposure by regular review of price fluctuation.

#### Price sensitivity

The sensitivity analyses below have been determined based on the exposure to price risks of financial assets at fair value through profit or loss at the end of the reporting period.

### 35. 財務風險管理目標及政策(續)

#### 利率風險(續)

Increase/ (decrease) in basis points 基點 上升/(下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
--	--

100	(34)
(100)	34
100	(1,538)
(100)	1,538
100	(800)
(100)	800

#### 其他價格風險

股本價格風險為股本指數水平及個別證券價值變動導致股本證券公平值下降之風險。本集團承受被分類為按公平值計入損益之金融資產之上市投資股本價格風險。管理層透過定期審閱價格波幅管理此風險。

#### 價格敏感度

以下敏感度分析以報告期末按公平值計入損益之金融資產價格所承受風險釐定。

Increase/ (decrease) in market price 市價 上升/(下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
---	--

31 December 2019	二零一九年十二月三十一日	10 (10)	34,988 (34,988)
31 December 2018	二零一八年十二月三十一日	10 (10)	23,253 (23,253)

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from transactions by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the HK\$, USD, SGD and JPY exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities).

### 35. 財務風險管理目標及政策(續)

#### 外幣風險

本集團要面對交易貨幣風險。該等風險乃因為經營單位以單位的功能貨幣以外的貨幣進行交易而產生。

下表列示在所有其他可變因素保持不變的情況下，由於港元、美元、新加坡元及日圓匯率的合理可能變動對本集團於報告期末的除稅前溢利之敏感度分析(由於貨幣資產及負債之公平值變動所致)。

		Increase/ (decrease) in exchange rate of foreign currency 外匯匯率 上升/(下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
2019	二零一九年		
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	5	18
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	(5)	(18)
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	62,158
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	(62,158)
If the SGD strengthens against the RMB	倘新加坡元兌人民幣升值	5	378
If the SGD weakens against the RMB	倘新加坡元兌人民幣貶值	(5)	(378)
If the JPY strengthens against the RMB	倘日圓兌人民幣升值	5	18
If the JPY weakens against the RMB	倘日圓兌人民幣貶值	(5)	(18)
2018	二零一八年		
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	5	(68)
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	(5)	68
If the USD strengthens against the RMB	倘美元兌人民幣升值	5	(2,463)
If the USD weakens against the RMB	倘美元兌人民幣貶值	(5)	2,463
If the SGD strengthens against the RMB	倘新加坡元兌人民幣升值	5	722
If the SGD weakens against the RMB	倘新加坡元兌人民幣貶值	(5)	(722)
If the JPY strengthens against the RMB	倘日圓兌人民幣升值	5	159
If the JPY weakens against the RMB	倘日圓兌人民幣貶值	(5)	(159)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

#### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2019

### 35. 財務風險管理目標及政策(續)

#### 信貸風險

本集團僅與獲認可及信譽良好之第三方進行交易。按照本集團的政策，所有擬按信貸條款進行交易的客戶均須接受信貸核實程序。此外，本集團會持續監察應收款項結餘情況，而本集團之壞賬風險並不重大。

#### 最高風險及年終階段

下表列示基於本集團信貸政策的信貸質素及最大信貸風險敞口，主要基於過往逾期資料(惟其他資料毋須過多成本或努力即可得)及於十二月三十一日之年終階段分類。

所呈列金額為金融資產總賬面值。

於二零一九年十二月三十一日

		12-month ECLs	Lifetime ECLs			Total
		12個月預期信貸虧損	全期預期信貸虧損			
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第1階段	第2階段	第3階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Accounts receivable*	應收賬款*	-	-	-	8,030	8,030
Accounts receivable – Normal**	應收賬款 – 正常**	16,599	-	-	-	16,599
Financial assets included in other receivables and other assets – Normal**	計入其他應收款項及其他資產之金融資產 – 正常**	52,738	-	-	-	52,738
Pledged deposits – Not yet past due	已抵押按金 – 未逾期	886,329	-	-	-	886,329
Restricted bank balances – Not yet past due	受限制銀行結餘 – 未逾期	691,992	-	-	-	691,992
Cash and cash equivalents – Not yet past due	現金及現金等值項目 – 未逾期	3,200,230	-	-	-	3,200,230
		4,847,888	-	-	8,030	4,855,918

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Credit risk (continued)

##### Maximum exposure and year-end staging (continued)

As at 31 December 2018

### 35. 財務風險管理目標及政策(續)

#### 信貸風險(續)

##### 最高風險及年終階段(續)

於二零一八年十二月三十一日

		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Accounts receivable*	應收賬款*	-	-	-	8,694	8,694
Accounts receivable	應收賬款					
- Normal**	- 正常**	13,524	-	-	-	13,524
Financial assets included in other receivables and other assets	計入其他應收款項及 其他資產之金融資產					
- Normal**	- 正常**	13,101	-	-	-	13,101
Debt investment at amortised cost	按攤銷成本計算之 債務投資	323,257	-	-	-	323,257
Pledged deposits	已抵押按金					
- Not yet past due	- 未逾期	714,365	-	-	-	714,365
Restricted bank balances	受限制銀行結餘					
- Not yet past due	- 未逾期	101,913	-	-	-	101,913
Cash and cash equivalents	現金及現金等值項目					
- Not yet past due	- 未逾期	673,412	-	-	-	673,412
		1,839,572	-	-	8,694	1,848,266

\* For accounts receivable to which the Group applies the simplified approach for impairment as detailed in note 21 to the financial statements, there is no significant concentration of credit risk.

\*\* The credit quality of the financial assets included in accounts receivable, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

\* 就本集團應用財務報表附註21所詳述減值簡化方法的應收賬款而言，本集團並無任何重大集中信貸風險。

\*\* 當計入應收賬款、其他應收款項及其他資產之金融資產未逾期，且並無資料顯示金融資產的信貸風險自初始確認以來顯著增加時，金融資產的信貸質素被視為「正常」。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings, lease liabilities and loans from a related company. Cash flows are being closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

As at 31 December 2019

	On demand or within 1 year 應要求 或一年內 RMB'000 人民幣千元	1 to 2 years 一至兩年 RMB'000 人民幣千元	3 to 5 years 三至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Accounts payable 應付賬款	121,847	-	-	-	121,847
Financial liabilities included in other deposits received and accruals 計入其他已收按金及應計費用之金融負債	2,993,766	-	-	-	2,993,766
Amounts due to related companies 應付關連公司款項	956,458	-	-	-	956,458
Loans from a related company 來自一間關連公司之貸款					
- Non-interest bearing 一免息	7,490,728	-	-	-	7,490,728
Lease liabilities 租賃負債	1,871	1,945	2,438	-	6,254
Bank and other borrowings 銀行及其他借貸	8,274,557	9,907,074	4,512,801	13,868	22,708,300
	<b>19,839,227</b>	<b>9,909,019</b>	<b>4,515,239</b>	<b>13,868</b>	<b>34,277,353</b>
Financial guarantee contracts (Note) 財務擔保合約(附註)	7,819,571	-	-	-	7,819,571

### 35. 財務風險管理目標及政策(續)

#### 流動資金風險

本集團之目標為透過利用銀行及其他借貸、租賃負債以及來自一間關連公司之貸款，維持資金持續供應及靈活性之平衡。本集團持續密切監察現金流量。

於報告期末，本集團金融負債根據合約未貼現付款作出的到期分析如下：

於二零一九年十二月三十一日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Liquidity risk (continued) As at 31 December 2018

		On demand or within 1 year 應要求 或一年內 RMB'000 人民幣千元	1 to 2 years 一至兩年 RMB'000 人民幣千元	3 to 5 years 三至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Accounts payable	應付賬款	173	–	–	–	173
Financial liabilities included in other deposits received and accruals	計入其他已收按金及 應計費用之金融負債	1,262,919	–	–	–	1,262,919
Amounts due to related companies	應付關連公司款項	473,199	–	–	–	473,199
Loans from a related company – Non-interest bearing	來自一間關連公司之貸款 – 免息	12,876,310	–	–	–	12,876,310
Bank and other borrowings	銀行及其他借貸	4,262,003	7,446,424	1,735,804	19,000	13,463,231
		18,874,604	7,446,424	1,735,804	19,000	28,075,832
Financial guarantee contracts (Note)	財務擔保合約(附註)	3,699,022	–	–	–	3,699,022

Note: The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on the expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the guaranteed financial receivables held by the counterparty suffer credit losses.

As at 31 December 2018, the Group's bank and other borrowings with a repayment on demand clause but not repayable within one year are classified under "on demand or within 1 year" time band in the maturity analysis. Taking into account the Group's financial position and the fair value of the pledged assets, the directors of the Company believe that it is not probable that the bank will exercise its discretionary right to demand immediate repayment and such term borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. On this basis, the interest and principal cash flows for the bank and other borrowings would be as follows:

#### As at 31 December 2018

		On demand or within 1 year 應要求 或一年內 RMB'000 人民幣千元	1 to 2 years 一至兩年 RMB'000 人民幣千元	2 to 5 years 二至五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bank and other borrowings with a repayment on demand clause	附帶按要求償還條款之 銀行及其他借貸	92	476	–	568

### 35. 財務風險管理目標及政策(續)

#### 流動資金風險(續) 於二零一八年十二月三十一日

		On demand or within 1 year 應要求 或一年內 RMB'000 人民幣千元	1 to 2 years 一至兩年 RMB'000 人民幣千元	3 to 5 years 三至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Accounts payable	應付賬款	173	–	–	–	173
Financial liabilities included in other deposits received and accruals	計入其他已收按金及 應計費用之金融負債	1,262,919	–	–	–	1,262,919
Amounts due to related companies	應付關連公司款項	473,199	–	–	–	473,199
Loans from a related company – Non-interest bearing	來自一間關連公司之貸款 – 免息	12,876,310	–	–	–	12,876,310
Bank and other borrowings	銀行及其他借貸	4,262,003	7,446,424	1,735,804	19,000	13,463,231
		18,874,604	7,446,424	1,735,804	19,000	28,075,832
Financial guarantee contracts (Note)	財務擔保合約(附註)	3,699,022	–	–	–	3,699,022

附註：上述財務擔保合約款項為擔保對手方索取相關款項時，本集團根據安排可能須結付全數擔保款額之最高金額。基於報告期間結算日之預期，本集團認為須根據相關安排支付相關款項之可能性不大。然而，該估計視乎對手方根據擔保索償之可能性而有變，惟此可能性須視乎對手方所持擔保財務應收款項會否蒙受信質虧損而定。

於二零一八年十二月三十一日，本集團附帶按要求償還條款但不於一年內償還之銀行及其他借貸於到期日分析歸入「應要求或一年內」時間組表。計及本集團財務狀況及已抵押資產之公平值，本公司董事相信，銀行不大可能行使其要求即時還款之酌情權，而有關定期貸款將按貸款協議所載預定還款日期償還。按此基準，銀行及其他借貸之利息及本金現金流量會如下：

#### 於二零一八年十二月三十一日



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 36. 綜合現金流量表附註

## (a) Changes in liabilities arising from financing activities

## (a) 融資活動之負債變動

		Amounts due to related companies 應付關連 公司款項 RMB'000 人民幣千元	Loans from a related company 來自一間 關連公司貸款 RMB'000 人民幣千元	Accrued interest* 累計利息* RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Bank and other borrowings 銀行及 其他借貸 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2018	於二零一八年十二月三十一日	473,199	12,876,310	18,342	-	12,400,725	25,768,576
Effect of adoption of HKFRS 16	採納香港財務報告準則 第16號之影響	-	-	-	6,813	-	6,813
At 1 January 2019 (restate)	於二零一九年一月一日(重列)	473,199	12,876,310	18,342	6,813	12,400,725	25,775,389
Increase arising from acquisition of a subsidiary	收購一間附屬公司之增加	240,652	-	-	-	-	240,652
Interest expenses	利息開支	-	-	1,019,398	457	-	1,019,855
Changes from financing cash flows (note)	融資現金流量變動(附註)	242,607	(5,385,582)	(930,724)	(1,782)	7,864,677	1,789,196
Foreign exchange translation	外匯換算	-	-	-	78	(29,557)	(29,479)
At 31 December 2019	於二零一九年十二月三十一日	<b>956,458</b>	<b>7,490,728</b>	<b>107,016</b>	<b>5,566</b>	<b>20,235,845</b>	<b>28,795,613</b>

		Amounts due to related companies 應付關連 公司款項 RMB'000 人民幣千元	Loans from a related company 來自一間 關連公司貸款 RMB'000 人民幣千元	Accrued interest* 累計利息* RMB'000 人民幣千元	Bank and other borrowings 銀行及 其他借貸 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	2,408,436	2,650,862	13,303	7,730,618	12,803,219
Interest expenses	利息開支	-	646	546,308	-	546,954
Changes from financing cash flows (note)	融資現金流量變動(附註)	(1,935,237)	10,224,802	(541,269)	4,574,555	12,322,851
Foreign exchange translation	外匯換算	-	-	-	95,552	95,552
At 31 December 2018	於二零一八年十二月三十一日	473,199	12,876,310	18,342	12,400,725	25,768,576

Note: The financing cash flows are made up of the net amounts of new bank and other borrowings raised, repayment of bank and other borrowings, interest paid, advance from/repayment to related companies, loans received from/repaid to a related company and lease payments (including principal and interest portions) in the consolidated statement of cash flows.

附註：融資現金流量為綜合現金流量表內之新造銀行及其他借貸、償還銀行及其他借貸、已付利息、關連公司墊款／還款、已收／償還一間關連公司貸款及租賃付款(包括本金及利息部分)之淨額。

\* Included in accounts payable, deposits received and accruals.

\* 計入應付賬款、已收按金及應計費用。

### 36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

#### (b) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2019 二零一九年 RMB'000 人民幣千元
Within operating activities	經營活動內	5,081
Within financing activities	融資活動內	1,782
		<b>6,863</b>

### 37. PLEDGE OF ASSETS

The following assets are pledged to certain banks and financial institutions for banking facilities granted to the Group and mortgage loan facilities granted to certain property buyers of the Group's properties at the end of the reporting period:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Property under development	發展中物業	18,468,315	14,206,367
Investment properties	投資物業	623,299	609,005
Property, plant and equipment	物業、廠房及設備	9,604	9,698
Pledged deposits	已抵押按金	886,329	714,365
		<b>19,987,547</b>	15,539,435

In addition, shares of certain subsidiaries were pledged as securities to obtain certain banking facilities granted to the Group as at 31 December 2019 and 2018.

### 36. 綜合現金流量表附註(續)

#### (b) 租賃現金流出總額

現金流量表所載租賃現金流出總額如下：

### 37. 資產抵押

於報告期末，以下資產已抵押予若干銀行及金融機構作為本集團獲授銀行融資及本集團物業之若干物業買家獲授按揭融資之質押：

此外，於二零一九年及二零一八年十二月三十一日，已抵押若干附屬公司之股份，以作為本集團獲授若干銀行融資之抵押。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 38. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

Contracted for but not provided in respect of property development expenditures	物業發展開支之已訂約但未撥備承擔
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**(b) Operating lease arrangements as at 31 December 2018**

The Group leased certain offices located in overseas under operating lease arrangements and those leases were negotiated for an average term of two to four years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)

- (c) The Group has no lease contracts that have not yet commenced as at 31 December 2019.

### 39. CONTINGENT LIABILITIES

As at 31 December 2019, the Group had contingent liabilities relating to guarantees amounting to approximately RMB7,819,571,000 (2018: RMB3,699,022,000) in respect of mortgage loan facilities provided by certain banks in connection with the mortgage loans entered into by property buyers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these property buyers, the Group would be responsible for repaying the outstanding mortgage principals together with accrued interest thereon and any penalties owed by the defaulted buyers to the banks. The Group would be entitled to take over the legal title to and possession of the related properties. These guarantees will be released upon the earlier of (i) the satisfaction of the mortgage loan by the buyer of the property; and (ii) the issuance of the property ownership certificate for the mortgage property and the completion of the deregistration of the mortgage. In the opinion of the directors of the Company, no provision for the guarantee contracts was recognised in the consolidated financial statements for the year ended 31 December 2019 (2018: Nil) as the default risk is low and in case of default in payments, the net realisable value of the related properties can cover the outstanding principal together with the accrued interest and penalties.

### 38. 承擔

- (a) 於報告期間結算日，本集團之資本承擔如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
11,867,163	20,012,792

**(b) 於二零一八年十二月三十一日之經營租賃安排**

本集團根據經營租賃安排租賃若干海外辦公室，該等租賃之協定平均年期為兩至四年。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃擁有的未來最低租賃付款總額到期日如下：

	2018 二零一八年 RMB'000 人民幣千元
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Within one year	1,853
In the second to fifth years, inclusive	6,226
	8,079

- (c) 於二零一九年十二月三十一日，本集團並無任何未開始的租賃合約。

### 39. 或然負債

於二零一九年十二月三十一日，本集團就有關本集團物業之物業買家訂立之按揭貸款而由若干銀行提供之按揭貸款融資之擔保擁有或然負債約人民幣7,819,571,000元(二零一八年：人民幣3,699,022,000元)。根據擔保條款，倘該等物業買家拖欠按揭款項，本集團須負責償還失責買家欠付銀行的未償還按揭本金連同累計利息及任何罰款。本集團將有權接管相關物業的法定業權及擁有權。該等擔保將於以下較早者發生時解除：(i)物業買家償還按揭貸款；及(ii)就按揭物業發出物業所有權證並完成按揭的取消登記。本公司董事認為，由於違約風險不大，且倘發生付款違約，有關物業可變現淨值可彌補未償還本金以及累計利息及罰金，故並無就擔保合約於截至二零一九年十二月三十一日止年度(二零一八年：無)之綜合財務報表確認撥備。

## 40. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the reporting period:

Related companies (Note (i))	關連公司 (附註(i))	Transactions	交易	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Zensun Real Estate	正商置業	Interest expenses (capitalised in properties under development) (Note (ii))	利息開支 (於發展中物業 資本化) (附註(ii))	-	646
Relevant members of Henan Zensun Corporate Development Company Limited (the "Zensun Development Group")	河南正商 企業發展有限 責任公司之 有關成員公司 (「正商發展 集團」)	Construction costs (capitalised in properties under development) (Note (iii))	建築成本 (於發展中 物業資本化) (附註(iii))	2,052,500	1,050,611

## Notes:

- (i) Zensun Real Estate and Zensun Development Group are the entities ultimately controlled by the controlling shareholder of the Company and together with her spouse.
- (ii) The interest expenses were charged according to agreements mutually agreed by both parties.
- (iii) The construction costs were based on terms mutually agreed by both parties. These transactions constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules.

The Group's bonds, senior notes and certain bank and financial institutions facilities to the Group were guaranteed by related companies, which are ultimately controlled by the controlling shareholder of the Company and together with her spouse. No asset of the Group was pledged to these related companies in respect of these guarantees.

During the year, the Group acquired the entire interest in a subsidiary, Henan Xinrong, from a related company, which was controlled by the ultimate controlling shareholder of the Company and together with her spouse. Further details of the acquisition transaction are included in note 31 to the financial statements.

## 40. 關連人士交易

- (a) 除該等財務報表其他部分詳述之交易外，本集團於報告期內與關連人士進行下列交易：

## 附註：

- (i) 正商置業及正商發展集團為由本公司控股股東連同其配偶最終控制之實體。
- (ii) 利息開支乃根據關連人士雙方共同協定之協議收取。
- (iii) 建築成本乃基於關連人士雙方共同協定之條款釐定。該等交易構成上市規則第14A章項下定義之持續關連交易。

本集團債券、優先票據以及若干銀行及金融機構融資由本公司控股股東連同其配偶最終控制之關連公司擔保。本集團概無就該等擔保向該等關連公司抵押任何資產。

年內，本集團自本公司最終控股股東連同其配偶控制之關連公司收購附屬公司河南鑫融的全部權益。有關收購交易的進一步詳情載於財務報表附註31。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 40. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (a) (continued)

During the year, the Company and the controlling shareholder of the Company entered into a subscription agreement for the subscription of 4,117,879,979 new ordinary shares under specific mandate at the subscription price of HK\$0.38 per share at gross amount of approximately HK\$1,564.8 million. The share subscription was completed on 15 August 2019 and the subscription shares represented approximately 40.00% of the then of issued share capital of the Company as enlarged by the allotment and issue of the subscription shares.

During the year, the Company and Ever Diamond Global Company Limited ("Ever Diamond") entered into the management and sales services framework agreement pursuant to which the group members of Ever Diamond (Ever Diamond and its group members collectively, the "Ever Diamond Group") shall conditionally appoint the Group as its service provider to provide the project management and sales services to Ever Diamond Group. Ever Diamond Group are entities ultimately controlled by Ms. Huang. These transactions constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules. The transactions were approved at the extraordinary general meeting of the Company held on 20 December 2019, and the effective terms of the management and sales services framework agreement commenced thereafter and will be continuing up to 31 December 2021. No relevant transaction was carried out during the year ended 31 December 2019.

The Group is licensed by Zensun Real Estate to use the trademark of "Zensun" "正商" on a royalty-free basis until July 2020.

#### (b) Outstanding balances with related parties:

Details of the Group's balances with related parties as at the end of the reporting period are included in notes 23, 25 and 26 to the financial statements.

#### (c) Compensation of key management personnel of the Group:

Short term employee benefits	短期僱員福利
Post-employment benefits	離職後福利
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

Save as above, no transaction has been entered into with the directors of the Company (being the key management personnel) during the year other than the emoluments paid to them (being key management personnel compensation) (2018: Nil).

### 40. 關連人士交易 (續)

#### (a) (續)

年內，本公司與本公司之控股股東訂立認購協議以根據特別授權按認購價每股0.38港元認購4,117,879,979股新普通股，總額約為1,564,800,000港元。股份認購事項已於二零一九年八月十五日完成，認購股份佔本公司當時經配發及發行認購股份擴大之已發行股本約40.00%。

年內，本公司與永鑽環球有限公司(「永鑽」)訂立管理及銷售服務框架協議，據此，永鑽集團成員公司(永鑽及其集團成員公司，統稱「永鑽集團」)將有條件委任本集團作為其服務提供商，為永鑽集團提供項目管理及銷售服務。永鑽集團為由Huang女士最終控制之實體。該等交易構成上市規則第14A章所界定的持續關連交易。該等交易已於二零一九年十二月二十日舉行的本公司股東特別大會上獲批准，管理及銷售服務框架協議的有效年期自此開始並將持續至二零二一年十二月三十一日。截至二零一九年十二月三十一日止年度，並無進行任何有關交易。

本集團獲正商置業許可按免專利費基準使用「Zensun」及「正商」商標至二零二零年七月。

#### (b) 與關連人士之未償還結餘：

於報告期末，本集團與關連人士之結餘詳情載於財務報表附註23、25及26。

#### (c) 本集團主要管理人員薪酬：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
1,094	1,357
46	26
1,140	1,383

董事及主要行政人員酬金之進一步詳情載於財務報表附註9。

除上文所述者外，於年內並無與本公司董事(即主要管理人員)進行任何交易，惟向彼等支付作為主要管理人員報酬之酬金除外(二零一八年：無)。

## 41. SHARE OPTION SCHEME

On 28 August 2013, a new share option scheme (the “Share Option Scheme”) was adopted by the Company. The purpose of the Share Option Scheme is to motivate eligible persons who contribute to the success of the Group’s operations. The Share Option Scheme remains in force for 10 years from that date, unless otherwise cancelled or amended. Eligible persons of the Share Option Scheme include (i) a director or proposed director (including an independent non-executive director) of any member of the Group; (ii) a direct or indirect shareholder of any member of the Group; (iii) a supplier of goods or services to any member of the Group; (iv) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (v) a person or entity that provides research, development or other technological support or any advisory, consultancy, professional services to any member of the Group; and (vi) a landlord or tenant (including a sub-tenant) of any member of the Group. Subject to the terms of the New Share Option Scheme, the Board shall be entitled at any time during the life of the New Share Option Scheme to offer the grant of any option to any eligible person as the Board may in its absolute discretion select and the basis of eligibility shall be determined by the Board from time to time.

Pursuant to the Share Option Scheme, the maximum number of shares in respect of which options may be granted is such number of shares which, when aggregated with shares subject to any other share option scheme(s), must not exceed 10% of the issued share capital of the Company as at the date of the annual general meeting approving the Share Option Scheme on 28 August 2013. The maximum number of shares issuable under share options to each eligible person in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to the shareholders’ approval in a general meeting.

## 41. 購股權計劃

於二零一三年八月二十八日，本公司採納新購股權計劃（「購股權計劃」）。購股權計劃旨在激勵對本集團業務成就有所貢獻之合資格人士。除非另經註銷或修訂，否則購股權計劃由該日起一直有效十年。購股權計劃之合資格人士包括(i)本集團任何成員公司之董事或候任董事（包括獨立非執行董事）；(ii)本集團任何成員公司之直接或間接股東；(iii)本集團任何成員公司之貨品或服務供應商；(iv)本集團任何成員公司之客戶、諮詢顧問、業務或合營企業夥伴、特許經營人、承包商、代理或代表；(v)向本集團任何成員公司提供研發或其他技術支持或任何顧問、諮詢顧問、專業服務之人士或實體；及(vi)本集團任何成員公司之業主或租戶（包括分租戶）。根據新購股權計劃之條款，於新購股權計劃有效期內任何時間，董事會有權向其全權酌情選擇之任何合資格人士提呈授出購股權，而合資格基準不時由董事會釐定。

根據購股權計劃，可能授出之購股權涉及之股份數目上限，與任何其他購股權計劃涉及之股份相加，最多不得超過本公司於二零一三年八月二十八日（批准購股權計劃的股東週年大會日期）已發行股本之10%。於任何十二個月期間根據購股權可向購股權計劃各合資格人士發行之股份數目上限，以本公司任何時間已發行股份1%為限。任何進一步授出超逾該限額之購股權須待股東於股東大會批准後，方可實行。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2019 二零一九年十二月三十一日

#### 41. SHARE OPTION SCHEME (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive Director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive Director, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to the shareholders' approval in a general meeting.

The amount payable upon the acceptance of an option is HK\$1.00. The period within which an option must be exercised shall be such period as the Board may in its absolute discretion determine at the time of grant, save that such period shall not be more than 10 years commencing on the date of grant of an option.

The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotation sheet of the Stock Exchange on the date of offer of the grant, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the grant; and (iii) the nominal value of the Company's shares.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue as at the date the annual general meeting approving the Share Option Scheme on 28 August 2013, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options vested immediately and may be exercised at any time not exceeding a period of 5 years from the date on which the share options are accepted.

During the years ended 31 December 2019 and 2018, no options have been granted under the above-mentioned scheme.

#### 41. 購股權計劃(續)

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人士授出購股權，均須取得獨立非執行董事(為購股權承授人之任何獨立非執行董事除外)之事先批准。此外，在任何十二個月期間，倘向任何主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出任何超過本公司於任何時間已發行股份0.1%及總值超過5,000,000港元(根據本公司股份於授出日期之價格計算)之購股權，則須待股東於股東大會批准後，方可實行。

購股權獲接納時應付金額1.00港元。購股權之必須行使期限由董事會於授出購股權時全權酌情釐定，惟有關期限自購股權授出日期起計不得超過十年。

購股權之行使價由董事會釐定，惟不得低於以下各項之最高者：(i)本公司股份於提呈授出日期(必須為交易日)於聯交所每日報價表所報收市價；(ii)本公司股份於緊接提呈授出日期前五個交易日於聯交所每日報價表所報平均收市價；及(iii)本公司股份面值。

與根據購股權計劃可能授予之購股權有關之股份總數在未經本公司股東事先批准前，不允許超過本公司於二零一三年八月二十八日(批准購股權計劃的股東週年大會日期)已發行股份10%。與於任何一年內授予或可能授予任何人士之購股權有關之已發行及將予發行股份數目在未經本公司股東事先批准前，不允許超過本公司於任何時間點已發行股份1%。購股權自購股權獲接納之日起不超過五年期間內任何時間即時歸屬並可能獲行使。

於截至二零一九年及二零一八年十二月三十一日止年度，概無購股權根據上述計劃獲授出。

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

## 42. 本公司財務狀況報表

本公司於報告期末之財務狀況報表資料如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	75	85
Investments in subsidiaries	於附屬公司之投資	336,131	336,131
Amounts due from subsidiaries	應收附屬公司款項	-	323,777
Total non-current assets	非流動資產總額	336,206	659,993
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Accounts receivable, other receivables and other assets	應收賬款、其他應收款項及其他資產	4,964	1,798
Debt investment at amortised cost	按攤銷成本計算之債務投資	-	323,257
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	349,776	5,240
Amounts due from subsidiaries	應收附屬公司款項	3,900,275	1,391,744
Cash and cash equivalents	現金及現金等值項目	955,175	22,234
Investment properties classified as held for sale	分類為持作出售之投資物業	5,210,190	1,744,273
		-	1,317
Total current assets	流動資產總額	5,210,190	1,745,590
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	96,475	724
Bank and other borrowings	銀行及其他借貸	695,963	1,375,228
Amounts due to subsidiaries	結欠附屬公司款項	216,643	214,587
Total current liabilities	流動負債總額	1,009,081	1,590,539
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	4,201,109	155,051
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	4,537,315	815,044
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Bank and other borrowings	銀行及其他借貸	2,311,130	-
Total non-current liabilities	非流動負債總額	2,311,130	-
Net assets	資產淨值	2,226,185	815,044
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	2,014,112	587,529
Reserves (Note)	儲備(附註)	212,073	227,515
Total equity	權益總額	2,226,185	815,044



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

### 42. 本公司財務狀況報表(續)

附註：

本公司之儲備概述如下：

		Capital reduction reserves 資本削減 儲備賬 RMB'000 人民幣千元	Exchange reserve 外匯儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Retained earning 保留盈餘 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	119,330	(2,833)	82,674	61,762	260,933
Total comprehensive income/ (loss) for the year	年內全面收益/(虧損) 總額	-	30,553	-	(63,971)	(33,418)
At 31 December 2018 and 1 January 2019	於二零一八年十二月 三十一日及二零一九年 一月一日	119,330	27,720	82,674	(2,209)	227,515
Total comprehensive (loss)/ income for the year	年內全面(虧損)/ 收益總額	-	(24,739)	-	9,297	(15,442)
At 31 December 2019	於二零一九年十二月 三十一日	119,330	2,981	82,674	7,088	212,073

## 43. PARTICULARS OF THE SUBSIDIARIES

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows:

## 43. 附屬公司概要

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
75 Wall Street, LLC	USA 美國	Note (i) 附註(i)	–	100	Property investment 物業投資
American Housing REIT, Inc.	USA 美國	Common stock USD6,256 普通股 6,256美元	–	99.8	Property investment 物業投資
AHR First Borrower, LLC	USA 美國	Note (i) 附註(i)	–	99.8	Loan financing and property investment 貸款融資及物業投資
AHR Second Borrower, LLC	USA 美國	Note (i) 附註(i)	–	99.8	Loan financing 貸款融資
American Senior Housing REIT, LLC	USA 美國	Note (i) 附註(i)	–	99.8	Property investment and investment holding 物業投資及投資控股
ASHR McKinney, LLC	USA 美國	Note (i) 附註(i)	–	99.8	Property investment 物業投資
ASHR First, LLC	USA 美國	Note (i) 附註(i)	–	99.8	Property investment 物業投資
China Credit Singapore Pte. Ltd.	Singapore 新加坡	Ordinary shares SGD13,417,282 普通股 13,417,282新加坡元	100	–	Investment holding 投資控股

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Expats Residences Pte. Ltd.	Singapore 新加坡	Ordinary shares SGD25,002 普通股 25,002新加坡元	-	100	Property investment 物業投資
Heng Fung Capital Company Limited 恒鋒融資有限公司	Hong Kong 香港	Ordinary shares HK\$2 普通股2港元	100	-	Property investment and securities trading 物業投資及證券買賣
Inter-American Management, LLC	USA 美國	<i>Note (i)</i> <i>附註(i)</i>	-	85	Provision of property management services 提供物業管理服務
Keng Fong Foreign Investment Co., Ltd.	USA 美國	Common stock USD250,000 普通股 250,000美元	-	100	Property investment 物業投資
Singapore Service Residence Pte. Ltd.	Singapore 新加坡	Ordinary shares SGD1,250,000 普通股 1,250,000新加坡元	-	100	Property investment 物業投資
Xpress Credit Limited 特速信貸有限公司	Hong Kong 香港	Ordinary shares HK\$1,260,000 普通股 1,260,000港元	-	100	Securities trading 證券買賣
ZH USA, LLC	USA 美國	<i>Note (i)</i> <i>附註(i)</i>	100	-	Securities trading and investment holding 證券買賣及投資控股

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南昌輝企業管理諮詢有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB1,000,000 註冊資本 人民幣1,000,000元	-	100	Investment holding 投資控股
河南正商經開置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB300,000,000 註冊資本 人民幣300,000,000元	-	100	Property development, project management and sales services 物業發展、項目管理及 銷售服務
河南興漢正商置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	-	100	Property development 物業發展
河南象湖置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	-	100	Property development 物業發展
河南新築置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	-	100	Property development 物業發展
河南正商華府置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南正商新銘置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商新航置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展
河南正商鄭東置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
北京上築置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB300,000,000 註冊資本 人民幣300,000,000元	–	100	Property development 物業發展
北京上陽置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB200,000,000 註冊資本 人民幣200,000,000元	–	100	Property development 物業發展
河南正商銘築置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商鄭新房地產有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南啟盛置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南正商中嶽置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
原陽縣正商置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展
河南正商河洛置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商雅苑置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商金域置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商瓏水置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商新雅置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南省正商新居置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商新府置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南沐歌置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB20,000,000 註冊資本 人民幣20,000,000元	-	100	Property development 物業發展
河南正商新宏置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商致遠置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
新鄉市興漢正商置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商嶽村建設開發有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商佳居置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南漢輝置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB200,000,000 註冊資本 人民幣200,000,000元	–	60	Property development 物業發展
河南正商王村置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南鑫築建設工程有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南正商鴻雅置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南東象正商實業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB300,000,000 註冊資本 人民幣300,000,000元	–	60	Property development 物業發展
河南嘉瑞昌置業股份有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展
河南林盟置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB20,000,000 註冊資本 人民幣20,000,000元	–	100	Property development 物業發展
武漢豫正置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	100	Property development 物業發展



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2019 二零一九年十二月三十一日

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
滎陽博雅置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	-	100	Property development 物業發展
河南正商金銘置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商新古置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	80	Property development 物業發展
河南正商佳航置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南正商尚築置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南鑫融置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展
河南悅府置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	-	100	Property development 物業發展
河南悅壘置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	-	100	Property development 物業發展

### 43. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries of the Company at 31 December 2019 are as follows: (continued)

Name 名稱	Place incorporation/ registration and place of business 註冊成立/ 註冊地點及 營業地點	Nominal value of issued ordinary/ registered share capital 已發行普通/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
河南佳悦美置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB100,000,000 註冊資本 人民幣100,000,000元	–	70	Property development 物業發展
河南惠東置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展
河南金州置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展
北京上瑞置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB200,000,000 註冊資本 人民幣200,000,000元	–	100	Property development 物業發展
武漢豫商置業有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB20,000,000 註冊資本 人民幣20,000,000元	–	100	Property development 物業發展
鄭州君聯房地產開發有限公司 <i>Note (ii)</i> 附註(ii)	PRC 中國	Registered capital RMB50,000,000 註冊資本 人民幣50,000,000元	–	100	Property development 物業發展

Notes:

- (i) No capital contribution is required from the member unless otherwise required by law.
- (ii) Entities established in the PRC are limited liability companies with no English names registered or available upon establishment.

### 43. 附屬公司概要(續)

於二零一九年十二月三十一日，本公司主要附屬公司之資料如下：(續)

附註：

- (i) 除非法律另行規定，否則並無規定資本貢獻必須來自成員公司。
- (ii) 於中國成立之實體為有限公司，且於成立後，概無登記或採用英文名稱。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2019 二零一九年十二月三十一日

#### 44. EVENTS AFTER THE REPORTING PERIOD

- (a) In February 2020, the Group acquired land use rights of two separate land parcels located in Xinmi City, Henan Province, the PRC through listing for sale process in its respective public auction held by Xinmi City Nature Resources and Planning Bureau for transfer of state-owned land use rights (i) with site area of approximately 53,060.26 sq.m. at a consideration of RMB25,875,838; and (ii) with site area of approximately 25,968.97 sq.m. at a consideration of RMB104,771,000, respectively. These two land parcels are designated for residential and underground for transportation usages, with the term of 70 years for residential usage and the term of 50 years for underground for transportation services usage. The handover of the land parcel is expected to be completed respectively no later than the second quarter of 2020.
- (b) In March 2020, the Group entered into a purchase agreement and thereafter issued US\$200,000,000 12.5% senior notes due 2022. The Group intended to use the gross proceeds to refinance existing indebtedness and for project development and general corporate purposes.
- (c) After the outbreak of coronavirus disease 2019 ("COVID-19") in early 2020, various precautionary and control measures have been and continued to be implemented across the PRC. Meanwhile, the Group has imposed a series of preventive and control measures within all of the property development projects and business locations to the outbreak and safeguard the employees and business operations. The Group will continue to pay close attention to the development of the COVID-19 situation and evaluate its impact on the financial position and operating results of the Group. As at the date of this announcement, major operation for the Group's property development business in the PRC has substantially restored to their normal operation and the Group was not aware of any material adverse effects on the consolidated financial statements as a result of the outbreak.

#### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 March 2020.

#### 44. 報告期後事項

- (a) 於二零二零年二月，本集團分別於新密市自然資源和規劃局就轉讓國有土地使用權所舉辦之公開拍賣掛牌出售程序中取得位於中國河南省新密市之兩幅地塊各自之土地使用權，佔地面積及代價分別為(i)約53,060.26平方米及人民幣25,875,838元；及(ii)約25,968.97平方米及人民幣104,771,000元。該兩幅地塊指定作住宅及地下交通服務用途，住宅使用年限為70年，地下交通服務使用年限為50年。該兩幅地塊預期將分別於二零二零年第二季度之前完成交付。
- (b) 於二零二零年三月，本集團訂立一份購買協議，並於其後發行於二零二二年到期之200,000,000美元12.5%優先票據。本集團擬將所得款項總額用作為現有債務再融資、項目發展及一般企業用途。
- (c) 於二零二零年初爆發新型冠狀病毒(「COVID-19」)後，中國各地已並將繼續實施各項防控措施。同時，本集團已於所有物業發展項目、經營場所內實施一系列防控措施應對疫情爆發，保障員工安全及業務營運。本集團將繼續密切關注COVID-19疫情的發展情況，評估疫情對本集團財務狀況及經營業績的影響。於本公佈日期，本集團中國物業發展業務的主要經營活動已基本恢復正常，本集團並不知悉疫情爆發對綜合財務報表有任何重大不利影響。

#### 45. 批准財務報表

財務報表已於二零二零年三月二十七日獲董事會批准及授權刊發。

# FINANCIAL SUMMARY

## 財務概要

		For the year ended 31 December 截至十二月三十一日止年度				For the nine months ended 31 December 2015 截至 二零一五年 十二月三十一 止九個月
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (重列)	2016 二零一六年 RMB'000 人民幣千元 (Restated) (重列)	HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Revenue	收益	<b>8,887,186</b>	601,470	1,100,419	67,960	43,960
Profit (loss) for the year/period	年度/期間溢利(虧損)	<b>1,151,458</b>	28,492	131,602	(54,214)	(19,193)
Attributable to: Owners of the Company Non-controlling interests	應佔： 本公司擁有人 非控股權益	<b>1,151,571</b> <b>(113)</b>	29,971 (1,479)	131,709 (107)	(54,200) (14)	(19,655) 462
<b>Profit (loss) for the year/period</b>	<b>年度/期間溢利(虧損)</b>	<b>1,151,458</b>	28,492	131,602	(54,214)	(19,193)
		As at 31 December 於十二月三十一日				
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (重列)	2016 二零一六年 RMB'000 人民幣千元 (Restated) (重列)	2015 二零一五年 HK\$'000 千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	<b>51,942,189</b>	39,569,259	18,542,750	3,311,955	2,186,089
Total liabilities	總負債	<b>(48,205,148)</b>	(38,447,747)	(17,398,865)	(2,275,634)	(1,094,486)
Non-controlling interests	非控股權益	<b>3,593</b>	7,053	9,581	10,704	7,178
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	<b>3,740,634</b>	1,128,565	1,153,466	1,047,025	1,098,781

# PARTICULARS OF MAJOR INVESTMENT PROPERTIES

## 主要投資物業概要

As at 31 December 2019 於二零一九年十二月三十一日

### INVESTMENT PROPERTIES

### 投資物業

Location 地點	Gross area (approximately) 總面積 (約)	Effective % held 實際擁有權 (%)	Type 類別	Lease term 租約
No.883 North Bridge Road, Shop on 1/F. and 27 Home Office Units on various floors, Southbank, Singapore 198785	28,732 sq. ft. 28,732平方呎	100%	Home Office 家居辦公室	Long-term lease 長期租約
5 Residential Units, Dakota Residences, 34-42 Dakota Crescent, Singapore 399939	9,128 sq. ft. 9,128平方呎	100%	Apartment 寓所	Long-term lease 長期租約
30/F and Carpark No. C8 on 2nd Carparking Floor, Wyndham Place, No.44 Wyndham Street, Central, Hong Kong 香港中環雲咸街44號雲咸商業中心 30樓及2樓停車場C8號車位	3,480 sq. ft. 3,480平方呎	100%	Office premises and Car Parking space 辦公室物業及車位	Long-term lease 長期租約
Portion B of 24/F, Wyndham Place, No. 44 Wyndham Street, Central, Hong Kong 香港中環雲咸街44號雲咸商業中心24樓B部份	1,680 sq. ft. 1,680平方呎	100%	Office premises 辦公室物業	Long-term lease 長期租約
Glen Carr House, 1433 North Hamilton Drive, Derby, Kansas, 67037, U.S. Glen Carr House 位於美國肯薩斯州德比市 North Hamilton Drive 1433號	29,000 sq. ft. 29,000平方呎	99.8%	Senior house communities 長者住房宿舍	Freehold 永久業權
Oxford Grand McKinney, 2851 Orchid Drive, McKinney, Texas, 75070, U.S. Oxford Grand McKinney 位於美國德薩斯州麥堅尼市 Orchid Drive 2851號	69,700 sq. ft. 69,700平方呎	99.8%	Senior house communities 長者住房宿舍	Freehold 永久業權
3 Single-family rentals located in the metropolitan regions of Texas and Georgia, U.S. 位於美國德克薩斯州及喬治亞州 市中心地區之3間單棟出租單位	6,965 sq. ft. 6,965平方呎	99.8%	Residential 住宅	Freehold 永久業權
Land parcels located at 671-180-012, 013, 014, 015, 016, 017, 018 Desert Hot Springs, County of Riverside, State of California, 92503, U.S. 位於美國加州河濱縣Desert Hot Springs之 地塊671-180-012、013、014、015、 016、017、018	67.5 acres/ 273,200 sq. m./ 2,940,300 sq. ft. 67.5畝/ 273,200平方米/ 2,940,300平方呎	100%	Vacant land 空置土地	Freehold 永久業權

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Bloomberg 彭博資訊 : 185 HK

Reuters 路透社 : 0185.HK

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