

## IMPORTANT NOTICE

### THIS OFFERING IS AVAILABLE ONLY TO NON-U.S. PERSONS WHO ARE OUTSIDE OF THE U.S.

**IMPORTANT: You must read the following before continuing.** The following applies to this offering memorandum following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of this offering memorandum. In accessing the offering memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORIZED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED HEREIN.

**The following offering memorandum is not a prospectus for the purposes of the European Union’s Directive Regulation (EU) 2017/1129. The following offering memorandum has been prepared on the basis that all offers of the Notes made to persons in the European Economic Area will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to produce a prospectus in connection with offers of the Notes.**

The communication of the attached offering memorandum and any other document or materials relating to the issue of the securities described therein is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”)), or within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, the securities described in the attached offering memorandum are only available to, and any investment or investment activity to which the attached offering memorandum relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on the attached offering memorandum or any of its contents.

**MiFID II product governance/Professional investors and ECPs only target market** — Solely for the purposes of manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** — The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”) or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**Notification under Section 309B(1)(c) of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)** — the issuer of the Notes has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The appointment of China Construction Bank (Asia) Corporation Limited is subject to satisfactory completion of know your client procedures.

**CONFIRMATION AND YOUR REPRESENTATION:** IN ORDER TO BE ELIGIBLE TO VIEW THIS OFFERING MEMORANDUM OR MAKE AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES, INVESTORS MUST BE NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT) OUTSIDE THE UNITED STATES. BY ACCEPTING THE E-MAIL AND ACCESSING THIS PRELIMINARY OFFERING MEMORANDUM, YOU SHALL BE DEEMED TO HAVE REPRESENTED TO GOLDMAN SACHS (ASIA) L.L.C. (THE “INITIAL PURCHASER”) THAT (1) YOU AND ANY CUSTOMERS YOU REPRESENT ARE NON-U.S. PERSONS OUTSIDE THE UNITED STATES AND THAT THE E-MAIL ADDRESS THAT YOU GAVE US AND TO WHICH THIS E-MAIL HAS BEEN DELIVERED IS NOT LOCATED IN THE UNITED STATES AND (2) THAT YOU CONSENT TO DELIVERY OF SUCH OFFERING MEMORANDUM BY ELECTRONIC TRANSMISSION.

You are reminded that this offering memorandum has been delivered to you on the basis that you are a person into whose possession this offering memorandum may be lawfully delivered in accordance with the laws of jurisdiction in which you are located and you may not, nor are you authorized to, deliver or disclose the contents of this offering memorandum to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchaser or any affiliate of the Initial Purchaser is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchaser or such affiliate on behalf of the issuer in such jurisdiction.

This offering memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently, none of the Initial Purchaser, or any person who controls the Initial Purchaser or any director, officer, employee or agent of the Initial Purchaser or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the offering memorandum distributed to you in electronic format and the hard copy version available to you on request from the Initial Purchaser.

**You are responsible for protecting against viruses and other destructive items.** Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

## SUPPLEMENTAL OFFERING MEMORANDUM



# CIFI Holdings (Group) Co. Ltd.

(incorporated in the Cayman Islands with limited liability)

**US\$200,000,000**

**5.95% Senior Notes Due 2025**

**(to be consolidated and form a single class with the US\$300,000,000 5.95% Senior Notes due 2025 issued on July 20, 2020)**

**Issue Price to the Sole Lead Manager: 100.75%**

**plus accrued interests from (and including) July 20, 2020 to (but excluding) August 5, 2020**

CIFI Holdings (Group) Co. Ltd. (the “Company”) is offering 5.95% Senior Notes due 2025 in the aggregate principal amount of US\$200,000,000 (the “Additional Notes”). The Additional Notes will be issued on August 5, 2020, and consolidated and form a single class with, the US\$300,000,000 5.95% Senior Notes Due 2025 issued by the Company on July 20, 2020 (the “Original Notes” and, together with the Additional Notes, the “Notes”). The Additional Notes have the same terms and conditions as the Original Notes in all respects. Upon the issuance of the Original Notes and the Additional Notes, the aggregate principal amount of outstanding Notes will be US\$500,000,000. This supplemental offering memorandum incorporates the information contained in the attached offering memorandum dated July 13, 2020 relating to the Original Notes (the “Original Offering Memorandum”) and should be read in conjunction with the Original Offering Memorandum. The information in this supplemental offering memorandum supplements the Original Offering Memorandum and, to the extent that there is any inconsistency between any information in this supplemental offering memorandum and the information in the Original Offering Memorandum, the information in this supplemental offering memorandum shall prevail. Terms used but not defined herein shall have the meanings given to them in the Original Offering Memorandum. The Notes will bear interest from July 20, 2020 at 5.95% per annum, payable semi-annually in arrear on April 20 and October 20 of each year (except that the first interest payment will be made on April 20, 2021 with respect to the period from and including July 20, 2020 to but excluding April 20, 2021). The Notes will mature on October 20, 2025.

The Notes are senior obligations of CIFI Holdings (Group) Co. Ltd. (the “Company”), guaranteed by certain of our existing subsidiaries (the “Subsidiary Guarantors”), other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the section entitled “Description of the Notes” in the Original Offering Memorandum. We refer to the guarantees by the Subsidiary Guarantors as Subsidiary Guarantees. Under certain circumstances and subject to certain conditions, a Subsidiary Guarantee required to be provided by a subsidiary of us may be replaced by a limited-recourse guarantee (a “JV Subsidiary Guarantee”). We refer to the subsidiaries providing a JV Subsidiary Guarantee as JV Subsidiary Guarantors.

We may at our option redeem the Notes, in whole or in part, at any time and from time to time on or after July 20, 2023, at the redemption prices set forth in this offering memorandum plus accrued and unpaid interest, if any, to the redemption date. At any time and from time to time prior to July 20, 2023, we may redeem up to 35% of the Notes, at a redemption price of 105.95% of the principal amount, plus accrued and unpaid interest, if any, in each case, using the net cash proceeds from sales of certain kinds of capital stock. In addition, we may redeem the Notes at any time prior to July 20, 2023 in whole but not in part, at a price equal to 100% of the principal amount of such Notes plus (i) accrued and unpaid interest (if any) to the redemption date and (ii) a premium as set forth in this offering memorandum. Upon the occurrence of a Change of Control Triggering Event (as defined in the indenture governing the Notes (the “Indenture”)), we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase.

The Notes are (i) senior in right of payment to any of our existing and future obligations expressly subordinated in right of payment to the Notes, (ii) at least *pari passu* in right of payment with each services of the Existing Notes (as defined herein) and all of our other unsecured and unsubordinated indebtedness (subject to any priority rights of such unsecured and unsubordinated indebtedness pursuant to applicable law), (iii) effectively subordinated to the secured obligations of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any), to the extent of the value of the assets serving as security therefor, and (iv) effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries (including, without limitation, the Existing Notes and other Indebtedness Guaranteed by the Designated Non-Guarantors) (each as defined below). In addition, applicable law may limit the enforceability of the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any). See “Risk Factors — Risks Relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees” in the Original Offering Memorandum.

For a more detailed description of the Notes, see the section entitled “Description of the Notes” beginning on page 233 in the Original Offering Memorandum.

The Notes are being issued as “Green Bonds” under our Green Bond Framework. See the section entitled “Notes Being Issued as Green Bonds” beginning on page 100 in the Original Offering Memorandum.

**Investing in the Notes involves risks. See the section entitled “Risk Factors” beginning on page 16 in the Original Offering Memorandum.**

Application will be made to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the listing of the Notes by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (together, “Professional Investors”) only. This offering memorandum is for distribution to Professional Investors only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

The Notes are expected to be rated “BB” by Fitch Ratings and “BB–” by Standard & Poor’s Ratings Services, and the ratings are not expected to be affected by the issuance of the New Notes. A rating is not a recommendation to buy, sell or hold the Notes and may be subject to suspension, reduction or withdrawal at any time by Fitch Ratings or Standard & Poor’s Ratings Services. A suspension, reduction or withdrawal of the rating assigned to the Notes may adversely affect the market price of the Notes.

**The Hong Kong Stock Exchange has not reviewed the contents of this offering memorandum other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this offering memorandum to Professional Investors only, have been reproduced in this offering memorandum. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Notes or the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) or quality of disclosure in this offering memorandum.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this offering memorandum, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this offering memorandum.

This supplemental offering memorandum includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any). The Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) accept full responsibility for the accuracy of the information contained in this supplemental offering memorandum and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The expected date of listing of the Additional Notes on the Hong Kong Stock Exchange is on or around August 6, 2020.

The Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such terms are defined in Regulation S under the U.S. Securities Act (“Regulation S”)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Additional Notes are being offered and sold by the Initial Purchaser (as defined in this supplemental offering memorandum) only to non-U.S. persons outside the United States in offshore transactions in reliance on Regulation S. For a description of certain restrictions on resale or transfer, see the section entitled “Transfer Restrictions” in the Original Offering Memorandum.

With reference to the Notice on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Enterprises (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知) (the “NDRC Notice”) promulgated by National Development and Reform Commission (the “NDRC”) of the PRC on September 14, 2015 which came into effect on the same day, we have registered the issuance of the Notes with the NDRC and obtained a certificate from the NDRC dated June 22, 2020. Pursuant to the registration certificate, we will cause relevant information relating to the issue of the Notes to be reported to the NDRC within ten working days after the issue date of the Notes.

It is expected that the delivery of the Additional Notes will be made on or about August 5, 2020 through the book-entry facilities of Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream”), against payment therefor in immediately available funds.

*Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager*

**Goldman Sachs (Asia) L.L.C.**

*Joint Green Structuring Advisors*

**HSBC**

**Standard Chartered Bank**

The date of this supplemental offering memorandum is July 29, 2020.

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This supplemental offering memorandum does not constitute an offer to sell to, or a solicitation of an offer to buy from, any person in any jurisdiction to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the delivery of this supplemental offering memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this supplemental offering memorandum or that the information contained in this supplemental offering memorandum is correct as of any time after that date.

This supplemental offering memorandum is not a prospectus for the purposes of the European Union’s Regulation (EU) 2017/1129. This supplemental offering memorandum has been prepared on the basis that all offers of the Additional Notes made to persons in the European Economic Area will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to produce a prospectus in connection with offers of the Additional Notes.

The communication of the attached supplemental offering memorandum and any other document or materials relating to the issue of the Additional Notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended (“FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”)), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, the Additional Notes offered hereby are only available to, and any investment or investment activity to which the attached supplemental offering memorandum relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on the attached supplemental offering memorandum or any of its contents.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** — The Additional Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended or superseded, (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Additional Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Additional Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

We, having made all reasonable inquiries, confirm that: (i) this supplemental offering memorandum contains all information with respect to us, our subsidiaries and affiliates referred to in this supplemental offering memorandum and the Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) that is material in the context of the issue and offering of the Additional Notes; (ii) the statements contained in this supplemental offering memorandum relating to us and our subsidiaries and our affiliates are in every material respect true and accurate and not misleading; (iii) the opinions and intentions expressed in this supplemental offering memorandum with regard to us and our subsidiaries and affiliates are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in relation to us, our subsidiaries and affiliates, the Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) the omission of which would, in the context of the issue and offering of the Additional Notes, make this supplemental offering memorandum, as a whole, misleading in any material respect; and (v) we have made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. We accept responsibility accordingly.

This supplemental offering memorandum is highly confidential. We are providing it solely for the purpose of enabling you to consider a purchase of the Additional Notes. You should read this supplemental offering memorandum before making a decision whether to purchase the Additional Notes. You must not use this supplemental offering memorandum for any other purpose, or disclose any information in this supplemental offering memorandum to any other person.

We have prepared this supplemental offering memorandum, and we are solely responsible for its contents. You are responsible for making your own examination of us and your own assessment of the merits and risks of investing in the Additional Notes. By purchasing the Additional Notes, you will be deemed to have acknowledged that you have made certain acknowledgements, representations and agreements as set forth under the section entitled “Transfer Restrictions” below.

No representation or warranty, express or implied, is made by Goldman Sachs (Asia) L.L.C. (the “Initial Purchaser”), China Construction Bank (Asia) Corporation Limited (the “Trustee”), China Construction Bank (Asia) Corporation Limited as paying and transfer agent (the “Paying and Transfer Agent”) and registrar (the “Registrar,” together with Paying and Transfer Agent, the “Agents”) or any of their respective affiliates or advisors as to the accuracy or completeness of the information set forth herein, and nothing contained in this supplemental offering memorandum is, or should be relied upon as, a promise or representation, whether as to the past or the future. To the fullest extent permitted by law, the Initial Purchaser has not accepted any responsibility for the contents of this supplemental offering memorandum or for any statement made or purported to be made by the Initial Purchaser or on its behalf in connection with the Company, the Group, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any), the Subsidiary Guarantees, the JV Subsidiary Guarantees (if any) or the issue and offering of the Additional Notes. The Initial Purchaser accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this supplemental offering memorandum or any such statement. None of the Initial Purchaser, the Trustee or the Agents or any of their respective affiliates, directors or advisors has independently verified the information contained in this supplemental offering memorandum.

Each person receiving this supplemental offering memorandum acknowledges that: (i) such person has been afforded an opportunity to request from us and to review, and has received, all additional information considered by it to be necessary to verify the accuracy of, or to supplement, the information contained herein; (ii) such person has not relied on the Initial Purchaser, the Trustee, the Agents or any person affiliated with the Initial Purchaser in connection with any investigation of the accuracy of such information or its investment decision; and (iii) no person has been authorized to give any information or to make any representation concerning us, our subsidiaries and affiliates, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (other than as contained herein and information given by our duly authorized officers and employees in connection with investors’ examination of our company and the terms of the offering of the Additional Notes) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us, the Initial Purchaser, the Trustee or the Agents.



The Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this supplemental offering memorandum. Any representation to the contrary is a criminal offense in the United States.

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** — The Additional Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”) or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Additional Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Additional Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

We are not, and the Initial Purchaser is not, making an offer to sell the Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) in any jurisdiction except where an offer or sale is permitted. The distribution of this supplemental offering memorandum and the offering of these securities may in certain jurisdictions be restricted by law. Persons into whose possession this supplemental offering memorandum comes are required by us and the Initial Purchaser to inform itself about and to observe any such restrictions. For a description of the restrictions on offers, sales and resales of the securities, including the Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any), and distribution of this supplemental offering memorandum, see the sections entitled “Transfer Restrictions” and “Plan of Distribution” below.

This supplemental offering memorandum summarizes certain material documents and other information, and we refer you to them for a more complete understanding of what we discuss in this supplemental offering memorandum. In making an investment decision, you must rely on your own examination of us and the terms of the offering, including the merits and risks involved. We are not making any representation to you regarding the legality of an investment in the Additional Notes by you under any legal, investment or similar laws or regulations. You should not consider any information in this supplemental offering memorandum to be legal, business or tax advice. You should consult your own professional advisors for legal, business, tax and other advice regarding an investment in the Additional Notes.

We reserve the right to withdraw the offering of the Additional Notes at any time, and the Initial Purchaser reserves the right to reject any commitment to subscribe for or purchase of the Additional Notes in whole or in part and to allot to any prospective purchaser less than the full amount of the Additional Notes sought by such purchaser. The Initial Purchaser and certain related entities may acquire for their own account a portion of the Additional Notes.

**Notification under Section 309B(1)(c) of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)** — the issuer of the Additional Notes has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Additional Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## THE OFFERING

*The following is a brief summary of the terms of this offering and is qualified in its entirety by the remainder of this supplemental offering memorandum. Terms used in this summary and not otherwise defined shall have the meanings given to them in “Description of the Notes” in the Original Offering Memorandum.*

Issuer . . . . .	CIFI Holdings (Group) Co. Ltd. (the “Company”).
Notes Offered . . . . .	US\$200,000,000 aggregate principal amount of 5.95% Senior Note due 2025 (the “Additional Notes”), to be consolidated and form a single class with the US\$300,000,000 5.95% senior notes due 2025 issued by the Company on July 20, 2020 (the “Original Notes” and, together with the Additional Notes, the “Notes”). The terms for the Additional Notes are the same as those for the Original Notes in all respects except for the issue date and issue price. The Additional Notes will be immediately fungible with the Original Notes upon issuance.
Issue Price to the Initial Purchaser . . . . .	100.75% of the principal amount of the Additional Notes.
Issue Date . . . . .	August 5, 2020.
Maturity Date . . . . .	October 20, 2025.
Interest . . . . .	The Notes bear interest from (and including) July 20, 2020 at the rate of 5.95% <i>per annum</i> .
Interest Payment Dates . . . . .	April 20 and October 20 of each year, payable semi-annually in arrear (except that the first interest payment will be made on April 20, 2021 with respect to the period from and including July 20, 2020 to but excluding April 20, 2021).
Use of Proceeds . . . . .	We intend to use the net proceeds from this offering of Additional Notes for refinancing our existing indebtedness. See the section entitled “Description of Other Material Indebtedness and Obligations” in the Original Offering Memorandum.
Green Bonds . . . . .	The Notes are being issued as “Green Bonds” under our Green Bond Framework. See the section entitled “Notes Being Issued as Green Bonds.”
Transfer Restrictions . . . . .	The Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) will not be registered under the Securities Act or under any state securities laws of the United States and will be subject to customary restrictions on transfer and resale. See “Transfer Restrictions.”

Form, Denomination and Registration . . . . .	The Additional Notes will be issued only in fully registered form, without coupons, in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof and will be initially represented by one or more global notes deposited with a common depositary and registered in the name of the common depositary or its nominee. Beneficial interests in the Global Certificate will be shown on, and transfer thereof will be effected only through the records maintained by Euroclear and Clearstream and their participants.
Delivery of the Additional Notes . .	The Company expects to make delivery of the Additional Notes against payment in same-day funds on or about August 5, 2020, which the Company expects will be the fifth business day following the date of this supplemental offering memorandum referred to as “T + 5.” You should note that initial trading of the Additional Notes may be affected by the “T + 5” settlement. See “Plan of Distribution.”

For all other terms, please refer to the section entitled “The Offering” in the Original Offering Memorandum.

## **USE OF PROCEEDS**

We estimate that the net proceeds from this offering of the Additional Notes, after deducting the underwriting discounts and commissions and other estimated expenses payable in connection with this offering, will be approximately US\$200.6 million. We intend to use the net proceeds for refinancing our existing indebtedness. See the section entitled “Description of Other Material Indebtedness and Obligations” in the Original Offering Memorandum.

We may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of the proceeds.



## CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our consolidated cash and cash equivalents, short-term debt and capitalization as of December 31, 2019 on an actual basis and on an adjusted basis after giving effect to the issuance of the January 2020 Notes, the Original Notes and the Additional Notes in this offering, after taking into account any premium or discount at issue and after deducting the underwriting discounts and commissions and other estimated expenses of this offering payable by us. The following table should be read in conjunction with the selected consolidated financial information and the consolidated financial statements and related notes included elsewhere in this supplemental offering memorandum.

	As of December 31, 2019			
	Actual		As adjusted	
	RMB'000	US\$'000	RMB'000	US\$'000
Cash and cash equivalents <sup>(1)</sup> . . . . .	57,253,034	8,223,884	58,649,543	8,424,480
Short-term borrowings <sup>(2)(4)</sup>				
Bank and other borrowings . . . . .	13,941,253	2,002,536	13,941,253	2,002,536
Senior Notes . . . . .	3,190,356	458,266	3,190,356	458,266
Onshore bonds . . . . .	4,006,799	575,541	4,006,799	575,541
Total short-term borrowings . . . . .	<u>21,138,408</u>	<u>3,036,342</u>	<u>21,138,408</u>	<u>3,036,342</u>
Long-term borrowings <sup>(3)(4)(5)</sup>				
Bank and other borrowings . . . . .	51,140,979	7,345,942	51,140,979	7,345,942
Senior notes . . . . .	23,674,188	3,400,584	23,674,188	3,400,584
Onshore bonds . . . . .	7,744,996	1,112,499	7,744,996	1,112,499
January 2020 Notes . . . . .	—	—	3,851,265	553,200
Original Notes to be issued . . . . .	—	—	2,067,655	297,000
Additional Notes to be issued . . . . .	—	—	1,396,509	200,596
Total long-term borrowings . . . . .	<u>82,560,163</u>	<u>11,859,025</u>	<u>89,875,592</u>	<u>12,909,821</u>
Equity . . . . .	<u>67,215,583</u>	<u>9,654,914</u>	<u>68,267,170<sup>(6)</sup></u>	<u>9,805,965<sup>(6)</sup></u>
Total capitalization <sup>(7)</sup> . . . . .	<u>149,775,746</u>	<u>21,513,940</u>	<u>158,142,762</u>	<u>22,715,786</u>

*Notes:*

- (1) Restricted bank deposits was RMB388.7 million (US\$55.8 million) as of December 31, 2019.
- (2) Short-term borrowings include the current portion of long-term borrowings.
- (3) Long-term borrowings exclude the current portion of long-term borrowings.
- (4) As of December 31, 2019, our consolidated capital commitments were RMB5,459.2 million (US\$784.2 million) and we had contingent liabilities of RMB22,444.8 million (US\$3,224.0 million) in the form of guarantees for mortgage bank loans granted to purchasers of our properties. See “Management’s Discussion and Analysis of Financial Condition and Results of Operation — Indebtedness and Contingent Liabilities — Contractual Obligations” and “— Contingent Liabilities.”.
- (5) In August and December 2017, we issued 5.375% senior perpetual securities in an aggregate amount of US\$300,000,000 and US\$300,000,000, respectively.
- (6) We completed placement of 185,000,000 new shares on June 15, 2020. See “Business — Recent Development.”
- (7) Total capitalization includes total long-term borrowings and total equity.

We continue to enter into short-term and long-term borrowings in the ordinary course of business, such as project loans. In addition, we may from time to time enter into other financing arrangements, such as onshore bonds and offshore facilities. Such additional indebtedness incurred since December 31, 2019 may be significant compared to the amount of borrowings set forth in the table above. See “Management’s discussion and analysis of financial condition and results of operations — Liquidity and Capital Resources — Capital Resources” and “Description of Other Material Indebtedness and Obligations” in the Original Offering Memorandum.

Except as otherwise disclosed in this supplemental offering memorandum, there has been no material change in our capitalization and indebtedness since December 31, 2019.

## PLAN OF DISTRIBUTION

Goldman Sachs (Asia) L.L.C. is acting as the Sole Bookrunner and Sole Lead Manager of this offering and as the Initial Purchaser. Subject to the terms and conditions stated in the purchase agreement dated the date of this supplemental offering memorandum, the Initial Purchaser has agreed to purchase, and we have agreed to sell to such Initial Purchaser at the Issue Price of 100.75% of the US\$200,000,000 principal amount of the Additional Notes, plus accrued interests from (and including) July 20, 2020 to (but excluding) August 5, 2020. The Initial Purchaser may sell the Additional Notes in the initial distribution or from time to time in subsequent sales in negotiated transactions at varying prices (which may be lower than the initial Issue Price to the Initial Purchaser).

The purchase agreement provides that the obligations of the Initial Purchaser to purchase the Additional Notes are subject to approval of legal matters by counsel and to other conditions. The Initial Purchaser must purchase all the Additional Notes if it purchases any of the Additional Notes.

The Initial Purchaser proposes to resell the Additional Notes at the issue price set forth on the cover page of this supplemental offering memorandum only outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S. See “Transfer Restrictions.” The price at which the Additional Notes are offered may be changed at any time without notice. In addition, we have agreed with the Initial Purchaser that certain private banks will be paid a commission in connection with the purchase of the Additional Notes by their private bank clients.

The Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantee (if any) have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. See “Transfer Restrictions.”

In addition, until 40 days after the commencement of this offering, an offer or sale of Notes within the United States or to, or for the account or benefit of, U.S. persons by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act.

Application will be made to the Hong Kong Stock Exchange for the listing of the Additional Notes by way of debt issues to Professional Investors only. However, we cannot assure you that the prices at which the Additional Notes will sell in the market after this offering will not be lower than the initial offering price or that there will be an active trading market for the Additional Notes. The Initial Purchaser has advised us that it currently intends to make, or continues to make a market in the Additional Notes. However, the Initial Purchaser is not obligated to do so and it may discontinue any market-making activities with respect to the Additional Notes at any time without notice. Accordingly, we cannot assure you as to the liquidity of, or the trading market for, the Additional Notes.

The Initial Purchaser may engage in stabilizing transactions, syndicate covering transactions and penalty bids to the extent permitted by applicable laws and regulations. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchase of the Additional Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Initial Purchaser to reclaim a selling concession from a dealer when the Additional Notes originally sold by such dealer are purchased in a stabilizing transaction or a covering transaction to cover short positions. Neither the Company nor the Initial Purchaser makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Additional Notes. In addition, neither the Company nor the Initial Purchaser makes any representation that the Initial Purchaser will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We expect to deliver the Additional Notes against payment for the Additional Notes on or about the date specified in the last paragraph of the cover page of this supplemental offering memorandum. Under Rule 15c6-1 of the United States Exchange Act, trades in the secondary market generally settle in two business days; purchasers who wish to trade Additional Notes on the date of pricing or the next succeeding business days prior to the expected delivery date of the Additional Notes will be required, by virtue of the fact that the Additional Notes initially will settle in T + 5, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of the Additional Notes who wish to trade the Additional Notes on the date of pricing or the next succeeding business days prior to the expected delivery date of the Additional Notes should consult their own advisor.

The Initial Purchaser or its affiliates have performed commercial banking, investment banking or advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The Initial Purchaser or its affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of business for which they may receive customary fees and reimbursement of expenses. We may enter into hedging or other derivative transactions as part of our risk management strategy with the Initial Purchaser, which may include transactions relating to our obligations under the Additional Notes.

In connection with this offering of the Additional Notes, the Initial Purchaser or its affiliate(s) may act as an investor for its own account and may take up Additional Notes in the offering and in that capacity may retain, purchase or sell for its own account such securities and any securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering of the Additional Notes. Accordingly, references herein to the Additional Notes being offered should be read as including any offering of the Additional Notes to the Initial Purchaser or its affiliates acting in such capacity. Such persons do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

We and the Subsidiary Guarantors have agreed to indemnify the Initial Purchaser against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Initial Purchaser may be required to make because of any of those liabilities.

## **Selling Restrictions**

### ***General***

No action has been taken or will be taken in any jurisdiction by the Company or the Initial Purchaser that would permit a public offering of the Additional Notes, or the possession, circulation or distribution of this supplemental offering memorandum or any other material relating to the Additional Notes or this offering, in any jurisdiction where action for that purpose is required. Accordingly, the Additional Notes may not be offered or sold, directly or indirectly, and neither this supplemental offering memorandum nor such other material may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchaser or any affiliate of the Initial Purchaser is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchaser or such affiliate on behalf of the Issuer in such jurisdiction.

## ***United States***

The Additional Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. See “Transfer Restrictions.”

In addition, until 40 days after the commencement of this offering, an offer or sale of the Additional Notes within the United States by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in compliance with an available exemption from registration under the Securities Act.

## ***European Economic Area***

### ***Prohibition of Sales to EEA Retail Investors***

The Additional Notes have not been and will not be offered, sold or otherwise made available to any retail investor in the EEA. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
  - (ii) a customer within the meaning of Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Consequently no key information document required by the PRIIPs Regulation for offering or selling the Additional Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Additional Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

## ***United Kingdom***

Any invitation or inducement to engage in investment activity (within the meanings of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) in connection with the issue or sale of the Additional Notes may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to the Company or the subsidiary Guarantors. All applicable provisions of the FSMA must be complied in respect to anything done or to be done by the persons in relation to any Additional Notes in, from or otherwise involving the United Kingdom.

## ***Hong Kong***

The Additional Notes may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, the Laws of Hong Kong), or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, the Laws of Hong Kong) and no advertisement, invitation or document relating to the Additional Notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if

permitted to do so under the laws of Hong Kong) other than with respect to the Additional Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) and any rules made thereunder.

### *Japan*

The Additional Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948) (as amended) (the “FIEL”), and disclosure under the FIEL has not been made with respect to the Additional Notes. Accordingly, the Additional Notes may not be offered or sold, directly or indirectly in Japan or to, or for the account of, any resident of Japan, or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any resident of Japan, except pursuant to any exemption from the registration requirements of the FIEL and otherwise in compliance with the FIEL and other applicable provisions of Japanese laws and regulations. As used in this paragraph, “resident of Japan” means any person residing in Japan, including any corporation or other entity organized under the laws of Japan.

### *Singapore*

This supplemental offering memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (the “MAS”) under the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). Accordingly, this supplemental offering memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Additional Notes may not be circulated or distributed, nor may the Additional Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Additional Notes are initially subscribed or purchased by (i) an institutional investor under Section 274 of the SFA, or (ii) a relevant person pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, the Additional Notes may only be sold or transferred: (a) at any time, to an institutional investor under Section 274 of the SFA; (b) at any time, to a relevant person defined in Section 275(2) of the SFA or to any person pursuant to an offer referred to in Section 275(1A) of the SFA; or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Additional Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,



securities or securities-based derivatives contracts (each term as defined in the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Additional Notes pursuant to an offer made under Section 275 of the SFA except:

- to an institutional investor or to a relevant person defined in Section 275(2) of the SFA or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- where no consideration is or will be given for the transfer;
- where the transfer is by operation of law;
- as specified in Section 276(7) of the SFA; or
- as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

### ***PRC***

The Initial Purchaser has acknowledged that this supplemental offering memorandum does not constitute a public offer of the Additional Notes, whether by way of sale or subscription, in the PRC. Each of the Initial Purchaser has severally represented and agreed that, except to the extent consistent with applicable laws and regulations in the PRC, the Additional Notes are not being offered and may not be offered or sold, directly or indirectly, in the PRC to or for the benefit of, legal or natural persons of the PRC. According to the laws and regulatory requirements in the PRC, with the exception to the extent consistent with applicable laws and regulations in the PRC, the Additional Notes may, subject to the laws and regulations of the relevant jurisdictions, only be offered or sold to non-PRC natural or legal persons in any country other than the PRC.

### ***Cayman Islands***

No invitation whether directly or indirectly may be made to the public in the Cayman Islands to subscribe for the Additional Notes unless the Company is listed on the Cayman Islands Stock Exchange.

### ***British Virgin Islands***

No invitation will be made directly or indirectly to any person resident in the British Virgin Islands to subscribe for any of the Additional Notes.

## TRANSFER RESTRICTIONS

Because of the following restrictions, we encourage you to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Additional Notes.

The Additional Notes are subject to restrictions on transfer as summarized below. By purchasing the Additional Notes, you will be deemed to have made the following acknowledgements, representations to, and agreements with, us and the Initial Purchaser:

1. You understand and acknowledge that:
  - the Additional Notes have not been registered under the Securities Act or any other applicable securities laws;
  - the Additional Notes are being offered for resale in transactions that do not require registration under the Securities Act or any other securities laws;
  - the Additional Notes are being offered and sold only to non-U.S. persons outside the United States in offshore transactions in reliance on Rule 903 of Regulation S under the Securities Act; and
  - unless so registered, the Additional Notes may not be sold or otherwise transferred except under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any other applicable securities laws.
2. You represent that you are not an affiliate (as defined in Rule 144 under the Securities Act) of ours, that you are not acting on our behalf and that you are not a U.S. person (as defined in Regulation S under the Securities Act) or purchasing for the account or benefit of a U.S. person, other than a distributor, and you are purchasing the Additional Notes in an offshore transaction in accordance with Regulation S.
3. You acknowledge that neither we nor the Initial Purchaser nor any person representing us or the Initial Purchaser has made any representation to you with respect to us or the offering of the Additional Notes, other than the information contained in this supplemental offering memorandum. You represent that you are relying only on this supplemental offering memorandum in making your investment decision with respect to the Additional Notes. You agree that you have had access to such financial and other information concerning us and the Additional Notes as you have deemed necessary in connection with your decision to purchase the Additional Notes including an opportunity to ask questions of and request information from us.
4. You represent that you are purchasing the Additional Notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the Additional Notes in violation of the Securities Act.

5. You also acknowledge that: each Note will contain a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, SUCH REGISTRATION.

6. You acknowledge that we, the Initial Purchaser, the Paying and Transfer Agent and others will rely upon the truth and accuracy of the above acknowledgments, representations and agreements. You agree that if any of the acknowledgments, representations or agreements you are deemed to have made by your purchase of the Additional Notes is no longer accurate, you will promptly notify us, the Initial Purchaser and the Paying and Transfer Agent. If you are purchasing any Additional Notes as a fiduciary or agent for one or more investor accounts, you represent that you have sole investment discretion with respect to each of those accounts and that you have full power to make the above acknowledgments, representations and agreements on behalf of each account.

## **LEGAL MATTERS**

Certain legal matters as to Hong Kong law and United States Federal and New York State law will be passed on for us by Sidley Austin. Certain legal matters as to Cayman Islands law and British Virgin Islands law will be passed on for us by Maples and Calder (Hong Kong) LLP. Certain legal matters as to PRC law will be passed on for us by Commerce & Finance Law Offices. The Initial Purchaser is being represented as to United States federal and New York State law matters by Davis Polk & Wardwell. Certain legal matters as to PRC law will be passed on for the Initial Purchaser by Jingtian & Gongcheng.

## REGISTERED OFFICES

Registered Office	Corporate Headquarters	Place of Business in Hong Kong
P.O. Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands	CIFI Hongqiao International 5th Floor, Block 3, Lane 288 Tongxie Road Changning District Shanghai, PRC	22/F, One Hennessy No. 1 Hennessy Road Wan Chai, Hong Kong

## TRUSTEE, PAYING AND TRANSFER AGENT AND REGISTRAR

**China Construction Bank (Asia) Corporation Limited**  
28/F, CCB Tower  
3 Connaught Road Central  
Central, Hong Kong

## LEGAL ADVISORS TO THE COMPANY

*As to U.S. and HK Law*

**Sidley Austin**  
39/F, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

*As to Cayman Islands and  
British Virgin Islands Law*

*As to PRC Law*

**Maples and Calder (Hong Kong) LLP**  
26th Floor, Central Plaza  
18 Harbour Road, Wanchai  
Hong Kong

**Commerce & Finance Law Offices**  
6F NCI Tower  
A12 Jianguomenwai Avenue  
Chaoyang District  
Beijing, PRC

## LEGAL ADVISORS TO THE INITIAL PURCHASER

*As to U.S. Law*

*As to PRC Law*

**Davis Polk & Wardwell**  
The Hong Kong Club Building  
3A Chater Road  
Hong Kong

**Jingtian & Gongcheng**  
34/F, Tower 3  
China Central Place, 77 Jianguo Road  
Beijing, PRC

## INDEPENDENT ACCOUNTANTS

**Deloitte Touche Tohmatsu**  
35th Floor, One Pacific Place  
88 Queensway  
Hong Kong



# CIFI Holdings (Group) Co. Ltd.

(incorporated in the Cayman Islands with limited liability)

**US\$300,000,000**

**5.95% Senior Notes Due 2025**

**Issue Price: 99.968%**

Our US\$300,000,000 5.95% senior notes due 2025 (the “Notes”) will bear interest from July 20, 2020 at 5.95% per annum, payable semi-annually in arrear on April 20 and October 20 of each year (except that the first interest payment will be made on April 20, 2021 with respect to the period from and including July 20, 2020 to but excluding April 20, 2021). The Notes will mature on October 20, 2025.

The Notes are senior obligations of CIFI Holdings (Group) Co. Ltd. (the “Company”), guaranteed by certain of our existing subsidiaries (the “Subsidiary Guarantors”), other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the section entitled “Description of the Notes.” We refer to the guarantees by the Subsidiary Guarantors as Subsidiary Guarantees. Under certain circumstances and subject to certain conditions, a Subsidiary Guarantee required to be provided by a subsidiary of us may be replaced by a limited-recourse guarantee (a “JV Subsidiary Guarantee”). We refer to the subsidiaries providing a JV Subsidiary Guarantee as JV Subsidiary Guarantors.

We may at our option redeem the Notes, in whole or in part, at any time and from time to time on or after July 20, 2023, at the redemption prices set forth in this offering memorandum plus accrued and unpaid interest, if any, to the redemption date. At any time and from time to time prior to July 20, 2023, we may redeem up to 35% of the Notes, at a redemption price of 105.95% of the principal amount, plus accrued and unpaid interest, if any, in each case, using the net cash proceeds from sales of certain kinds of capital stock. In addition, we may redeem the Notes at any time prior to July 20, 2023 in whole but not in part, at a price equal to 100% of the principal amount of such Notes plus (i) accrued and unpaid interest (if any) to the redemption date and (ii) a premium as set forth in this offering memorandum. Upon the occurrence of a Change of Control Triggering Event (as defined in the indenture governing the Notes (the “Indenture”)), we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase.

The Notes are (i) senior in right of payment to any of our existing and future obligations expressly subordinated in right of payment to the Notes, (ii) at least *pari passu* in right of payment with each service of the Existing Notes (as defined herein) and all of our other unsecured and unsubordinated indebtedness (subject to any priority rights of such unsecured and unsubordinated indebtedness pursuant to applicable law), (iii) effectively subordinated to the secured obligations of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any), to the extent of the value of the assets serving as security therefor, and (iv) effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries (including, without limitation, the Existing Notes and other Indebtedness Guaranteed by the Designated Non-Guarantors) (each as defined below). In addition, applicable law may limit the enforceability of the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any). See “Risk Factors — Risks Relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees.”

For a more detailed description of the Notes, see the section entitled “Description of the Notes” beginning on page 233.

The Notes are being issued as “Green Bonds” under our Green Bond Framework. See the section entitled “Notes Being Issued as Green Bonds” beginning on page 100.

**Investing in the Notes involves risks. See the section entitled “Risk Factors” beginning on page 16.**

Application will be made to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the listing of the Notes by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (together, “Professional Investors”) only. This offering memorandum is for distribution to Professional Investors only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

The Notes are expected to be rated “BB” by Fitch Ratings and “BB-” by Standard & Poor’s Ratings Services. A rating is not a recommendation to buy, sell or hold the Notes and may be subject to suspension, reduction or withdrawal at any time by Fitch Ratings or Standard & Poor’s Ratings Services. A suspension, reduction or withdrawal of the rating assigned to the Notes may adversely affect the market price of the Notes.

**The Hong Kong Stock Exchange has not reviewed the contents of this offering memorandum other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this offering memorandum to Professional Investors only, have been reproduced in this offering memorandum. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Notes or the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) or quality of disclosure in this offering memorandum.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this offering memorandum, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this offering memorandum.

This offering memorandum includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any). The Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) accept full responsibility for the accuracy of the information contained in this offering memorandum and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The expected date of listing of the Notes on the Hong Kong Stock Exchange is on or around July 21, 2020.

The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as such terms are defined in Regulation S under the U.S. Securities Act (“Regulation S”)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Notes are being offered and sold by the Initial Purchasers (as defined in this offering memorandum) only to non-U.S. persons outside the United States in offshore transactions in reliance on Regulation S. For a description of certain restrictions on resale or transfer, see the section entitled “Transfer Restrictions.”

With reference to the Notice on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Enterprises (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知) (the “NDRC Notice”) promulgated by National Development and Reform Commission (the “NDRC”) of the PRC on September 14, 2015 which came into effect on the same day, we have registered the issuance of the Notes with the NDRC and obtained a certificate from the NDRC dated June 22, 2020. Pursuant to the registration certificate, we will cause relevant information relating to the issue of the Notes to be reported to the NDRC within ten working days after the issue date of the Notes.

It is expected that the delivery of the Notes will be made on or about July 20, 2020 through the book-entry facilities of Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream”), against payment therefor in immediately available funds.

## Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Standard Chartered Bank	China CITIC Bank International	Credit Suisse	Deutsche Bank	Goldman Sachs (Asia) L.L.C.
Haitong International	HSBC	Morgan Stanley	UBS	

## Joint Green Structuring Advisors

HSBC Standard Chartered Bank

The date of this offering memorandum is July 13, 2020.



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This offering memorandum does not constitute an offer to sell to, or a solicitation of an offer to buy from, any person in any jurisdiction to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the delivery of this offering memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this offering memorandum or that the information contained in this offering memorandum is correct as of any time after that date.

This offering memorandum is not a prospectus for the purposes of the European Union’s Regulation (EU) 2017/1129. This offering memorandum has been prepared on the basis that all offers of the Notes made to persons in the European Economic Area will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to produce a prospectus in connection with offers of the Notes.

The communication of the attached offering memorandum and any other document or materials relating to the issue of the Notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended (“FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”)), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, the Notes offered hereby are only available to, and any investment or investment activity to which the attached offering memorandum relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on the attached offering memorandum or any of its contents.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** — The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended or superseded, (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

We, having made all reasonable inquiries, confirm that: (i) this offering memorandum contains all information with respect to us, our subsidiaries and affiliates referred to in this offering memorandum and the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) that is material in the context of the issue and offering of the Notes; (ii) the statements contained in this offering memorandum relating to us and our subsidiaries and our affiliates are in every material respect true and accurate and not misleading; (iii) the opinions and intentions expressed in this offering memorandum with regard to us and our subsidiaries and affiliates are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in relation to us, our subsidiaries and affiliates, the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) the omission of which would, in the context of the issue and offering of the Notes, make this offering memorandum, as a whole, misleading in any material respect; and (v) we have made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. We accept responsibility accordingly.

This offering memorandum is highly confidential. We are providing it solely for the purpose of enabling you to consider a purchase of the Notes. You should read this offering memorandum before making a decision whether to purchase the Notes. You must not use this offering memorandum for any other purpose, or disclose any information in this offering memorandum to any other person.

We have prepared this offering memorandum, and we are solely responsible for its contents. You are responsible for making your own examination of us and your own assessment of the merits and risks of investing in the Notes. By purchasing the Notes, you will be deemed to have acknowledged that you have made certain acknowledgements, representations and agreements as set forth under the section entitled “Transfer Restrictions” below.

No representation or warranty, express or implied, is made by Standard Chartered Bank, China CITIC Bank International Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Goldman Sachs (Asia) L.L.C., Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley & Co. International plc and UBS AG Hong Kong Branch (the “Initial Purchasers”), China Construction Bank (Asia) Corporation Limited (the “Trustee”), China Construction Bank (Asia) Corporation Limited as paying and transfer agent (the “Paying and Transfer Agent”) and registrar (the “Registrar,” together with Paying and Transfer Agent, the “Agents”) or any of their respective affiliates or advisors as to the accuracy or completeness of the information set forth herein, and nothing contained in this offering memorandum is, or should be relied upon as, a promise or representation, whether as to the past or the future. To the fullest extent permitted by law, the Initial Purchasers have not accepted any responsibility for the contents of this offering memorandum or for any statement made or purported to be made by the Initial Purchasers or on their behalf in connection with the Company, the Group, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any), the Subsidiary Guarantees, the JV Subsidiary Guarantees (if any) or the issue and offering of the Notes. The Initial Purchasers accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this offering memorandum or any such statement. None of the Initial Purchasers, the Trustee or the Agents or any of their respective affiliates, directors or advisors has independently verified the information contained in this offering memorandum.

Each person receiving this offering memorandum acknowledges that: (i) such person has been afforded an opportunity to request from us and to review, and has received, all additional information considered by it to be necessary to verify the accuracy of, or to supplement, the information contained herein; (ii) such person has not relied on the Initial Purchasers, the Trustee, the Agents or any person affiliated with the Initial Purchasers in connection with any investigation of the accuracy of such information or its investment decision; and (iii) no person has been authorized to give any information or to make any representation concerning us, our subsidiaries and affiliates, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (other than as contained herein and information given by our duly authorized officers and employees in connection with investors’ examination of our company

and the terms of the offering of the Notes) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us, the Initial Purchasers, the Trustee or the Agents.

The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this offering memorandum. Any representation to the contrary is a criminal offense in the United States.

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** — The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”) or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

We are not, and the Initial Purchasers are not, making an offer to sell the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) in any jurisdiction except where an offer or sale is permitted. The distribution of this offering memorandum and the offering of these securities may in certain jurisdictions be restricted by law. Persons into whose possession this offering memorandum comes are required by us and the Initial Purchasers to inform themselves about and to observe any such restrictions. For a description of the restrictions on offers, sales and resales of the securities, including the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any), and distribution of this offering memorandum, see the sections entitled “Transfer Restrictions” and “Plan of Distribution” below.

This offering memorandum summarizes certain material documents and other information, and we refer you to them for a more complete understanding of what we discuss in this offering memorandum. In making an investment decision, you must rely on your own examination of us and the terms of the offering, including the merits and risks involved. We are not making any representation to you regarding the legality of an investment in the Notes by you under any legal, investment or similar laws or regulations. You should not consider any information in this offering memorandum to be legal, business or tax advice. You should consult your own professional advisors for legal, business, tax and other advice regarding an investment in the Notes.

We reserve the right to withdraw the offering of the Notes at any time, and the Initial Purchasers reserve the right to reject any commitment to subscribe for or purchase of the Notes in whole or in part and to allot to any prospective purchaser less than the full amount of the Notes sought by such purchaser. The Initial Purchasers and certain related entities may acquire for their own account a portion of the Notes.

**Notification under Section 309B(1)(c) of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)** — the issuer of the Notes has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## CERTAIN DEFINITIONS, CONVENTIONS AND CURRENCY PRESENTATION

We have prepared this offering memorandum using a number of conventions, which you should consider when reading the information contained herein. When we use the terms “we,” “us,” “our,” the “Company,” the “Group” and words of similar import, we are referring to CIFI Holdings (Group) Co. Ltd. itself or CIFI Holdings (Group) Co. Ltd. and its consolidated subsidiaries, as the context requires.

Market data, industry forecasts and the PRC and property industry statistics in this offering memorandum have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although we believe this information to be reliable, it has not been independently verified by us or the Initial Purchasers or our or their respective directors and advisors, and neither we, the Initial Purchasers nor our or their directors and advisors make any representation as to the accuracy or completeness of that information. In addition, third-party information providers may have obtained information from market participants and such information may not have been independently verified. Due to possibly inconsistent collection methods and other problems, such statistics herein may be inaccurate. You should not unduly rely on such market data, industry forecast and the PRC and property industry statistics.

In this offering memorandum, all references to “HK\$” and “H.K. dollars” are to Hong Kong dollars, the official currency of the Hong Kong Special Administrative Region of the PRC (“Hong Kong” or “HK”); all references to “CNY”, “RMB” or “Renminbi” are to the Renminbi, the official currency of the People’s Republic of China (“China” or the “PRC”); and all references to “US\$” and “U.S. dollars” are to United States dollars, the official currency of the United States of America (the “United States” or “U.S.”).

We record and publish our financial statements in Renminbi. Unless otherwise stated in this offering memorandum, all translations from Renminbi amounts to U.S. dollars were made at the rate of RMB6.9618 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 31, 2019, and all translations from H.K. dollars into U.S. dollars were made at the rate of HK\$7.7894 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 31, 2019. All such translations in this offering memorandum are provided solely for your convenience and no representation is made that the Renminbi amounts referred to herein have been, could have been or could be converted into U.S. dollars or H.K. dollars, or vice versa, at any particular rate or at all. For further information relating to the exchange rates, see the section entitled “Exchange Rate Information.”

References to “PRC” and “China,” in the context of statistical information and description of laws and regulations in this offering memorandum, except where the context otherwise requires, do not include Hong Kong, Macau Special Administrative Region of the PRC (“Macau”) or Taiwan. “PRC government” or “State” means the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local governments) and instrumentalities thereof, or, where the context requires, any of them.

Our financial statements are prepared in accordance with International Financial Reporting Standards (the “IFRS”) which differ in certain respects from generally accepted accounting principles in certain other countries.

Unless the context otherwise requires, references to “2017,” “2018” and “2019” in this offering memorandum are to our financial years ended December 31, 2017, 2018 and 2019, respectively.

References to “2015 Notes” are to our 7.75% senior notes due 2020 issued on June 5, 2015 in the aggregate principal amount of US\$400,000,000.

References to “2017 Notes” are to our 5.5% senior notes due 2022 issued on January 23, 2017 and on October 5, 2018 in the aggregate principal amount of US\$585,000,000.

References to “August 2017 Perpetual Securities” are to our 5.375% senior perpetual capital securities issued on August 24, 2017 in the aggregate principal amount of US\$300,000,000.

References to “December 2017 Perpetual Securities” are to our 5.375% senior perpetual capital securities issued on December 19, 2017 in the aggregate principal amount of US\$300,000,000.

References to “January 2018 Notes” are to our 5.5% senior notes due 2023 issued on January 23, 2018 in the aggregate amount of US\$300,000,000.

References to “April 2018 Notes” are to our 6.875% senior notes due 2021 issued on April 23, 2018 in the aggregate principal amount of US\$500,000,000.

References to “May 2018 Notes” are to our 6.375% senior notes due 2020 issued on May 2, 2018 in the aggregate principal amount of US\$300,000,000.

Reference to “September 2018 Notes” are to our 7.75% senior notes due 2020 issued on September 20, 2018 in the aggregate amount of RMB1,000,000,000.

References to “January 2019 Notes” are to our 7.625% senior notes due 2021 issued on January 2, 2019 in the aggregate amount of US\$400,000,000.

References to “February 2019 Notes” are to our 7.625% senior notes due 2023 issued on February 28, 2019 in the aggregate amount of US\$300,000,000.

References to “March 2019 Notes” are to our 6.55% senior notes due 2024 issued on March 28, 2019 and July 15, 2019 in the aggregate amount of US\$555,000,000.

References to “July 2019 Notes” are to our 6.70% senior notes due 2022 issued on July 23, 2019 in the aggregate amount of RMB1,600,000,000.

References to “November 2019 Notes” are to our 6.45% senior notes due 2024 issued on November 7, 2019 and November 15, 2019 in the aggregate principal amount of US\$500,000,000.

References to “January 2020 Notes” are to our 6.0% senior notes due 2025 issued on January 16, 2020 in the aggregate principal amount of US\$567,000,000.

References to “First Tranche of 2015 Onshore Bonds” are to our 4.95% public domestic corporate bonds due 2020 issued on October 15, 2015 in the aggregate principal amount of RMB3,495,000,000.

References to “Second Tranche of 2015 Onshore Bonds” are to our 5.96% public domestic corporate bonds due 2020 issued on November 12, 2015 in the aggregate principal amount of RMB500,000,000.

References to “First Tranche of 2016 Onshore Bonds” are to our 4.99% non-public domestic corporate bonds due 2018 issued on January 22, 2016 in the aggregate principal amount of RMB2,000,000,000. We have fully redeemed the First Tranche of 2016 Onshore Bonds as of the date of this offering memorandum.

References to “Second Tranche of 2016 Onshore Bonds” are to our non-public domestic corporate bonds in the aggregate principal amount of RMB4,000,000,000 due 2021 issued on September 26, 2016 comprising (i) RMB3,500,000,000 bonds with interest rate of 4.30% per annum and (ii) RMB500,000,000 bonds with interest rate of 5.50% per annum.

References to “2018 Onshore Bonds” are to our non-public domestic corporate bonds in the aggregate amount of RMB3,500,000,000 issued on March 22, 2018 comprising (i) RMB800,000,000 bonds with interest rate of 6.50% per annum due 2022 and (ii) RMB2,700,000,000 bonds with interest rate of 6.80% per annum due 2023.



References to “First Tranche of 2018 Onshore Corporate Bonds” are to our 5.46% public domestic corporate bonds due 2021 issued on August 8, 2018 in the aggregate principal amount of RMB2,500,000,000.

References to “Second Tranche of 2018 Onshore Corporate Bonds” are to our 6.39% public domestic corporate bonds due 2022 issued on September 19, 2018 in the aggregate principal amount of RMB875,000,000.

References to “September 2017 Club Loan Facilities” are to our US\$135,000,000 loan facilities under a facility agreement we entered into with a syndicate of lenders on September 4, 2017. See “Description of Other Material Indebtedness and Obligation — September 2017 Club Loan Facilities” for details.

References to “March 2018 Club Loan Facilities” are to our transferable US dollar and HK dollar term loan facilities with an initial amount of HK\$500 million and an accession option of additional US\$440 million under a facility agreement we entered into with a syndicate of lenders on March 28, 2018. See “Description of Other Material Indebtedness and Obligation — March 2018 Club Loan Facilities” for details.

References to “February 2020 Facilities” are to our US\$200.0 million term loan facilities under a facility agreement we entered into with Standard Chartered Bank (Hong Kong) Limited on February 18, 2020. See “Description of Other Material Indebtedness and Obligation — February 2020 Facilities” for details.

References to “April 2020 Facilities” are to our multi-currency term loan facilities for a total of HK\$642.5 million and US\$214.0 million under a facility agreement we entered into with a group of financial institution lenders on April 3, 2020. See “Description of Other Material Indebtedness and Obligation — April 2020 Facilities” for details.

References to “Existing Notes” are to the 2017 Notes, the January 2018 Notes, the April 2018 Notes, the September 2018 Notes, the January 2019 Notes, the February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes and the January 2020 Notes.

References to “ASP” are to average selling price.

References to “CIFI Group Co., Ltd.” are to 旭輝集團股份有限公司, a joint stock company established in the PRC with limited liability on August 15, 2000 and our indirect wholly owned subsidiary.

References to “share” are to, unless the context indicates otherwise, an ordinary share, with a nominal value of HK\$0.01, in our share capital.

References to “sq.m.” are to square meters.

A property is considered sold after we have executed the purchase contract with a customer and have delivered the property to the customer. All site area and gross floor area (“GFA”) information presented in this offering memorandum represents the site area and GFA of entire projects, including areas attributable to the minority shareholders of our non-wholly owned project companies.



In this offering memorandum, unless the context otherwise requires, all references to “affiliate” are to a person or entity directly or indirectly controlled by, or under the direct or indirect common control of, another person or entity; all references to “subsidiary” are used with the meaning ascribed to it in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended (the “Listing Rules”), which includes: (i) a “subsidiary undertaking” as defined in the twenty-third schedule to the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Companies Ordinance”), (ii) any entity which is accounted for and consolidated in the audited consolidated accounts of another entity as a subsidiary pursuant to IFRS or Hong Kong Financial Reporting Standards, as applicable, and (iii) any entity which will, as a result of acquisition of its equity interest by another entity, be accounted for and consolidated in the next audited consolidated accounts of such other entity as a subsidiary pursuant to IFRS or Hong Kong Financial Reporting Standards, as applicable; all references to “associate” are used with the meaning ascribed thereto under the Listing Rules, which includes: (i) in relation to an individual, his spouse and children under the age of 18, certain trustees, his or his family holding companies, as well as companies over which he, his family, trustee interests and holding companies exercise at least 30% voting power, (ii) in relation to a company, its subsidiaries, its holding companies, subsidiaries of such holding companies, certain trustees, as well as companies over which such company and its subsidiaries, trustee interests, holding companies and subsidiaries of such holding companies together exercise at least 30% voting power and (iii) in the context of connected transactions, certain connected persons and enlarged family members of a director, chief executive or substantial shareholder of a listed issuer; and all references to “controlling shareholder” are used with the meaning ascribed thereto under the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at our general meetings or are in a position to control the composition of a majority of our board of directors, and “controlling interest” will be construed accordingly.

In this offering memorandum, a land grant contract refers to a state-owned land use rights grant contract (國有土地使用權出讓合同) between a developer and the relevant PRC governmental land administrative authorities, typically the local state-owned land bureaus.

In this offering memorandum, a land use rights certificate refers to a state-owned land use rights certificate (國有土地使用權證) issued by a local real estate and land resources bureau with respect to the land use rights; a construction land planning permit refers to a construction land planning permit (建設用地規劃許可證) issued by local urban zoning and planning bureaus or equivalent authorities in China; a construction work planning permit refers to a construction work planning permit (建設工程規劃許可證) issued by local urban zoning and planning bureaus or equivalent authorities in China; a construction permit refers to a construction work commencement permit (建築工程施工許可證) issued by local construction committees or equivalent authorities in China; a pre-sale permit refers to a commodity property pre-sale permit (商品房預售許可證) issued by local housing and building administrative bureaus or equivalent authorities with respect to the pre-sale of relevant properties; a certificate of completion refers to a construction project clearance certificate (建設工程竣工驗收備案登記證) issued by local urban zoning and planning bureaus or equivalent authorities or equivalent certificate issued by relevant authorities in China with respect to the completion of property projects subsequent to their on-site examination and inspection; and a land use rights ownership certificate refers to a property ownership and land use rights certificate (國有土地使用權證) issued by a local real estate and land resources bureau with respect to the land use rights and the ownership rights of the buildings on the relevant land.

References to our “land bank,” “development projects,” “property projects” or “projects” refer to our property projects with land for which we have obtained land-use rights and property projects for which we have not obtained land-use rights but have entered into the land grant contracts or received successful tender auction confirmations.

The site area information for an entire project is based on the relevant land use rights certificates, land grant contracts or tender documents, depending on which documents are available. If more than one document is available, such information is based on the most recent document available.

The figures for GFA are based on figures provided in or estimates based on the relevant governmental documents, such as the property ownership certificate, the construction work planning permit, the pre-sale permit, the construction land planning permit or the land use rights certificate.

In this offering memorandum, where information has been presented in thousands, millions or billions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to such rounding.

The English names of the PRC nationals, entities, departments, facilities, laws, regulations, certificates, titles and the like are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency, the Chinese name prevails.

## FORWARD-LOOKING STATEMENTS

This offering memorandum includes “forward-looking statements.” All statements other than statements of historical fact contained in this offering memorandum, including, without limitation, those regarding our future financial position and results of operations, strategies, plans, objectives, goals and targets, future developments in the markets where we participate or are seeking to participate, and any statements preceded by, followed by or that include, the words “believe,” “expect,” “aim,” “intend,” “will,” “may,” “anticipate,” “seek,” “should,” “could,” “would,” “plan,” “potential,” “continue,” “estimate” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, results, liquidity and capital resources and are not guarantees of future performance and some of which may not materialize or may change. These forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Important factors that could cause our actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, the following:

- the performance and future developments of the property market in the PRC or any region in the PRC in which we engage in property development;
- the global economic environment and industry outlook generally;
- any prospective financial information regarding our businesses;
- our dividend policy;
- projects under development or held for future development;
- the availability and costs of and changes to bank loans and other forms of financing;
- changes in political, economic, legal and social conditions in the PRC, including the PRC government’s specific policies which affect land supply, the availability and cost of financing, and pre-sales, pricing and volume of our property development;
- changes in competitive conditions and our ability to compete under these conditions;
- our ability to manage our growth and our geographically diversified business;
- our ability to acquire and develop land;
- the cost and supply of construction materials and labor;
- the performance of the obligations and undertakings of the independent contractors under various construction, building, interior decoration, material and equipment supply and installation contracts;
- the timely repayments by purchasers of our properties of mortgage loans guaranteed by us;
- relationship with our joint venture partners and the performance of the obligations and commitments of our joint venture partners under the existing and future joint venture agreements;

- changes in currency exchange rates;
- our business and operating strategies;
- our capital expenditure and property development plans;
- the amount and nature of, and potential for, future development of our business;
- various business opportunities that we may pursue;
- the interpretation and implementation of the existing rules and regulations relating to land appreciation tax and its future changes in enactment, interpretation or enforcement;
- the regulatory environment of our industry in general;
- significant delay in obtaining various permits, proper legal titles or approvals for our properties under development or held for future development, and for our operations; and
- other factors beyond our control.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “Risk Factors” and elsewhere in this offering memorandum. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that those expectations will prove to be correct, and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this offering memorandum. Subject to the requirements of applicable laws, rules and regulations, we do not have any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this offering memorandum might not occur in the way we expect, or at all.

## **ENFORCEMENT OF CIVIL LIABILITIES**

We are an exempted company incorporated in the Cayman Islands with limited liability. The Cayman Islands has a different body of securities laws from the United States and protections for investors may differ.

All of our assets are located outside the United States. In addition, all of our directors and officers are nationals or residents of countries other than the United States (principally in the PRC), and all or a substantial portion of such persons’ assets are located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such persons or to enforce against us or such persons judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

We have appointed Cogency Global Inc. as our agent to receive service of process with respect to any action brought against us in the United States federal courts located in the Borough of Manhattan, the City of New York under the federal securities laws of the United States or of any state of the United States or any action brought against us or the Subsidiary Guarantors in the courts of the State of New York in the Borough of Manhattan, the City of New York under the securities laws of the State of New York.

We have been advised by our Cayman Islands legal counsel, Maples and Calder (Hong Kong) LLP, that the courts of the Cayman Islands are unlikely (i) to recognise or enforce against us judgments of courts of the United States predicated upon the civil liability provisions of the securities laws of the United States or any State; and (ii) in original actions brought in the Cayman Islands, to impose liabilities against us predicated upon the civil liability provisions of the securities laws of the United States or any State, so far as the liabilities imposed by those provisions are penal in nature. In those circumstances, although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will recognise and enforce a foreign money judgment of a foreign court of competent jurisdiction without retrial on the merits based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given provided certain conditions are met. For such a foreign judgment to be enforced in the Cayman Islands, such judgment must be final and conclusive and for a liquidated sum, and must not be in respect of taxes or a fine or penalty, inconsistent with a Cayman Islands judgment in respect of the same matter, impeachable on the grounds of fraud or obtained in a manner, and or be of a kind the enforcement of which is, contrary to natural justice or the public policy of the Cayman Islands (awards of punitive or multiple damages may well be held to be contrary to public policy). A Cayman Islands Court may stay enforcement proceedings if concurrent proceedings are being brought elsewhere.

Further, we have been advised by our PRC legal advisors, Commerce & Finance Law Offices, that there is uncertainty as to whether the courts of the PRC would (i) enforce judgments of the U.S. courts obtained against us or our directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States or the securities laws of any state or territory within the United States or (ii) entertain original actions brought in the courts of the PRC against us or our directors and officers predicated upon the federal securities laws of the United States or the securities laws of any state or territory within the United States.

We have been advised by our Hong Kong legal advisors, Sidley Austin, that Hong Kong has no arrangement for the reciprocal enforcement of judgments with the United States. However, under Hong Kong common law, a foreign judgment (including one from a court in the United States predicated upon U.S. federal or state securities laws) may be enforced in Hong Kong by bringing an action in a Hong Kong court, and then seeking summary or default judgment on the strength of the foreign judgment, provided that the foreign judgment is for a debt or definite sum of money and is final and conclusive on the merits. In addition, the Hong Kong courts may refuse to recognize or enforce a foreign judgment if such judgment:

- (a) was obtained by fraud;
- (b) was rendered by a foreign court that lacked the appropriate jurisdiction at the time (as determined by Hong Kong jurisdictional rules);
- (c) is contrary to public policy or natural justice;
- (d) is for multiple/penal damages; or
- (e) is based on foreign penal, revenue or other public law.
- (f) falls within Section 3(1) of the Foreign Judgment (Restriction on Recognition and Enforcement) Ordinance; or
- (g) is inconsistent with a prior Hong Kong judgment or foreign judgment which is entitled to recognition in Hong Kong.

## SUMMARY

*This summary does not contain all the information that may be important to you in deciding to invest in the Notes. You should read the entire offering memorandum including the section entitled “Risk Factors” and our consolidated financial statements and related notes thereto, before making an investment decision.*

### OVERVIEW

Headquartered in Shanghai, we are engaged in property development and property investment in the PRC. In 2019, in terms of contracted sales, we were ranked 15th according to the list of “China Real Estate Enterprises Sales Ranking in 2019” published by China Real Estate Information Corporation Information Group.

We principally focus on developing high quality and end-users driven properties in first- and second-tier cities in China. Our development projects cover various properties types including residential, office and commercial complexes. For our residential property development, we mainly develop residential products that offer our end-users comfortable living environment and proximity to good ancillary facilities and transportation links. For our commercial property development, we mainly develop offices and community commercial properties.

We have achieved a nationwide geographical coverage and a strong presence in selected first-tier cities and second-tier cities in China. Our business operations are diversified in terms of geographic locations, which facilitates our future expansion. As of December 31, 2019, we had projects in 71 cities in four geographic regions in the PRC: the Yangtze River Delta Region, which mainly includes Shanghai, Suzhou, Hangzhou, Hefei, Nanjing, Ningbo, Kunshan, Zhenjiang, Wuxi, Wenzhou, Jiaxing, Changzhou, Xuzhou, Wuhu, Taizhou, Nantong, Yixing, Quzhou, Yiwu, Zhoushan, Jiangyin and Nanchang, the Pan Bohai Rim, which includes Beijing, Tianjin, Langfang, Shenyang, Changchun, Jinan, Yantai, Qingdao, Dalian, Shijiazhuang, Linyi, Weifang, Zibo, Taiyuan and Jining, the Central Western Region, which includes Chongqing, Chengdu, Zhengzhou, Xi’an, Changsha, Wuhan, Kunming, Xiangtan, Yinchuan, Luoyang, Kaifeng, Meishan, Ürümqi, Guiyang and Xuchang, and the South China Region, which includes Hong Kong, Shenzhen, Sanya, Haikou, Guangzhou, Dongguan, Foshan, Zhongshan, Fuzhou, Xiamen, Nanning, Jiangmen, Huizhou, Zhangzhou and Quanzhou. As of December 31, 2019, we had a land bank with an aggregate total GFA of approximately 50.7 million sq.m. and an aggregate GFA attributable to us of approximately 26.5 million sq.m.

Leveraging our effective business model focused on rapid asset turnover, strong execution capabilities and business strategies developed in line with government policies on China’s real estate sector, we are poised to continue our rapid growth and develop into a leading nationwide property developer.



## RECENT DEVELOPMENTS

### Land Acquisitions

Subsequent to December 31, 2019, we have purchased 27 land projects. The following table sets forth certain information concerning such land projects.

	City	Project	Intended Primary Use	The Group's equity interest (%)	Planned GFA (excluding carparks) (sq.m.)	Total consideration (RMB in millions)	Attributable consideration (RMB in millions)	Average land cost (excluding carparks) (RMB/sq.m.)
1	Hangzhou	Lin'an District, Central Economic Development Zone Project	Residential	100	81,800	1,007.2	1,007.2	12,311
2	Luoyang	Xigong District, Shijiatusun Project	Residential	100	149,000	313.0	313.0	2,100
3	Shanghai	Jiading District, Anting Town, 03-01A Project	Residential	100	68,100	953.0	953.0	14,000
4	Changsha	Yuhua District, No. 115 Project	Residential	100	489,600	2,546.0	2,546.0	5,200
5	Chongqing	Shapingba District, F-2/03 Project	Residential/Commercial	50	10,200	58.0	29.0	5,737
6	Fuzhou	Jin'an District, Houpu Country 2020-02 Project	Residential	100	45,500	542.0	542.0	11,903
7	Nanning	Wuxiang Zongbao District, Yin Hai Da Dao 147 Acres Project	Residential	100	392,700	1,532.0	1,532.0	3,900
8	Wenzhou	The Oujiang River Estuary Area, Bandao Qibu District, A-02 Project	Residential	100	87,400	339.0	339.0	3,878
9	Suzhou	Taichang High-tech Zone, Science and Education New Town, 2020-WG-1-1 Project	Residential	100	114,600	1,147.0	1,147.0	10,006
10	Hangzhou	Xiaoshan District, Xintang Unit, D-83-1/D-83-2 Project	Residential	100	164,700	2,137.0	2,137.0	12,977
11	Beijing	Miyun District, Tanying Town, 6023 Project	Residential	23	124,400	1,496.0	336.6	12,027
12	Qingdao	Jimo District, Zaohang Resettlement Project	Residential	100	141,800	252.6	252.6	1,781
13	Qingdao	Jimo District, Zaohang Development Project	Residential	100	241,700	654.4	654.4	2,708
14	Nanchang	Economic Development Zone, No. DAGJ2020004 Project	Residential/Commercial	100	498,800	2,020.1	2,020.1	4,050
15	Chongqing	Banan District, Yudong Yunzhuang Mountain, P07-03-01 Project	Residential	51	82,500	277.3	141.4	3,362
16	Wuxi	Jiangyin City, Yunting Street, Experimental Primary School North Project	Residential	33	81,800	777.2	256.5	9,498
17	Suzhou	Wujiang District, Yundong Dongtaihu Avenue North Project	Residential	50	163,700	1,980.5	990.2	12,098
18	Chengdu	Xindu District, Xindu Avenue, XD2019-18-252 Project	Residential	50	241,800	1,837.7	918.9	7,600
19	Hefei	Feixi Country, No.FX202005 Project	Residential	50	192,800	1,619.9	809.9	8,400
20	Wuxi	Economic Development Zone, Huazhuang Middle School Project	Residential	50	150,100	2,597.8	1,298.9	17,305
21	Wuxi	Binhu District Xinba Road, Project	Residential	100	127,000	1,946.1	1,946.1	15,322
22	Suqian	Suhu Park Tonghu, Avenue East Project	Residential	65	121,800	543.1	353.0	4,459
23	Beijing	Chaoyang District, Dongba 613 Project	Residential	33	45,300	2,055.0	678.2	45,336
24	Guangzhou	Nansha District, Hengli, Town, Hengli, Avenue Project	Residential/Commercial	100	323,800	3,804.8	3,804.8	11,750
25	Qingdao	Huangdao District, Chang'an Road Project	Residential	100	158,500	366.8	366.8	2,314
26	Xiamen	Huli District, Gaolin Project	Residential	100	58,000	2,935.0	2,935.0	50,603
27	Linyi	Luozhuang District, Fenglin New Town Project	Residential	80	287,800	298.2	238.6	1,036
					<u>4,645,200</u>	<u>36,036.6</u>	<u>28,547.1</u>	<u>7,758</u>

### Entry into the Sale and Purchase Agreement for the Sale of a Property

On June 12, 2020, Shanghai Xuting Property Co., Ltd., our indirect non-wholly-owned subsidiary, and Shanghai Lingqing Commercial Consultancy Co., Ltd., an indirect wholly-owned subsidiary of LingYu International Group Co., Ltd., entered into a sale and purchase agreement for the sale of a property of approximately 13,326.6 sq.m. located in Shanghai, PRC, at a consideration of approximately RMB219.9 million.

### **Placement of 185.0 million New Shares**

On June 7, 2020, we placed 185,000,000 shares at the price of HK\$6.28 per share, with total net proceeds of approximately HK\$1,152.8 million.

### **COVID-19 Pandemic**

Since early March 2020, the outbreak of COVID-19, a highly infectious novel coronavirus initially detected toward the end of 2019, has started a pandemic. Several cities in China where we have significant land bank and operations had imposed travel restrictions in an effort to curb the spread of the highly infectious COVID-19. The COVID-19 outbreak has affected our business operation and financial condition. During the six months ended June 30, 2020, our aggregated contracted sales (including contracted sales by joint ventures and associated companies) and contracted GFA decreased by 8.7% and 3.8%, respectively, as compared to the corresponding period in the prior year due to the impact of COVID-19. However, the PRC central and local governments have taken various measures to manage cases and reduce potential spread and impact of infection, and further introduced various policies to boost the economy and stimulate the local property markets. Since April 2020, China and some other countries gradually lifted stay-at-home orders and began to resume work and school at varying levels and scopes. Given the uncertainties as to the development of the COVID-19 outbreak at the moment, it is difficult to predict how long these conditions will persist and to what extent to which we may be affected. We cannot assure you that our business, financial condition and results of operations will not be materially and adversely affected in the long run. See “Risk Factors — Our results of operation, financial condition and cash flow may be adversely and materially affected by the COVID-19 pandemic.”

### **Connected Transaction in Respect of Share Acquisition and Entrusted Voting Arrangement**

On May 29, 2020, Spectron Enterprises Limited (“Spectron”), our indirect wholly owned subsidiary, entered into a share sale and purchase agreement (the “Share Sale and Purchase Agreement”) with Elite Force Development Limited (“Elite Force”), a company incorporated in the BVI and in turn held by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng (“Mr. LINs”). Pursuant to the Share Sale and Purchase Agreement, Spectron agreed to acquire and Elite Force agreed to sell 76,820,000 ordinary share(s) (the “Ever Sunshine Shares”) in the share capital of Ever Sunshine Lifestyle Services Group Limited (永升生活服務集團有限公司) (“Ever Sunshine Lifestyle”) for a consideration of HK\$782,795,800. In late June 2020, the share acquisition under the Share Sale and Purchase Agreement was completed.

On May 29, 2020, Spectron also entered into the voting rights entrustment agreement (as supplemented and amended on June 28, 2020) (the “Voting Rights Entrustment Agreement”) with Elite Force and Mr. LINs, pursuant to which Elite Force has irrevocably and unconditionally entrusted Spectron to exercise the voting rights of 363,180,000 Ever Sunshine Shares (the “Entrusted Shares”) that Elite Force directly holds in Ever Sunshine Lifestyle with effect from June 30, 2020 (the “Entrusted Voting Rights Arrangement”). Elite Force shall continue to own the Entrusted Shares as the sole legal and beneficial owner, and except for the voting rights, Elite Force shall continue to be entitled to the dividends, distributions and all other rights and benefits attaching to the Entrusted Shares. No consideration is payable by the contracting parties under the Entrusted Voting Rights Arrangement.

Upon effectiveness of the Entrusted Voting Rights Arrangement, Spectron holds a total of approximately 46.1% in Ever Sunshine Lifestyle.

### **Entry into the Sale and Purchase Agreement for the Sale of Assets**

On May 29, 2020, Xu Sheng Limited, our direct wholly-owned subsidiary, Elite Force Development Limited, a company controlled by our directors and controlling shareholder, and our directors and controlling shareholders entered into a sale and purchase agreement for the sale shares and sale loans for an aggregate consideration of HK\$1,800.0 million.

### **Redemption and Cancellation of the May 2018 Notes**

On May 2, 2020, we completed the redemption of all outstanding May 2018 Notes in full at their principal amount, plus accrued interest to (but not including) May 2, 2020. The Notes were cancelled and delisted from the Singapore Exchange Securities Trading Limited.

### **Entry into the US\$382.0 million Facility Agreement**

On April 3, 2020, we entered into a facility agreement with The Hongkong Shanghai Banking Corporation Limited for a USD and HKD transferrable term loan facility in an aggregate initial amount of approximately US\$382,000,000 (with a green-shoe option of an additional US\$318,000,000 (or its equivalent in HKD)).

### **Entry into the US\$200.0 million Facility Agreement**

On February 18, 2020, we entered into a facility agreement with Standard Chartered Bank (Hong Kong) Limited, for a USD term loan facility of US\$200.0 million with final maturity of six months after the first utilization date.

### **Entry into the HK\$385.0 million Facility Agreement**

On January 22, 2020, we entered into a facility agreement with China Merchants Bank Co., Ltd., Offshore Banking Center, for a term loan facility of a total of HK\$385.0 million with final maturity of 24 months after the utilization date of each loan.

### **Issuance of the January 2020 Notes**

On January 16, 2020, we issued 6.0% senior notes due 2025 in the aggregate principal amount of US\$567,000,000. For details, see “Description of Other Material Indebtedness and Obligations.”

## **OUR COMPETITIVE STRENGTHS**

Our focused operating strategies give us the following competitive strengths:

- We principally focus on developing high quality and end-user driven residential, office and community commercial properties, primarily in first- and second-tier cities in the PRC;
- We adopt a high asset turnover and high sell-through business model with strong execution capabilities that allows us to achieve a development cycle of typically three years, which not only improves our return and operating cash flow but also helps us achieve financial stability;
- We have achieved a nationwide geographical coverage and a solid presence in our selected first- and second-tier cities in the PRC;
- We have a highly disciplined and systematic approach to land acquisitions and have strategically acquired low-cost land reserves in a prudent manner;

- We have adopted coherent business and financial strategies which balance solid growth and financial prudence; and
- We have a highly experienced senior management team and an efficient management structure between our headquarters and regional companies which support nationwide coverage.

## **OUR BUSINESS STRATEGIES**

We aim to become (i) one of the leading real estate enterprises in the PRC in terms of sales, (ii) a nationally renowned real estate brand name, and (iii) a mainstream real estate company in each city where we have a presence. We plan to implement the following future business strategies:

- We adopt the “balanced development and sustainable growth” strategy to pursue sustainable and quality growth;
- We seek to maintain appropriate pace for land acquisition with precise product positioning and execution of development and sales;
- We plan to further enhance our brand recognition and improve customer satisfaction and loyalty; and
- We aim to further improve our product capabilities and apply innovations to our operations.

## **GENERAL INFORMATION**

We were incorporated in the Cayman Islands on May 20, 2011, as an exempted company with limited liability. Our shares have been listed on the Hong Kong Stock Exchange since November 23, 2012. Our corporate headquarters is at CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC. Our place of business in Hong Kong is at 22/F, One Hennessy, No. 1 Hennessy Road, Wan Chai, Hong Kong. Our registered office is located at P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. Our website is [www.cifi.com.cn](http://www.cifi.com.cn). Information contained on our website does not constitute part of this offering memorandum.

## THE OFFERING

*The following is a brief summary of the terms of this offering and is qualified in its entirety by the remainder of this offering memorandum. Terms used in this summary and not otherwise defined shall have the meanings given to them in “Description of the Notes.”*

Issuer . . . . .	CIFI Holdings (Group) Co. Ltd. (the “Company”).
Notes Offered . . . . .	US\$300,000,000 aggregate principal amount of 5.95% Senior Note due 2025 (the “Notes”).
Offering Price . . . . .	99.968% of the principal amount of the Notes.
Issue Date . . . . .	July 20, 2020.
Maturity Date . . . . .	October 20, 2025.
Interest . . . . .	The Notes bear interest from (and including) July 20, 2020 at the rate of 5.95% <i>per annum</i> .
Interest Payment Dates . . . . .	April 20 and October 20 of each year, payable semi-annually in arrear (except that the first interest payment will be made on April 20, 2021 with respect to the period from and including July 20, 2020 to but excluding April 20, 2021).
Ranking of the Notes . . . . .	<p>The Notes are:</p> <ul style="list-style-type: none"> <li>• general obligations of the Company;</li> <li>• senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes;</li> <li>• at least <i>pari passu</i> in right of payment with the 2017 Notes, the January 2018 Notes, the April 2018 Notes, the September 2018 Notes, the January 2019 Notes, the February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes (the “Existing Notes”) and all other unsecured and unsubordinated Indebtedness of the Company (subject to any priority rights of such unsecured and unsubordinated Indebtedness pursuant to applicable law);</li> <li>• guaranteed by the Subsidiary Guarantors and the JV Subsidiary Guarantors, if any, on a senior basis, subject to the limitations described in “Description of the Notes — The Subsidiary Guarantees and the JV Subsidiary Guarantees” and in “Risk Factors — Risks relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees”;</li> <li>• effectively subordinated to the secured obligations of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor; and</li> </ul>

- effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries including, without limitation, the Existing Notes and other Indebtedness Guaranteed by the Designated Non-Guarantors.

Subsidiary Guarantees . . . . . Each of the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) jointly and severally guarantee the due and punctual payment of the principal, premium, if any, interest, and all other amounts payable under, the Notes.

A Subsidiary Guarantee given by a Subsidiary Guarantor and a JV Subsidiary Guarantee given by a JV Subsidiary Guarantor may be released in certain circumstances. See “Description of the Notes — The Subsidiary Guarantees and the JV Subsidiary Guarantees — Release of the Subsidiary Guarantees or JV Subsidiary Guarantees.”

The initial Subsidiary Guarantors that executed the Indenture on the Original Issue Date consist Xu Sheng Limited and CIFI Enterprises Co. Limited. The Subsidiary Guarantors are holding companies that do not have significant operations. None of the existing or future Restricted Subsidiaries organized under the laws of the PRC will provide a Subsidiary Guarantee or JV Subsidiary Guarantee on the Original Issue Date or at any time in the future.

Any future Restricted Subsidiary (other than (i) Persons organized under the laws of the PRC, (ii) Exempted Subsidiaries, (iii) Listed Subsidiaries and (iv) Restricted Subsidiaries designated as New Non-Guarantor Subsidiaries) will provide a guarantee of the Notes as soon as practicable (and in any event within 30 days) upon becoming a Restricted Subsidiary.

Ranking of Subsidiary Guarantees . . . . . The Subsidiary Guarantee of each Subsidiary Guarantor:

- is a general obligation of such Subsidiary Guarantor;
- is effectively subordinated to the secured obligations of such Subsidiary Guarantor, to the extent of the value of the assets serving as security therefor;
- is senior in right of payment to all future obligations of such Subsidiary Guarantor expressly subordinated in right of payment to such Subsidiary Guarantee; and

	<ul style="list-style-type: none"> <li>• ranks at least <i>pari passu</i> with the subsidiary guarantee of such Subsidiary Guarantor for the Existing Notes and all other unsecured and unsubordinated Indebtedness of such Subsidiary Guarantor (subject to any priority rights of such unsecured and unsubordinated Indebtedness pursuant to applicable law).</li> </ul>
Ranking of JV Subsidiary Guarantees . . . . .	<p>If any is provided, the JV Subsidiary Guarantee of each JV Subsidiary Guarantor:</p> <ul style="list-style-type: none"> <li>• will be a general obligation of such JV Subsidiary Guarantor;</li> <li>• will be enforceable only up to the JV Entitlement Amount;</li> <li>• will be effectively subordinated to the secured obligations of such JV Subsidiary Guarantor, to the extent of the value of the assets serving as security therefor;</li> <li>• will be limited to the JV Entitlement Amount and will be senior in right of payment to all future obligations of such JV Subsidiary Guarantor expressly subordinated in right of payment to such JV Subsidiary Guarantee; and</li> <li>• will be limited to the JV Entitlement Amount, and will rank at least <i>pari passu</i> with all other unsecured and unsubordinated Indebtedness of such JV Subsidiary Guarantor (subject to any priority rights of such unsecured and unsubordinated indebtedness pursuant to applicable law).</li> </ul>
New Non-Guarantor Subsidiaries . . . . .	<p>A future Restricted Subsidiary organized outside the PRC (that is not an Exempted Subsidiary or a Listed Subsidiary) need not provide a Subsidiary Guarantee or JV Subsidiary Guarantee if it is so elected by the Company at the time such entity becomes a Restricted Subsidiary or ceases to be an Exempted Subsidiary or a Listed Subsidiary; <i>provided</i> that, after giving effect to the Consolidated Assets of such Restricted Subsidiary, the Consolidated Assets of all Restricted Subsidiaries organized outside the PRC (other than Exempted Subsidiaries and Listed Subsidiaries) that are not Subsidiary Guarantors or JV Subsidiary Guarantors do not account for more than 30% of Total Assets.</p>
Use of Proceeds . . . . .	<p>We intend to use the net proceeds from this offering of Notes for refinancing our existing indebtedness. See the section entitled “Description of Other Material Indebtedness and Obligations.”</p>
Green Bonds . . . . .	<p>The Notes are being issued as “Green Bonds” under our Green Bond Framework. See the section entitled “Notes Being Issued as Green Bonds.”</p>



Optional Redemption . . . . . At any time and from time to time on or after July 20, 2023, the Company may redeem the Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the Notes redeemed set forth below plus accrued and unpaid interest (if any) to (but not including) the redemption date, if redeemed during the twelve-month period beginning on July 20 of each year set forth below:

<u>Period</u>	<u>Redemption Price</u>
2023	102.975%
2024	101%
2025	100%

At any time and from time to time prior to July 20, 2023, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus the Applicable Premium as of, and accrued and unpaid interest (if any) to (but not including), the redemption date.

At any time and from time to time prior to July 20, 2023, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the Net Cash Proceeds of one or more sales of Common Stock of the Company in an Equity Offering at a redemption price of 105.95% of the principal amount of the Notes redeemed, plus accrued and unpaid interest (if any) to (but not including) the redemption date; *provided* that at least 65% of the aggregate principal amount of the Notes originally issued on the Original Issue Date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related Equity Offering.

The Company will give not less than 30 days' nor more than 60 days' notice of any redemption.

Repurchase of Notes Upon a Change of Control Triggering Event . . . . . Not later than 30 days following a Change of Control Triggering Event, the Company will make an Offer to Purchase all outstanding Notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest (if any) to (but not including) the Offer to Purchase Payment Date.

Redemption for Taxation	
Reasons . . . . .	<p>Subject to certain exceptions and as more fully described herein, the Notes may be redeemed, at the option of the Company or a Surviving Person with respect to the Company, as a whole but not in part, upon giving not less than 30 days' nor more than 60 days' notice to the Holders (which notice shall be irrevocable) and the Trustee, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest (including any Additional Amounts), if any, to the date fixed by the Company or the Surviving Person for redemption, if the Company, a Surviving Person, a Subsidiary Guarantor or a JV Subsidiary Guarantor (if any) would become obligated to pay certain additional amounts as a result of certain changes in specified tax laws. See "Description of the Notes — Redemption for Taxation Reasons."</p>
Covenants . . . . .	<p>The Notes, the Indenture governing the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) will limit the Company's ability and the ability of its Restricted Subsidiaries to, among other things:</p> <ul style="list-style-type: none"> <li>• incur additional indebtedness and issue disqualified or preferred stock;</li> <li>• declare dividends on its capital stock or purchase or redeem capital stock;</li> <li>• make investments or other specified restricted payments;</li> <li>• issue or sell capital stock of Restricted Subsidiaries;</li> <li>• guarantee indebtedness of Restricted Subsidiaries;</li> <li>• sell assets;</li> <li>• create liens;</li> <li>• enter into sale and leaseback transactions;</li> <li>• enter into agreements that restrict the Restricted Subsidiaries' ability to pay dividends; transfer assets or make intercompany loans;</li> <li>• enter into transactions with shareholders or affiliates; and</li> <li>• effect a consolidation or merger.</li> </ul> <p>These covenants are subject to a number of important qualifications and exceptions described in "Description of the Notes — Certain Covenants."</p>

Transfer Restrictions . . . . .	The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) will not be registered under the Securities Act or under any state securities laws of the United States and will be subject to customary restrictions on transfer and resale. See “Transfer Restrictions.”	
Form, Denomination and Registration . . . . .	The Notes will be issued only in fully registered form, without coupons, in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof and will be initially represented by one or more global notes deposited with a common depositary and registered in the name of the common depositary or its nominee. Beneficial interests in the Global Certificate will be shown on, and transfer thereof will be effected only through the records maintained by Euroclear and Clearstream and their participants.	
Book-Entry Only . . . . .	The Notes will be issued in book-entry form through the facilities of Euroclear and Clearstream for the accounts of its participants. For a description of certain factors relating to clearance and settlement, see “Description of the Notes — Book-Entry; Delivery and Form.”	
Delivery of the Notes . . . . .	The Company expects to make delivery of the Notes against payment in same-day funds on or about July 20, 2020, which the Company expects will be the fifth business day following the date of this offering memorandum referred to as “T + 5.” You should note that initial trading of the Notes may be affected by the “T + 5” settlement. See “Plan of Distribution.”	
Trustee . . . . .	China Construction Bank (Asia) Corporation Limited	
Paying and Transfer Agent and Registrar . . . . .	China Construction Bank (Asia) Corporation Limited	
Listing and Trading . . . . .	Application will be made to the Hong Kong Stock Exchange for the listing of the Notes by way of debt issues to Professional Investors only. The Notes will be traded on the Hong Kong Stock Exchange subject to a minimum board lot size requirement of the equivalent of HK\$500,000 for so long as the Notes are listed on the Hong Kong Stock Exchange.	
Ratings . . . . .	The Notes are expected to be rated “BB” by Fitch Ratings and “BB–” by Standard & Poor’s Ratings Services. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. We cannot assure investors that these ratings will not be adversely revised or withdrawn either before or after delivery of the Notes.	
Security Codes . . . . .	<u>ISIN</u>	<u>Common Code</u>
	XS2205316941	220531694

Governing Law . . . . .	The Notes, the Subsidiary Guarantees, the JV Subsidiary Guarantees (if any) and the Indenture are governed by and construed in accordance with the laws of the State of New York.
Risk Factors . . . . .	For a discussion of certain factors that should be considered in evaluating an investment in the Notes, see “Risk Factors.”

## SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA

The following table presents our summary financial and other data. The summary consolidated statement of comprehensive income data for 2017, 2018 and 2019 and the summary consolidated financial position data as of December 31, 2017, 2018 and 2019 set forth below (except for EBITDA data) have been derived from our consolidated financial statements for such periods and as of such dates, as audited by Deloitte Touche Tohmatsu, independent certified public accountants, and included elsewhere in this offering memorandum. Historical results are not necessarily indicative of results that may be achieved in any future period. Our financial statements have been prepared and presented in accordance with IFRS, which differ in certain respects from generally accepted accounting principles in other jurisdictions. The summary financial data below should be read in conjunction with the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the notes to those statements included elsewhere in this offering memorandum.

### Summary Consolidated Statements of Comprehensive Income and Other Financial Data

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Revenue</b> . . . . .	31,824,288	42,367,647	54,766,176	7,866,669
Cost of sales and services . . . . .	(23,202,799)	(31,754,818)	(41,012,465)	(5,891,072)
<b>Gross profit</b> . . . . .	8,621,489	10,612,829	13,753,711	1,975,597
Other income, gains and losses . . . . .	795,935	2,065,884	1,424,228	204,578
Change in fair value of investment properties . .	657,791	106,385	198,043	28,447
Selling and marketing expenses . . . . .	(609,505)	(1,153,089)	(1,739,390)	(249,848)
Administrative expenses . . . . .	(1,267,838)	(2,121,731)	(2,908,647)	(417,801)
Share of results of joint ventures . . . . .	1,405,864	725,068	1,984,805	285,099
Share of results of associates . . . . .	699,766	1,450,388	1,571,367	225,713
Finance costs . . . . .	(262,340)	(368,741)	(727,824)	(104,545)
<b>Profit before taxation</b> . . . . .	10,041,162	11,316,993	13,556,293	1,947,240
Income tax expense . . . . .	(3,892,645)	(4,198,668)	(4,515,321)	(648,585)
Profit for the year . . . . .	6,148,517	7,118,325	9,040,972	1,298,654
Other comprehensive (expense)/income . . . . .	—	312,479	(28,629)	(4,112)
<b>Profit and total comprehensive income for the year</b> . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>
Attributable to:				
Equity owners of the Company . . . . .	4,828,105	5,721,470	6,408,252	920,488
Owners of perpetual capital instruments . . . . .	—	215,078	221,817	31,862
Non-controlling interests . . . . .	<u>1,320,412</u>	<u>1,494,256</u>	<u>2,382,274</u>	<u>342,192</u>
Profit and total comprehensive income for the year . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>
Other financial data:				
EBITDA <sup>(1)</sup> . . . . .	10,365,275	16,652,404	20,497,744	2,944,316
EBITDA margin <sup>(2)</sup> . . . . .	32.6%	39.3%	37.4%	37.4%
Core net profit and total comprehensive income for the year <sup>(3)</sup> . . . . .	5,422,841	8,483,642	10,304,222	1,480,109
Core net profit attributable to equity owners of the Company for the year <sup>(4)</sup> . . . . .	4,082,437	5,535,564	6,903,283	991,595

Notes:

- (1) EBITDA consists of profit and total comprehensive income for the year/period before fair value changes from investment properties (including investment properties from joint venture), financial assets at FVTPL, and derivative financial instrument, interest expense (including interest capitalized in costs of sales), amortization, income tax expense, depreciation, gain from business combination and re-measurement, exchange (gain) loss (including exchange (gain) loss from joint venture) and loss on early redemption of senior notes. EBITDA is not a standard measure under IFRS. EBITDA is a widely used financial indicator of a company's ability to service and incur debt. EBITDA should not be considered in isolation or construed as an alternative to cash flows, net income or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA, we believe that investors should consider, among other things, the components of EBITDA such as sales and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. We have included EBITDA because we believe it is a useful supplement to cash flow data as a measure of our performance and our ability to generate cash flow from operations to cover debt service and taxes. EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare our EBITDA to EBITDA presented by other companies because not all companies use the same definition. See the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operation — Non-GAAP financial measures" for a reconciliation of our profit for the year/period under IFRS to our definition of EBITDA. Interest expense excludes amounts capitalized.
- (2) EBITDA margin is calculated by dividing EBITDA by revenue.
- (3) Core net profit and total comprehensive income for the year/period represents profit and total comprehensive income for the year/period excluding the amounts of (i) change in fair value of investment properties net of tax; (ii) change in fair value of financial assets at FVTPL; (iii) change in fair value of derivative financial instruments; (iv) net exchange loss/gain; (v) recognition of equity-settled share-based payments; (vi) loss on early redemption of senior notes; (vii) gain from business combination; (viii) gain on re-measurement; (ix) the Group's share of change in fair value of investment properties and net exchange loss/gain of joint ventures and associated companies; and (x) the accounting effect of increment of cost of properties sold resulting from fair value adjustment upon business combination. It is not a standard measure under IFRS.
- (4) Core net profit attributable to equity owners for the year/period represents profit and total comprehensive income for the year/period attributable to equity owners of the Company excluding the amounts attributable to equity owners of the Company in relation to (i) change in fair value of investment properties net of tax; (ii) change in fair value of financial assets at FVTPL; (iii) change in fair value of derivative financial instruments; (iv) net exchange loss/gain; (v) recognition of equity-settled share-based payments; (vi) loss on early redemption of senior notes; (vii) gain from business combination; (viii) gain on re-measurement; (ix) the Group's share of change in fair value and net exchange loss/gain of joint ventures and associates of investment properties; and (x) the accounting effect of increment of cost of properties sold resulting from fair value adjustment upon business combination. It is not a standard measure under IFRS.

## Summary Consolidated Statements of Financial Position

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Non-Current Assets</b>				
Investment properties . . . . .	14,402,350	16,147,400	17,635,222	2,533,141
Right-of-use assets . . . . .	—	—	120,730	17,342
Property, plant and equipment . . . . .	84,981	134,143	131,404	18,875
Prepaid lease payments . . . . .	32,742	—	—	—
Interest in associates . . . . .	2,823,602	5,779,492	8,266,161	1,187,360
Interests in joint ventures . . . . .	5,802,549	8,511,247	12,872,071	1,848,957
Investments in property projects . . . . .	622,143	582,722	417,688	59,997
Available-for-sale investment . . . . .	623,630	—	—	—
Financial assets at fair value through profit or loss . . . . .	—	564,553	526,458	75,621
Equity instruments at fair value through other comprehensive income . . . . .	—	919,274	881,832	126,667
Deferred taxation assets . . . . .	502,637	1,021,876	1,746,615	250,886
Deposits paid for acquisitions of equity interests . . . . .	641,496	50,000	—	—
Long-term deposit . . . . .	150,000	—	—	—
	<u>25,686,130</u>	<u>33,710,707</u>	<u>42,598,181</u>	<u>6,118,846</u>

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Current Assets</b>				
Properties held for sale . . . . .	9,128,504	10,238,165	15,552,823	2,234,023
Properties under development for sale . . .	34,603,171	84,137,912	115,202,723	16,547,836
Accounts and other receivables, deposits and prepayments . . . . .	10,807,957	16,740,132	24,191,554	3,474,899
Amounts due from non-controlling interests . . . . .	10,337,802	13,416,613	18,766,941	2,695,702
Amounts due from joint ventures and associates . . . . .	17,451,791	27,798,425	36,569,805	5,252,924
Deposits for land use rights for properties held for sale . . . . .	12,409,188	7,950,061	8,713,034	1,251,549
Taxation recoverable . . . . .	1,024,871	1,746,262	2,877,209	413,285
Financial assets at fair value through profit or loss (“FVTPL”) . . . . .	521,250	705,386	573,761	82,416
Derivative financial instruments . . . . .	—	—	11,912	1,711
Restricted bank deposits . . . . .	—	1,290,000	388,695	55,833
Bank balances and cash . . . . .	29,786,870	43,327,561	57,253,034	8,223,884
	<u>126,071,404</u>	<u>207,350,517</u>	<u>280,101,491</u>	<u>40,234,062</u>
<b>Current Liabilities</b>				
Accounts and other payables and accrued charges . . . . .	13,602,467	25,888,004	39,083,128	5,613,940
Contract liabilities . . . . .	25,548,720	44,238,431	54,195,700	7,784,725
Amounts due to non-controlling interests .	12,842,576	16,571,325	16,447,941	2,362,599
Amounts due to joint ventures and associates . . . . .	10,741,602	15,519,116	29,170,655	4,190,102
Taxation payable . . . . .	4,295,642	7,655,950	9,642,604	1,385,073
Lease liabilities — due within one year . .	—	—	58,598	8,417
Bank and other borrowings — due within one year . . . . .	6,727,108	8,842,371	13,941,253	2,002,536
Senior notes — due within one year . . . .	—	—	3,190,356	458,266
Derivative financial instruments . . . . .	333,193	74,949	19,260	2,767
Corporate bonds — due within one year .	5,093,233	3,646,140	4,006,799	575,541
Debt component of convertible bonds . . .	—	907,724	—	—
	<u>79,184,541</u>	<u>123,344,010</u>	<u>169,756,294</u>	<u>24,383,966</u>
<b>Non-Current Liabilities</b>				
Lease liabilities — due after one year . . .	—	—	58,941	8,466
Bank and other borrowings — due after one year . . . . .	26,385,907	41,061,189	51,140,979	7,345,942
Senior notes . . . . .	4,498,124	15,293,614	23,674,188	3,400,584
Corporate bonds — due after one year . .	4,534,737	8,113,997	7,744,996	1,112,499
Deferred taxation liabilities . . . . .	2,884,085	3,802,243	3,108,691	446,536
	38,302,853	68,271,043	85,727,795	12,314,027
Equity attributable to equity owners of the Company . . . . .	20,903,598	25,604,096	30,165,300	4,332,974
Perpetual capital instruments . . . . .	3,847,932	3,883,572	3,883,572	557,840
Non-controlling interests . . . . .	9,518,610	19,958,503	33,166,711	4,764,100
<b>Total Equity</b> . . . . .	<u>34,270,140</u>	<u>49,446,171</u>	<u>67,215,583</u>	<u>9,654,914</u>



## RISK FACTORS

*You should carefully consider the risks and uncertainties described below and other information contained in this offering memorandum before making an investment decision. The risks and uncertainties described below may not be the only ones that we face. Additional risks and uncertainties that we are not aware of or that we currently believe are immaterial may also adversely affect our business, financial condition or results of operations. If any of the possible events described below occur, our business, financial condition or results of operations could be materially and adversely affected. In such case, we may not be able to satisfy our obligations under the Notes, and you could lose all or part of your investment.*

### RISKS RELATING TO OUR BUSINESS

**We are dependent on the performance of the property market in the PRC, particularly in the cities in which we develop our property projects and manage the properties we have developed.**

Our business depends on the performance of the property market in the PRC, particularly in the cities where we have property projects. Any real estate market downturn in China generally or in the cities in which we have property projects may materially and adversely affect our business, financial condition and results of operations. The property market in the PRC is affected by many factors, including changes in the PRC's social, political, economic and legal environment, changes in the PRC government's fiscal and monetary policy, the lack of a mature and active secondary market for residential and commercial properties in China and consumer spending, all of which are beyond our control. In the event that we expand into markets outside of PRC in the future, our operations will also be subject to the performance of local property markets and government policies.

In addition, there may be over-supply of properties, economic downturn in China or austerity measures imposed by the PRC government generally or particularly in the cities where we have property projects, any of which may result in a decline in property sales or property prices nationally or regionally, resulting in a material adverse effect on our business, financial condition and results of operations.

**Our profitability and results of operations are affected by the success of our business model and our ability to successfully expand our business in China and other markets.**

Our business model is to have a business operation that is diversified in terms of geographic locations and the groups of customers whom we target. We have established a strong market position in Shanghai, Suzhou and other second-tier cities in the Yangtze River Delta, and have been active in expanding our business in Beijing, as well as in other selected second-tier cities in the PRC. Our success is dependent on our managerial and operational resources, capital contributions, and our knowledge of the needs of our target customers. We cannot assure you that our business model will be successful in all cities where we have a presence. If we fail to establish or expand our business model as anticipated, our business, financial condition and results of operations may be materially and adversely affected.

We also expanded and intend to further expand into other selected emerging cities in China and other markets with growth potential through land acquisitions or acquisition of companies with suitable land reserves. Expansion may place substantial strains on our managerial, operational and financial resources. In addition, we may not have the same level of familiarity with contractors, business practices, regulations, customer preferences, behavior and spending pattern as other local and more experienced property developers in such cities, which may put us in a less competitive position as compared to such property developers. Further, the property markets in emerging cities are less developed than those of the first and second-tier cities and may be more susceptible to changes in the PRC economic development and other property market-related factors. Any failure to leverage our

experience or failure to understand the property market of a city to which we want to expand in the PRC and other markets may have a material adverse effect on our business, financial condition and results of operations.

**Our profit margin varies with each property development project, and we may not be able to sustain our existing profit margin.**

We recorded gross profit margin of approximately 27.1% (29.7% as adjusted for the accounting effects due to increase of equity interests in certain projects), 34.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of the Group) and 30.0% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of the Group) for 2017, 2018 and 2019, respectively. Factors that may affect our gross profit margin include: (i) product mix, (ii) selling price and (iii) cost of development. We cannot assure you that we can always maintain or increase our gross profit margin. If we are unable to maintain our gross profit margin, our profitability may be materially and adversely affected.

**We may not have adequate resources to fund our existing and future property development.**

Property development is capital intensive. We historically have financed our property development projects primarily through a combination of internally generated funds, external financing including bank borrowings, trust financings and funds raised from capital markets. Our ability to procure sufficient financing for property development depends on a number of factors that are beyond our control, including general economic conditions in the PRC, performance and outlook of the property development industry in the PRC, our financial strength and performance, availability of credit from financial institutions, and regulatory measures instituted by the PRC government. We cannot assure you that we will be able to meet our sales targets or that we will be able to secure external financing on terms acceptable to us or at all. As a result, we may not be able to raise adequate funds for our operations in the future. As of December 31, 2019, our outstanding long-term and short-term bank and other borrowings under IFRS (not including senior notes, convertible bonds and onshore bonds) were RMB51,141.0 million (US\$7,345.9 million) and RMB13,941.3 million (US\$2,002.5 million), respectively. As of December 31, 2019, we also had outstanding 2015 Notes, 2017 Notes, January 2018 Notes, April 2018 Notes, May 2018 Notes, September 2018 Notes, January 2019 Notes, February 2019 Notes, March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the Second Tranche of 2015 Onshore Bonds, the Second Tranche of 2016 Onshore Bonds, the 2018 Onshore Bonds, the First and Second Tranche of 2018 Onshore Corporate Bonds, the August 2017 Perpetual Securities and the December 2017 Perpetual Securities with aggregate carrying amounts of RMB42,499.9 million (US\$6,104.7 million). Subsequent to December 31, 2019, we issued the January 2020 Notes in the aggregate principal amount of US\$567,000,000.

The PRC government has in recent years taken a number of policy initiatives in the financial sector to further tighten lending requirements for property developers, which, among other things:

- forbid PRC commercial banks from extending loans to property developers to finance land premiums;
- restrict the grant or extension of revolving credit facilities to property developers that hold a large amount of idle land and vacant commodity properties;
- prohibit commercial banks from taking commodity properties that have been vacant for more than three years as security for mortgage loans;
- forbid property developers from using borrowings obtained from any local banks to fund property developments outside that local region;

- tighten the grant of trust financing to property developers to control the scale and growth of real estate financing;
- the minimum down payment of land premium of 50% must be paid within one month after the signing of a land grant contract and the rest of the land premium must be fully paid within one year after the signing of a land grant contract; and
- forbid commercial banks from issuing loans or providing loan extension services to a developer for its new projects if the developer has a record of maintaining idle land, changing the land use purpose and nature without proper approval, delaying the construction commencement or completion date, hoarding properties or other forms of non-compliance.

In addition, the People's Bank of China (the "PBOC") regulates the reserve requirement ratio for commercial banks in the PRC, which affects the availability and cost of financing from PRC commercial banks. The PBOC has adjusted the bank reserve requirement ratio six times in 2010, seven times in 2011 and twice in 2012. From January 2014 to February 2016, PBOC further adjusted the reserve requirement ratio eight times. The current reserve requirement ratio ranges from 13.0% to 16.5%.

On July 12, 2019, the NDRC issued A Notice on Requirements for Foreign Debt Registration Application by Real Estate Enterprises (關於對房地產企業發行外債申請備案登記有關要求的通知), which imposes more restrictions on real estate enterprises incurring medium to long term foreign debt. Pursuant to the notice, the use of proceeds of foreign debt incurred by a real estate developer shall be limited to refinance medium to long term offshore debts of the real estate developer which will become due within one year, and the real estate developer is required to specify in documents for application of foreign debt registration with NDRC the details of such medium to long term offshore debts, including the amount, the maturity date, and whether such medium to long term offshore debts were registered with NDRC. The notice also requires real estate developer to submit a commitment letter regarding the authenticity of its foreign debt issuance.

We cannot assure you that the PRC government will not introduce other initiatives which may limit our access to capital resources. The foregoing and other initiatives introduced by the PRC government may limit our flexibility and ability to use bank loans or other forms of financing (such as trust financing) to finance our property developments and, therefore, may require us to maintain a relatively high level of internally sourced cash. We cannot assure you that we will be able to obtain sufficient financing or renew our existing credit facilities. As a result, our business, financial condition and results of operations may be materially and adversely affected.

**We may not always be able to obtain land reserves that are suitable for our property development at commercially acceptable prices.**

We derive our revenue principally from the sale of properties that we have developed. To maintain sustainable growth, we must replenish our land bank with suitable sites for development. Our ability to identify and acquire suitable land is subject to a number of factors, some of which are beyond our control. To the extent that we are unable to acquire suitable sites at commercially acceptable prices for our project development on a timely basis or at prices which will enable us to achieve reasonable returns, our business, financial condition and results of operations may be materially and adversely affected.

The PRC government controls all new land supply in the PRC and regulates land sales in the secondary market. As a result, the PRC government's land supply policies have a direct impact on our ability to acquire land use rights and our costs of acquisition. In recent years, the PRC central and local governments have implemented various measures to regulate the means by which property developers may obtain land and the manner in which land can be developed. The PRC government also controls

land supply through zoning, land usage regulations and other measures. All these measures could intensify the competition for land in China among property developers. Please refer to the section headed “— Risks Relating to Our Industry — Our operations are subject to extensive governmental regulations, and in particular, we are susceptible to changes in policies related to the real estate industry in the PRC and the PRC government may adopt further measures to slow down growth in the real estate sector.”

**Our results of operation, financial condition and cash flow may be adversely and materially affected by the COVID-19 pandemic.**

Since early March 2020, the outbreak of COVID-19, a highly infectious novel coronavirus initially detected toward the end of 2019, has started a pandemic. In response to the COVID-19 pandemic, many countries have imposed unprecedented measures to halt the spread of the COVID-19 pandemic, including strict city lockdowns and travel bans. Several cities in China where we have land bank and operations had been under lockdown, and have had travel restrictions imposed upon to curb the spread of COVID-19. There is no assurance that more countries will not impose similar travel restrictions or lockdowns in response to the pandemic or that the current containment measures will be effective in halting the COVID-19 pandemic.

The ongoing pandemic and containment measures may adversely and materially affect the manufacturing, exports and imports and consumption of goods and services globally and may significantly reduce global market liquidity and depress economic activities.

Due to the lockdown and travel restrictions imposed by several cities in China where we have land bank and operations, sales offices and construction of our development projects was temporarily shut down. Moreover, supply of our raw materials and productivity of our employees may be adversely affected. As a result, the completion of our projects may be delayed and sales might be lower than expected, which might in turn result in substantial increase in our development costs, late delivery of properties and/or otherwise adversely affect our profitability and cash flows. Further, customers who have previously entered into contracts to purchase properties may default on their purchase contracts if the economic situation further deteriorates as a result of the COVID-19 pandemic. In response to national and the provincial government policy to COVID-19, we have provided rental reduction for our clients for January and February 2020. The COVID-19 pandemic may further create negative economic impact and increase volatility in the PRC and global market and continue to cause increasing concerns over the prospects of the PRC residential property market, which may materially and adversely affect the demand for properties and property prices in China.

**We maintain a certain level of indebtedness. Any recurrence of the global financial crisis and economic downturn or a deterioration of our cash flow position may materially and adversely affect our ability to service our indebtedness and to continue our operations.**

We maintain a certain level of indebtedness to finance our operations. As of December 31, 2019, our total outstanding bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB65,082.2 million (US\$9,348.5 million). We also had outstanding 2015 Notes, Existing Notes (other than the January 2020 Notes), Second Tranche of 2015 Onshore Bonds, Second Tranche of 2016 Onshore Bonds, 2018 Onshore Bonds, the First and Second Tranche of 2018 Onshore Corporate Bonds, August 2017 Perpetual Securities and December 2017 Perpetual Securities with carrying amounts of RMB42,499.9 million (US\$6,104.7 million) as of December 31, 2019. Since December 31, 2019, we have issued the January 2020 Notes in the aggregate principal amount of US\$567,000,000. See “Recent Developments” and “Description of Other Material Indebtedness and Obligations” for more details. The cash flow and results of operations of our operating subsidiaries will affect our liquidity and our ability to service our indebtedness. We cannot assure you that we will be able to generate sufficient cash to service our indebtedness. If we are unable to make scheduled

payments in connection with our debts and other fixed payment obligations when they become due, we may need to refinance such obligations or obtain additional financing. Our ability to do so will depend on a number of factors, many of which are beyond our control. We cannot assure you that our refinancing efforts would be successful or timely or that we could secure additional financing on acceptable terms, or at all. Furthermore, we have entered into loan agreements with various financial institutions in Hong Kong or in the PRC under which we have pledged certain collateral to secure their obligations. If we fail to maintain sufficient cash flow to service our indebtedness or if our refinancing efforts are otherwise unsuccessful, we may lose part or all of the pledged collateral, and our business, financial condition and results of operations may be materially and adversely affected.

In addition, the global capital and credit markets have in recent years experienced periods of extreme volatility and disruption. The global financial crisis in these years has caused banks and other credit providers to restrict the availability of new credit facilities and to require more collateral and higher pricing upon the renewal of existing credit facilities. The recurrence of the global financial crisis or prolonged disruptions to the credit market may further slow down the growth of the PRC economy and sales of property, limit our ability to raise funds from current or other funding sources, or cause our access to funds to be more expensive, which may materially and adversely affect our business, financial condition and results of operations.

In addition to bank and other borrowings, we rely on internally generated funds, in particular, pre-sale proceeds of our properties as a major source of funding for our operations. If our pre-sale activities are significantly limited or otherwise materially and adversely affected as a result of changes in the relevant PRC laws and regulations, the occurrence of a global economic downturn, or a significant economic slowdown in China generally or in the cities where we have properties, our cash flow position and ability to service our indebtedness may be materially and adversely affected. Furthermore, if banks or other financial institutions decline to provide additional loans to us or to re-finance our existing loans when they mature as a result of our perceived credit risk, and we fail to raise financing through other channels, our business, financial condition and results of operations may be materially and adversely affected.

#### **Our profitability and results of operations are affected by changes in foreign exchange rates.**

We conduct our business primarily in Renminbi. We are exposed to foreign exchange rate risk relating to (i) the portion of our bank deposits that we maintain in foreign currencies and (ii) foreign currency-denominated obligations. Since 2005, the PRC government has followed a policy under which the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. In 2007, the PBOC widened the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar from 0.3% to 0.5% around the central parity rate. The floating band was further widened to 1.0% in 2012 and to 2.0% in 2014. These changes in currency policy resulted in the Renminbi appreciating against the U.S. dollar by approximately 33.0% from July 21, 2005 to December 31, 2014. However, in August 2015, the PBOC moved to devalue the Renminbi against the U.S. dollar and announced a policy change allowing a more market-based determination of the official fixing rate. Following such announcement, the Renminbi depreciated significantly against the U.S. dollar. In February 2017, the PBOC has adjusted its FX fixing formula, making adjustments to existing fixing model which was introduced in February 2016. In October 2016 RMB was formally included in IMF's Special Drawing Rights basket. Renminbi has witnessed multiple fluctuation in past one year. As a result, we reported a net exchange gain of RMB108.4 million (US\$16.7 million) in 2017 as compared to a net exchange loss of RMB378.3 million in 2016. The PRC government may take further actions that could cause future exchange rates to vary significantly from current or historical exchange rates. A depreciation in the Renminbi could adversely affect the value of any dividends we pay to our shareholders outside the PRC, require us to use more Renminbi funds to service the same amount of any foreign currency debt and materially and adversely affect our financial

condition and results of operations. Starting in early 2016, we adopted a hedging policy to actively manage our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness and entered into U.S. dollar versus offshore Renminbi capped forward contracts to hedge certain of our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness. However, our protection against Renminbi depreciation will be limited up to capped rates specified in the relevant contracts and may not be able to hedge against all of our foreign exchange rate risk. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Quantitative and Qualitative Disclosure of Market Risks — Foreign Exchange Rate Risk.”

**Our profitability and results of operations are affected by changes in interest rates.**

Changes in interest rates have affected, and will continue to affect, our financing costs. Except for certain offshore credit facilities, our bank borrowings are principally denominated in Renminbi. The interest rates on our Renminbi bank borrowings are primarily affected by the benchmark interest rate set by the PBOC, which has fluctuated significantly in recent years. The PBOC benchmark one-year lending rates in the PRC (which directly affects the property mortgage rates offered by commercial banks in the PRC) as of December 31, 2017, 2018 and 2019 were 4.35%, 4.35% and 4.35%, respectively. In 2017, 2018 and 2019, our weighted average cost of indebtedness (calculated as the weighted average of interest costs of all bank and other borrowings and senior notes outstanding during the relevant year) was 5.2%, 5.8% and 6.0%, respectively. In addition, changes in interest rates may affect our customers’ ability to secure mortgages on acceptable terms, which, in turn, may affect their ability to purchase our properties. We cannot assure you that the PBOC will not increase lending rates further or otherwise discourage bank lending or that our business, financial condition and results of operations may not be materially and adversely affected as a result.

**We may not be able to complete or deliver our development projects on time.**

The progress and costs of a development project may be materially and adversely affected by many factors, including, without limitation:

- delays in obtaining necessary licenses, permits or approvals from governmental agencies or authorities;
- relocation of existing residents and/or demolition of existing buildings;
- shortages of or increase in costs of materials, equipment, contractors and skilled labor;
- availability and cost of financing;
- failure of contractors or suppliers to provide products and services as anticipated, due to financial difficulties or other reasons;
- labor disputes;
- construction accidents;
- natural catastrophes;
- adverse weather conditions; and
- changes in governmental policies.



As our revenue from sale of properties generally depends on our schedule of delivery of our properties, if completion of our development projects is delayed, our business, financial condition and results of operations may be materially and adversely affected. We cannot assure you that we will not experience any significant delays in completion or delivery of our projects, or that we will not be subject to any liabilities for any such delays. Liabilities arising from any delays in the completion or delivery of our projects may have a material adverse effect on our business, financial condition and results of operations.

**Our results of operations fluctuate from period to period.**

We derive our revenue principally from the sale of properties developed by us, and our results of operations may vary significantly from period to period. According to our accounting policies, our recognized revenue mainly depends on the project completion schedule. Periods in which we deliver properties with a higher aggregate GFA typically generate higher levels of revenue. However, our revenue is not evenly distributed over different periods of any particular year due to a combination of factors, which include the overall delivery schedules of our projects, the market demand for our properties, the timing of the sale of properties that we have developed and fluctuation in costs such as land costs and construction costs.

Consequently, our results of operations for any given period may not be indicative of the actual demand for our properties or the pre-sale or sales achieved during that period. Our revenue and profit during any given period generally reflect property purchase decisions made by purchasers at some time in the past.

**We may not have adequate insurance to cover our potential losses and claims.**

We do not maintain insurance against all risks associated with our industry, either because we have deemed it commercially unfeasible to do so, or because our insurers have carved certain risks out of their standard policies. We cannot assure you that we will not be sued or held liable for damages due to tortious acts. In addition, there are certain losses for which insurance is not available on commercially reasonable terms, such as losses suffered due to earthquake, war, civil unrest and certain other events of force majeure. If we suffer any loss, damage or liability in the course of our operations arising from events for which we do not have insurance cover, we may not have sufficient funds to cover such losses, damage or liabilities or to replace any property development that has been destroyed. The occurrence of any of the above events and the resulting payment we may make to cover any loss, damage or liability could have a material adverse effect on our business, financial condition and results of operations.

**We may be affected by the performance of contractors.**

We engage contractors to carry out various services, including construction, equipment installation, internal decoration, landscaping, pipeline engineering and lift installation. We select contractors mainly through a tender process. We cannot guarantee that any such contractor will provide satisfactory services or meet our quality standards. If the performance of a contractor is unsatisfactory, we may need to replace such contractor or take other actions to remedy the situation, which may materially and adversely affect the cost and construction progress of our projects. Furthermore, our contractors may undertake projects from other developers, engage in risky undertakings or otherwise encounter financial or other difficulties, which may cause delay in the completion of our property projects or cause additional costs. The occurrence of any of the above events may have a material adverse effect on our business, financial condition and results of operations.



**Our profit margin is sensitive to fluctuations in the costs of construction materials.**

A principal component of our cost of sales is construction costs, and historically, construction materials costs have been the primary driver of our construction costs. Construction costs include all of the costs for the design and construction of a project, including payments to third-party contractors and designers and cost of construction materials. Our construction costs are affected by a number of factors, such as changes in construction labor costs, location and types of properties, choice of materials, landscaping and investments in ancillary facilities. In particular, construction costs fluctuate as a result of changes in the prices of key construction materials such as steel and cement. Construction costs have a direct effect on our gross margin.

We procure construction materials through our contractors or by ourselves. If the costs of construction materials increase beyond the agreed or pre-determined price, the contractors may request to transfer such increase in costs to us by increasing their contractor fees. If we cannot pass on such increase to our customers, our profit margins will be adversely affected, and, as a result, our business, financial condition and results of operations may be materially and adversely affected.

**We may be materially and adversely affected if we fail to obtain, or if there are material delays in obtaining, requisite governmental approvals for our property business.**

The real estate industry in the PRC is heavily regulated by the PRC government. In order to undertake and complete a property development or to commence property leasing, a property developer must obtain various permits, licenses, certificates and other approvals from the relevant governmental and administrative authorities at various stages of the property development, including, but not limited to, land use rights certificates, construction land planning permits, construction work planning permits, construction work commencement permits, pre-sale permits, various qualification certificates and certificates of completion. For example, certain of our subsidiaries are in the process of renewing their respective real estate development enterprise qualification certificates. Furthermore, in the event that we expand into markets outside of PRC, our operations will face regulations from local governments on their property sectors.

We cannot assure you that we will not encounter problems in obtaining such governmental approvals or in fulfilling the conditions required for obtaining the approvals, or that we will be able to comply with new laws, regulations or policies that may come into effect from time to time with respect to the real estate industry in general or the particular processes with respect to regulatory approvals. If we fail to obtain the relevant approvals or to fulfill the conditions of the approvals for our property development, those developments may not proceed on schedule. As a result, our business, financial condition and results of operations may be materially and adversely affected.

**The PRC government may impose fines or other penalties on us if we fail to comply with the terms of the land grant contracts, and we may not be able to obtain land use rights certificates with respect to certain parcels of land.**

Under PRC laws and regulations, if a property developer fails to comply with the terms of the relevant land grant contract, including those relating to the payment of land premium, scope of usage of the land and schedule for commencement and completion of the property development, the relevant PRC government authorities may issue a warning to or impose fines or other penalties on the developer. Specifically, under current PRC laws and regulations, if a developer fails to commence development for more than one year but less than two years from the commencement date stipulated in the land grant contract, the Ministry of Land and Resources of the PRC (the “MLR”) or its local branches may launch an investigation in respect of idle land. Upon the investigation, if the MLR or its local branches prove the land to be idle land, they will issue the Letter of Identification of Idle Land and impose an idle land fee on the land of 20% of the land premium specified in the contract. If a developer fails to commence

development for more than two years from the commencement date stipulated in the land grant contract, the land may be subject to reclamation by the PRC government unless the delay in development is caused by governmental actions or force majeure. In addition, even if the commencement of the development is in line with the relevant land grant contract, the land will nonetheless be treated as idle land if (i) the developed GFA on the land is less than one-third of the total GFA of the project or the total capital expenditure is less than one-fourth of the total investment of the project, and (ii) the development of the land has been suspended for over one year without governmental approval. We cannot assure you that circumstances leading to reclamation or significant delays in development schedules will not arise in the future. If any of our land is subject to reclamation, we will not only lose the opportunity to develop property projects on the land, but may also lose all our past investment in the land, including land premium paid and development costs incurred.

As of December 31, 2019, out of our land bank with a total planned GFA of approximately 50.7 million sq.m., we had certain parcels of land in respect of which we had not yet obtained land use rights certificates. Subsequent to December 31, 2019, we purchased 27 land projects for future development. If we fail to obtain the land use rights certificate for any of these parcels of land, we will not be able to commence development and may not be able to acquire other parcels of land as replacements. As a result, our business, financial condition and operating results may be materially and adversely affected.

**We may not be able to realize the anticipated economic and other benefits from our joint ventures, and disputes with joint venture partners may adversely affect our business.**

We have entered into joint ventures with other property developers to develop projects and may continue to do so in the future. We have limited experience in developing projects through joint ventures or in managing joint ventures and relationships with joint venture partners. The success of a joint venture depends on a number of factors, some of which are beyond our control. As a result, we may not be able to realize the anticipated economic and other benefits from our joint ventures. In addition, in accordance with PRC law, certain matters relating to joint ventures require the consent of all parties to the joint ventures. Joint ventures may involve risks associated with, among others, the possibility that our joint venture partners may:

- have economic or business interests or goals inconsistent with ours;
- take actions contrary to our instructions, requests or our policies or objectives;
- be unable or unwilling to fulfill their obligations under the relevant joint venture agreements;
- have financial difficulties; or
- have disputes with us as to the scope of their responsibilities and obligations.

We cannot assure you that we will not encounter problems with respect to our joint ventures which may have an adverse effect on our business operations, profitability and prospects.

**Resettlement negotiations may add costs or cause delays to our development projects.**

Currently, certain parts of our property developments in Wuhan Hanyang District Hanqiao Village Project Section B require demolition and resettlement. The sellers of the land are responsible for the demolition and resettlement under PRC laws and regulations and the related contracts for the acquisition of the land, and are liable to pay additional demolition and resettlement costs. Given the nature of demolition and resettlement, which depends on various external factors that are beyond our control, we cannot guarantee when the demolition and resettlement will be completed. If the party responsible for the demolition or resettlement and the original residents fail to reach an agreement on the amount of

compensation, either of them may apply to the relevant authorities for a ruling on the amount of compensation. Dissenting residents may also refuse to relocate. Such administrative process or resistance or refusal to relocate may delay the timetable of our development projects or, in extreme cases, prevent their completion. The occurrence of any of the above events may have an adverse effect on our business, financial condition and results of operations. In addition, any such delays may lead to an increase in costs or a delay in the expected cash inflow from pre-sales of the relevant projects, which may, in turn, materially and adversely affect our business, financial position and results of operations.

If any of our project developments in the future requires demolition and resettlement, we cannot assure you that the resettlement negotiation will proceed smoothly or our project developments will not be delayed. If such delay occurs, it could adversely affect our reputation, lead to an increase in development cost and a delay in the expected cash inflow from pre-sales of the relevant project and the recognition of sales as revenue upon completion, which may in turn adversely affect our business, financial position and results of operations.

**Our operating results include the change in fair value of our investment properties, which may fluctuate significantly over financial periods and may materially and adversely affect our business, financial condition and results of operations.**

For 2017, 2018 and 2019, we had fair value gains of our investment properties of RMB657.8 million, RMB106.4 million and RMB198.0 million (US\$28.4 million), respectively, accounting for approximately 6.6%, 0.9% and 1.5%, respectively, of our profit before tax in those periods. The fair value in relation to our investment properties may continue to fluctuate in the future. Our business, financial condition and results of operations may be materially and adversely affected by any significant changes in the fair value of our investment properties completed or under development or any transfer of properties held for sale/under development to investment properties.

**Our profitability and results of operations are affected by the development and profitability of our property rental segment and our ability to continue to attract and maintain key tenants.**

In 2019, rental income accounted for 1.0% of our total revenue. As we seek to increase our portfolio of investment properties, rental income may become an increasingly important contributor to our revenue going forward. We may not, however, be able to identify new tenants or secure existing tenants for our properties. An increase in the number of competing properties, particularly in close proximity to our properties, could increase competition for tenants, reduce the relative attractiveness of our properties and force us to reduce rents or incur additional costs in order to make our properties more attractive. If there is a significant downturn in the commercial property leasing markets generally or in the cities where we have investment properties, we may not be able to maintain our current levels of rental income. Our inability to expand our portfolio of commercial properties for lease and operations, to secure suitable tenants or otherwise to enhance the profitability of our leasing segment or to maintain our current levels of rental income may have an adverse effect on our business, financial condition and results of operations.

**We are subject to certain restrictive covenants and risks normally associated with debt financing, which may limit or otherwise materially and adversely affect our business, financial condition and results of operations.**

We are subject to certain restrictive covenants in our loan and financing agreements with certain banks, including certain offshore facilities, the Existing Notes, the August 2017 Perpetual Securities, the December 2017 Perpetual Securities, the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities, the February 2020 Facilities and the April 2020 Facilities. See “Description of Other Material Indebtedness and Obligations.” Some of our loan agreements contain cross-default clauses. If any cross default occurs, these banks are entitled to

accelerate payment of all or any part of the indebtedness owing under all the loan agreements and to enforce all or any of the security for such indebtedness. In addition, certain loan agreements contain covenants pursuant to which we or our relevant PRC operating subsidiaries may not enter into merger, joint venture or restructuring, decrease our registered share capital, transfer material assets, liquidate, change our shareholding, or distribute dividends without the relevant lenders' prior written consent or unless we fully settle the outstanding amounts under the relevant loan agreements. If we fail to comply with the restrictions and covenants in our relevant loan and financing agreements, the lenders of our debt could terminate their commitments to lend to us, accelerate repayment of the debt and declare all amounts borrowed due and payable or terminate the agreements. If any of these events occur, we cannot assure you that our assets and cash flow will be sufficient to repay in full all of our indebtedness, or that we will be able to find alternative financing on terms that are favorable or acceptable to us, or at all and the occurrence of any of the above events may have a material adverse effect on our business, financial condition and results of operations.

**A deterioration in our brand image may materially and adversely affect our business, financial condition and results of operations.**

We rely to a significant extent on our brand name and image to attract potential customers to our properties. Any negative incident or negative publicity concerning us or our properties may materially and adversely affect our reputation and business prospects. Brand value is based largely on consumer perceptions with a variety of subjective qualities and can be damaged even by isolated business incidents that degrade consumer trust. Consumer demand for our properties and our brand value could diminish significantly if we fail to preserve the quality of our properties or fail to deliver a consistently positive consumer experience in our properties, or if we are perceived to act in an unethical or socially irresponsible manner. Any negative publicity and the resulting decrease in brand value, or failure to establish our brand may have a material adverse effect on our business, financial condition and results of operations.

**Our success depends on the continued services of our executive directors and members of our senior management.**

Our success in implementing proposed plans and maintaining growth in our profitability largely depends on the continued services provided by our executive directors and members of our senior management. In addition, along with our steady growth and expansion into other cities in China, we will need to employ, train and retain employees on a much larger geographical scale. The ability to attract skilled employees is dependent on the resources available in each geographic area. Furthermore, labor supply will be impacted by the economic condition of each geographic area, and we cannot assure you that our labor costs will not increase as a result of a shortage in the supply of skilled personnel. If any member of our core management team leaves and we fail to find a suitable substitute or we cannot attract and retain the management personnel necessary to maintain efficient operations, our business, financial condition and results of operations may be materially and adversely affected.

**We may not be able to successfully manage our growth.**

We have been continuously expanding our operations in recent years. As we continue to grow, we must continue to improve our managerial, technical and operational knowledge and allocation of resources, and to implement an effective management information system. To effectively manage our expanded operations, we need to continue to recruit and train managerial, accounting, internal audit, engineering, technical, sales and other staff to satisfy our development requirements. In order to fund our ongoing operations and our future growth, we need to have sufficient internal sources of liquidity or access to external financing sources. Furthermore, we will be required to manage relationships with a greater number of customers, suppliers, contractors, service providers, lenders and other third parties. We will need to further strengthen our internal control and compliance functions to ensure that we are

able to comply with our legal and contractual obligations and reduce our operational and compliance risks. We cannot assure you that we will not experience issues such as capital constraints, construction delays, operational difficulties at new locations, or difficulties in expanding our existing business and operations and in training an increasing number of personnel to manage and operate the expanded business. Our expansion plans may also adversely affect our existing operations and thereby have a material adverse effect on our business prospects, results of operations and financial condition.

**Our controlling shareholders are able to exercise substantial influence over our corporate policies and direct the outcome of corporate actions.**

As of the date of this offering memorandum, approximately 54.32% of the total issued share capital of the Company is beneficially owned by Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng, the founders of our Group and the executive directors of our Company. Subject to compliance with applicable laws, by maintaining such ownership, Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng are able to exercise substantial influence over our corporate policies and our business, appoint our directors and officers and vote on corporate actions requiring shareholders' approval. In particular, the strategic goals and interests of Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng may not be aligned with our strategy and interests and could reduce the level of management flexibility that would otherwise exist with a more diversified shareholder base. The interests of our controlling shareholders may differ from those of the holders of the Notes. We cannot assure you that our controlling shareholders will act completely in the interests of the holders of the Notes or that possible conflicts of interest will be resolved in favor of the holders of the Notes.

**We may be involved in disputes, administrative, legal and other proceedings arising out of our operations from time to time and may face significant liabilities or damage to our reputation as a result.**

We may be involved in disputes with various parties involved in the development and sale of our properties, including contractors, suppliers, construction workers, tenants, residents of surrounding areas, business partners and purchasers. These disputes may lead to protests and legal or other proceedings and may result in damage to our reputation, substantial costs, delay in our development schedule and diversion of resources and management's attention.

We carry out some of our business through joint ventures with our business partners. Such joint venture arrangements involve a number of risks, including, but not limited to:

- disputes with our business partners in connection with the performance of their obligations under the relevant project or joint venture arrangements;
- disputes as to the scope of each party's responsibilities under these arrangements;
- financial difficulties encountered by a business partner affecting its ability to perform its obligations under the relevant project or joint venture arrangements; and
- conflicts between the policies or objectives adopted by our business partners and those adopted by us.

Furthermore, as some of our projects comprise multiple phases, purchasers of our properties in earlier phases may commence legal action against us if our subsequent planning and development of the projects is perceived to be inconsistent with our representations and warranties made to such earlier purchasers.

In addition, we may have compliance issues or disagreements with regulatory bodies in the course of our operations, which may subject us to administrative proceedings and unfavorable decrees that may result in liabilities and cause delays to our property development. We may also be involved in disputes or legal proceedings in relation to delays in the completion and delivery of our projects. The occurrence of any of the above events may have a material adverse effect on our business, financial condition and results of operations. Finally, any failure or alleged failure by us or any of our directors, officers or other agents to fully adhere to the PRC or other applicable anti-corruption laws or regulations, any investigation in relation to such failure or alleged failure by any regulatory body, or any failure to comply with other applicable laws or regulations could materially and adversely affect our reputation and our business, financial condition and results of operations.

**Our business, financial condition, results of operations and prospects may be adversely affected as a result of negative media coverage relating to us or the property market in which we operate.**

We may be subject to and associated with negative publicity, including those on the Internet, with respect to our corporate affairs and conduct related to our personnel, the property market in which we operate may also be subject to negative reports or criticisms by various media, including in relation to incidents of fraud and bribery. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. Nonetheless, any negative coverage, whether or not related to us or our related parties and regardless of truth or merit, may have an impact on our reputation and, consequently, may undermine the confidence of our customers and investors, which may in turn materially and adversely affect our business, financial condition, results of operations and prospects.

**We are subject to potential environmental liability that could result in substantial costs.**

Property developers in the PRC are subject to a variety of laws and regulations concerning the protection of health and the environment. The particular environmental laws and regulations which apply to any given project development site vary greatly according to the location, the environmental condition and the present and former uses of the site, as well as adjacent properties. The relevant property development project may be delayed due to our efforts to comply with environmental laws and regulations may result in delays in development. In some environmentally sensitive regions or areas, the compliance costs could be prohibitively expensive. In addition, each property development project is required by the relevant PRC laws and regulations to undergo environmental assessments and to submit an environmental impact assessment report to the relevant government authorities for approval before commencement of construction. Failure to obtain such approval prior to construction may result in suspension of construction and penalties.

The environmental investigations conducted relating to each of our property development projects to date have not revealed any material environmental liability. However, it is possible that these investigations did not reveal all environmental liabilities, and there may be environmental liabilities of which we are unaware that may have a material adverse effect on our business, financial condition or results of operations.

**The terms on which mortgage loans are available to purchasers of our properties, if at all, may affect our sales.**

Many purchasers of our properties rely on mortgages to fund their purchases. An increase in interest rates may significantly increase the cost of mortgage financing, thus reducing the attractiveness of mortgages as a source of financing for property purchase and adversely affecting the affordability of properties. In addition, the PRC government has in recent years implemented measures to tighten mortgage financing, and the PRC government and commercial banks may further increase the down payment requirement, impose other conditions or otherwise change the regulatory framework in a



manner that would make mortgage financing unavailable or unattractive to potential property purchasers. Furthermore, mortgagee banks may not lend to any individual borrower if the monthly repayment of the anticipated mortgage loan would exceed 50% of the individual borrower's monthly income.

Each of the China Banking Regulatory Committee (the "CBRC") and PBOC in recent years has issued regulations on, among other things, the minimum interest rate, down payment and minimum interest for mortgage loans. In the event that the mortgage loans for property purchasers becomes more difficult to obtain or that the cost of such financing increases, many of our prospective customers who rely on such financing may not be able to purchase our properties and, as a result, our business, financial condition and results of operations may be materially and adversely affected.

In line with industry practice, we provide guarantees to banks for mortgages they offer to our purchasers until the time when we complete the relevant properties and the property ownership certificates and the certificates of other interests with respect to the relevant properties are delivered to the mortgagee banks. If a purchaser defaults on a mortgage loan, we may have to repossess the underlying property by paying off the mortgage. If we fail to do so, the mortgagee bank may sell the underlying property and recover any additional outstanding amount from us as the guarantor of the mortgage loan.

As of December 31, 2019, our outstanding guarantees in respect of our customers' mortgage loans amounted to RMB22,444.8 million (US\$3,224.0 million). If any material defaults occur which require us to honor our guarantees and we cannot resell the repossessed properties at appropriate prices, our business, financial condition and operating results may be materially and adversely affected. We cannot assure you that changes in laws, regulations, policies or practices which may prohibit or restrict property developers from providing guarantees to banks in respect of mortgages offered to property purchasers will not occur in the PRC in the future. If there are such changes in laws, regulations, policies or practices that would prohibit property developers from providing guarantees to banks in respect of mortgages offered to property purchasers and these banks do not accept any alternative guarantees by third parties, or if no third party is available or willing in the market to provide such guarantees, it may become more difficult for property purchasers to obtain mortgages from banks and other financial institutions during sales and pre-sale of our properties. Such difficulties in financing could result in substantially lower sales and pre-sale of our properties, which may materially and adversely affect our cash flow, business, financial condition and results of operations.

**Intensified competition may materially and adversely affect our business, financial condition and results of operations.**

Competition within the PRC real estate industry is intense. In recent years, many competitors, including large-scale nationwide and overseas property developers have entered the property development markets in cities of China where we have operations. Many of them may have more financial, marketing, technical or other resources than us. Competition among property developers may cause an increase in land premium and raw material costs, shortages in quality construction contractors, surplus in property supply leading to decreasing property prices, further delays in issuance of governmental approvals, and higher costs to attract or retain skilled employees. If we fail to compete effectively, our business, financial condition and results of operations may be materially and adversely affected.

**Our investment properties are illiquid.**

Investments in properties are in general illiquid compared to many other types of investments. Therefore, our ability to sell one or more of our investment properties in response to changing economic, financial and investment conditions promptly, or at all, is limited. We cannot assure you that we will be able to sell any of our investment properties at prices or on terms satisfactory to us, if at all.



We cannot predict the length of time needed to find a purchaser and to complete the sale of a property currently held or planned to be held for investment purposes. Moreover, should we decide to sell a property subject to a tenancy agreement, we may have to obtain consent from or pay termination fees to our tenant. In addition, investment properties may not be readily convertible to alternative uses if they become unprofitable due to competition, age, decreased demand or other factors. The conversion of investment properties to alternative uses generally requires substantial capital expenditures. In particular, we may be required to expend funds to maintain properties, correct defects, or make improvements before a property can be sold and we may not have sufficient funds available for such purposes. These factors and any others that would impede our ability to respond to adverse changes in the performance of our investment properties may materially and adversely affect our ability to retain tenants and to compete against our competitors and therefore our business, financial condition and results of operations may be materially and adversely affected.

**We may be required to forfeit land if we fail to comply with the terms of land grant contracts.**

Under PRC law, if we fail to develop a property project according to the terms of the land grant contract, including those relating to the payment of land premium, the designated use of the land and the schedule for commencing and completing the development, the relevant government authorities may issue a warning, impose a penalty and/or liquidated damages, or require us to forfeit the land. Any violation of the land grant contract may also restrict or prevent us from participating in future land bidding.

Under current PRC law, if we fail to commence the development of a parcel of land for more than one year from the commencement date stipulated in the land grant contract, the relevant PRC land bureau may serve a warning notice on us and impose an idle land fee of up to 20% of the land assignment or allocation fee. If we fail to commence development for more than two years from the relevant commencement date stipulated in the land grant contract, the land will be subject to forfeiture to the PRC government. Moreover, even if the commencement of the property development satisfies the stated requirements of the land grant contract, if the developed GFA is less than one-third of the total planned GFA of the project or the total capital invested is less than one-fourth of the total planned investment the project, and development of the land is suspended continuously for more than one year without government approval, the land will still be treated as idle land. In the Notice on Promoting the Saving and Intensification of Use of Land (國務院關於促進節約集約用地的通知) promulgated by the State Council in January 2008, the aforesaid policy was reinforced. This notice states, among other things, that the MLR and other authorities are required to conduct research on and commence drafting of implementation rules concerning the levy of land appreciation fees on idle land. Furthermore, the MLR issued a Notice on Restricting the Administration of Construction Land and Promoting the Use of Approved Land (關於嚴格建設用地管理促進批而未用土地利用的通知) in August 2009, which reiterates the current rules regarding idle land. In September 2010, the MLR and the Ministry of Housing and Urban-Rural Development (“MOHURD”) jointly issued the Notice On Further Strengthening the Administration and Control of Real Estate Land and Construction (關於進一步加強房地產用地和建設管理調控的通知), which provides that a property developer and its shareholders will be prohibited from participating in land bidding before any illegal behaviors in which it engages, such as (1) having land idle for more than one year on its own reasons; (2) illegal transfer of land use rights; (3) noncompliance with the land development requirements specified in a land grant contract; and (4) crimes such as taking land by forging official documents and illegal land speculation, have been completely rectified. We cannot assure you that circumstances leading to imposition of penalty, liquidated damages or forfeiture of our land will not arise in the future. If we are deemed as holding land idle for more than one year without cause or are required to forfeit land, we may lose the opportunity to develop the relevant land, our investments in the land, including land premiums paid and development costs incurred, and our ability to bid for other land in the future, any of which could materially and adversely affect our business prospects, results of operations and financial condition.

On July 19, 2012, the MLR and the MOHURD promulgated the Urgent Notice on Further Tightening the Management of Land for Real Estate and Consolidating the Achievements of Regulation and Control of the Real Estate Market 《國土資源部住房城鄉建設部關於進一步嚴格房地產用地管理鞏固房地產市場調控成果的緊急通知》. The notice provides that all regions shall strictly implement the Measures for the Disposal of Idle Land, deal with the early warning information on idle land displayed in the system for the monitoring and supervision of transactions in the land market, early discover and handle such information, and urge the timely formation of effective supply of land granted. With regard to users who have committed acts such as failing to make payment for land granting, leaving land idle, hoarding land and land speculation, developing land in excess of their actual development capacity or failing to fulfil a land use contract, the competent departments of land and resources of counties and cities shall forbid them from participating in land bidding within a certain period of time.

**The total GFA of our projects under development or future property developments may exceed the original GFA authorized in the land grant contract and we may need to obtain additional government approvals and be subject to additional payments.**

When the PRC government grants the land use rights for a parcel of land, it will specify in the land use rights grant contract the designated use of the land and the total GFA that the developer may develop on the land. The actual GFA constructed, however, might have exceeded the total GFA authorized in the land use rights grant contract due to various factors such as subsequent planning and design adjustments. The amount of GFA in excess of the authorized amount is subject to approval when the relevant authorities inspect the properties after their completion and the developer may be required to pay additional land premium in respect of such excess GFA. In addition, if we fail to obtain the completion certificate due to such excess GFA, we will not be allowed to deliver the relevant properties to the purchasers or recognize the revenue from the relevant pre-sold properties and may also be subject to liabilities under the pre-sale contracts. If this occurs, our business prospects, results of operations and financial condition may be materially and adversely affected.

## **RISKS RELATING TO OUR INDUSTRY**

**We may be adversely affected by fluctuations in the global economy and financial markets.**

The economic slowdown and turmoil in the global financial markets that started in the second half of 2008 have had a negative impact on the world economy, which in turn has affected the PRC real estate industry. As financial institutions, companies, investors and consumers attempted to retrench in an effort to reduce exposure, save capital and weather the economic contraction, the demand for and hence value of real estate and the supply of credit decreased. Although the real estate market has recovered in the past year, any economic slowdown in the future could affect our property investment and property development projects. In addition, banks in the PRC have been tightening credit since 2010 after extensive lending in the first half of 2009. This may cause an increase in the interest expense on our bank borrowings, or banks may reduce the amount of, or discontinue, banking facilities currently available to us.

China's economic growth may also slow down due to weakened exports as well as recent developments surrounding the trade-war with the United States. In 2018 and 2019, the U.S. government, under the administration of President Donald J. Trump, imposed several rounds of tariffs on cumulatively US\$550 billion worth of Chinese products. In retaliation, the PRC government responded with tariffs on cumulatively US\$185 billion worth of U.S. products. In addition, in 2019, the U.S. government restricted certain Chinese technology firms from exporting certain sensitive U.S. goods. The PRC government lodged a complaint in the World Trade Organization against the U.S. over the import tariffs in the same year. The trade war created substantial uncertainties and volatilities to global markets. On January 15, 2020, the U.S. and Chinese governments signed the U.S.-China Economic and Trade Agreement (the "Phase I Agreement"). Under the Phase I Agreement, the U.S. agreed to cancel a

portion of tariffs imposed on Chinese products, China promised additional purchases of U.S. goods and services, and both parties expressed a commitment to further improving various trade issues. Despite this reprieve, however, it remains to be seen whether the Phase I Agreement will be abided by both governments and successfully reduce trade tensions. If either government violates the Phase I Agreement, it is likely that enforcement actions will be taken and trade tensions will escalate. Furthermore, additional concessions are needed to reach a comprehensive resolution of the trade war. The roadmap to the comprehensive resolution remains unclear, and the lasting impact the trade war may have on China's economy and the real estate industry remains uncertain. Should the trade war between the United States and the PRC begin to materially impact the PRC economy, the purchasing power of our customers in the PRC would be negatively affected.

These and other issues resulting from the global economic slowdown and financial market turmoil have adversely affected, and may continue adversely affecting, property purchase and leasing activities, which may lead to a decline in the general demand for our properties and erosion of their sale or rental prices. In addition, any further tightening of liquidity in the global financial markets may negatively affect our liquidity. Therefore, if the global economic slowdown and turmoil in the financial markets continue, our business, financial condition and results of operations may be adversely affected.

**Our operations are subject to extensive governmental regulations, and in particular, we are susceptible to changes in policies related to the real estate industry in the PRC, and the PRC government may adopt further measures to slow down growth in the real estate sector.**

Our business is subject to extensive governmental regulations. As with other PRC property developers, we must comply with various requirements mandated by the relevant PRC laws and regulations, including the policies and procedures established by local authorities designed for the implementation of such laws and regulations. In particular, the PRC government exerts considerable direct and indirect influence on the PRC property sector by imposing industry policies and other economic and fiscal measures, such as control over the supply of land for property development, foreign exchange, property financing, taxation and foreign investment.

From 2004 to the first half of 2008, in response to concerns over the scale of the increase in property investment and the overheating of the property sector in the PRC, the PRC government introduced policies to restrict development in the property sector, including, among other things:

- limiting monthly mortgage payments to 50% of an individual borrower's monthly income and limiting all monthly debt service payments of an individual borrower to 55% of his or her monthly income;
- suspending or restricting land grants and development approvals for villas and larger sized units;
- charging an idle land fee for land which has not been developed for one year starting from the commencement date stipulated in the land use rights grant contract and voiding land use rights for land which has not been developed for two years or more;
- prohibiting any onward transfer of pre-sold properties before the ownership certificate is obtained;
- requiring that at least 70% of the land supply approved by a local government for residential property development for any given year be used for developing low- to medium-cost and small to medium-size units and low-cost rental properties;

- requiring that at least 70% of residential projects approved or constructed on or after June 1, 2006 consist of units with floor area of less than 90 sq.m. per unit, and that projects which have received project approvals prior to this date but have not obtained construction permits to adjust their construction plan in order to be in compliance with this new requirement, with the exception of municipalities under direct administration of the PRC government, provincial capitals and certain cities which may deviate from this ratio under special circumstances upon the approval by the Ministry of Construction (the “70:90 rule”);
- tightening availability of bank loans to property developers and purchasers of developed properties and increasing the reserve requirements for commercial banks;
- imposing or increasing taxes on short-term gains from second-hand property sales;
- restricting foreign investment in the property sector by, among other things, increasing registered capital and other requirements for establishing foreign-invested real estate enterprises, tightening foreign exchange control and imposing restrictions on purchases of properties in China by foreign individuals and institutions; and
- limiting the number of the residential properties that a single household may purchase.

Regional and local governments are responsible for the implementation of the 70:90 rule. We have not, so far, seen this policy being stringently applied across all its applicable regions in China. If for any reason, political, economic, social or otherwise, these regional or local governments begin to stringently implement this policy, this may lead to an oversupply of units with floor area of less than 90 sq.m., increasing competition in this market segment and affecting the prices and profit margins of such type of property. This may also affect our existing and future business development plans. As a result, our business, financial condition, results of operations and prospects may be adversely affected.

Starting from late 2009, the PRC government has adopted a series of new policies to cool down the property market, including, among other things:

- abolishing certain preferential treatments relating to business taxes payable upon transfers of residential properties by property owners and imposing more stringent requirements on the payment of land premium by property developers;
- imposing property purchase restrictions on non-local citizens, decreasing the maximum loan to value ratio of mortgage loans offered to borrowers;
- increasing the minimum down payment to at least 60% of the total purchase price for second-house purchases with a minimum lending interest rate of at least 110% of the benchmark rate;
- restricting purchasers, in certain targeted cities, from acquiring second (or further) residential properties and restricting non-residents who cannot provide proof of local tax or social security payments for more than a specified time period from purchasing any residential properties;
- levying business tax on the full amount of transfer price if an individual owner transfers a residential property within five years of purchase;
- launching new property tax schemes in certain cities such as Shanghai and Chongqing on a trial basis, levying property tax on part of individual residential properties in these two cities;

- urging provincial governments to implement home purchase restrictions to control property prices, and listed certain criteria for the implementation of restrictions, and in the second half of 2011, extending such home purchase restrictions to certain second-tier cities in addition to the first- and second-tier cities which have already adopted home purchase restriction measures;
- strictly enforcing the idle land related law and regulations; and
- restricting the grant or extension of revolving credit facilities to property developers that hold a large amount of idle land and vacant commodity properties.

On February 20, 2013, the State Council announced five measures on the control of the PRC property market, including: (1) stabilizing property prices. Each major city in China is required to compile and announce its target for 2013 on how to control the prices of newly completed commodity properties; (2) strictly limiting speculative purchase of properties. Restrictions on purchasing commodity properties should be strictly implemented; expand the scope of experimental taxation against residential properties held by individuals; (3) increasing the supply of small to medium-sized commodity properties and lands; (4) accelerating the construction of housing for low-income individuals; and (5) strengthening the supervision of the property market.

On March 1, 2013, the State Council issued the Notice on Continuing Adjustment and Control of Property Markets 《關於繼續做好房地產市場調控工作的通知》 which, among other restrictive measures, provides that further restraining measures are to be adopted to strengthen the regulation of the property market. Major cities which have implemented the commodity housing purchase restrictions are required to enforce purchase restrictions in all administrative areas of cities and restricted housing are to include new commodity housing and second-hand housing. Non-local residents who have one or more residential properties and fail to provide one-year or longer tax payment certificates or social insurance payment certificates will be barred from purchasing any residential properties located in the administrative areas subject to restrictions. For cities where housing prices are increasing at an excessively high rate, local branches of the PBOC may further raise the down-payment rate and mortgage interest rate for the purchase of a second residential property. In addition, the Notice stipulates that a 20% individual income tax on profits from sales of properties will be strictly enforced. Financial institutions, subject to credit requirements, will prioritize requests for mortgages for ordinary commodity housing construction projects in which medium and small housing units constitute 70% or more of the total units in such construction projects.

In March 2015, the PBOC, CBRC and the MOHURD jointly issued the Circular on Issues concerning Individual Housing Loan Policies 《關於個人住房貸款政策有關問題的通知》. Pursuant to the circular, the minimum down payment ratio is lowered to 40% for the family that owns a residential property and has not paid off its existing mortgage loan applying for a new mortgage loan to purchase another ordinary residential property to improve living conditions and the banks are allowed to decide at their own discretion the down payment ratio and loan interest rate taking into consideration the solvency and credit standing of the borrower. Furthermore, according to a notice jointly issued by the State Administration of Taxation (“SAT”) and the Ministry of Finance (“MOF”), effective from March 31, 2015, a business tax will be levied on the entire sales proceeds from resale of properties if the holding period is shorter than two years, and if the holding period is more than two years, business tax for transfer of ordinary residences will not be imposed, whereas for the transfer of non-ordinary residences (as defined in relevant regulations) business tax shall be paid on the basis of price difference between the sales proceeds and payment for original purchase. According to the Circular on Comprehensively Promoting the Pilot Program of the Collection of Value-added Tax in Lieu of Business Tax (關於全面推開營業稅改徵增值稅試點的通知) (“Circular 36”), which was promulgated by SAT and MOF, the pilot program of the collection of value-added tax in lieu of business tax shall be promoted nationwide in a comprehensive manner as of May 1, 2016. All taxpayers of business tax engaged in the building



industry, the real estate industry, the financial industry and the life service industry shall be included in the scope of the pilot program with regard to payment of value-added tax instead of business tax. Entities and individuals engaged in sales of real property within the territory of the PRC are value-added taxpayers, and shall pay value-added tax rather than business tax according to these measures. We expect that the introduction of these new tax measures will involve a transition period during which regulators and taxpayers adapt to the new tax policies. During such transition period, there could be some uncertainty regarding the implementation of the new tax measures and the calculation of our tax liabilities. We cannot assure you that the implementation of such tax measures will not increase our tax liability or decrease any profits we might have in the future.

We cannot assure you that the PRC government will not adopt more stringent policies, regulations and measures in the future. We are not certain when or whether such tax reforms will be imposed and neither can we assess the adverse impact of such new tax policies on our business operations and financial results. If we fail to adapt our operations to such new policies, regulations and measures that may come into effect from time to time with respect to the real property industry, or such policy changes disrupt our business or cause us to incur additional costs, our business, financial condition, results of operations and prospects may be materially and adversely affected.

**The full-fledged levy of value added tax on revenues from a comprehensive list of service sectors may subject our revenues to an average higher tax rate.**

Pursuant to Circular 36 issued on March 23, 2016, implemented on May 1, 2016 and amended on July 1, 2017 and April 1, 2019 by the MOF and the SAT, PRC tax authorities have started imposing value-added tax on revenues from various service sectors, including the real estate sector, to replace the business tax that co-existed with value-added tax for over 20 years. See “— Our operations are subject to extensive governmental regulations, and in particular, we are susceptible to changes in policies related to the real estate industry in the PRC, and the PRC government may adopt further measures to slow down growth in the real estate sector.” Since the issuance of Circular 36, the MOF and SAT have subsequently issued a series of tax circulars in March and April 2016 to implement the collection of VAT on revenues from construction, real estate, financial services and lifestyle services. The VAT rates applicable to us may be generally higher than the business tax rate we were subject to prior to the implementation of Circular 36. For example, the value-added tax rate for the sale of self-developed real estate projects has increased from 5% (the business tax rate that we were subject to) to 11%. Unlike business tax, the value-added tax is only imposed on added value, which means the input tax incurred from our construction and real estate can be offset from our output tax. However, details of concrete measures are still being formulated in accordance with Circular 36. We are still in the process of assessing the comprehensive impact of the new value-added tax regime on our tax burden, our revenues and results of operations, which remains uncertain.

**Changes in PRC laws and regulations with respect to pre-sale may materially and adversely affect our business performance.**

We depend on cash flows from the pre-sale of properties as an important source of funding for our property development. Under current PRC laws and regulations, property developers must fulfill certain conditions before they can commence pre-sale of the relevant properties and may only use pre-sale proceeds to finance their development. We cannot assure you that the PRC government will not implement further restrictions on property pre-sale, such as imposing additional conditions for obtaining pre-sale permits or imposing further restrictions on the use of pre-sale proceeds. The adoption of any such measures may materially and adversely affect our cash flow position and force us to seek alternative sources of funding to finance our project development.

**We are exposed to pre-sale related contractual and legal risks.**

We make certain undertakings in our sale and purchase agreements, including delivering completed properties and property ownership certificates to the customers within the period stipulated in the sale and purchase agreements. These sale and purchase agreements and the relevant PRC laws and regulations provide for remedies for breach of such undertakings. For example, if we pre-sell a property project and fail to complete that property project, we will be liable to the purchasers for their losses. Should we fail to complete a pre-sale property project on time, our purchasers may seek compensation for late delivery pursuant to either their contracts with us or relevant PRC laws and regulations. If our delay extends beyond a specified period, our purchasers may terminate the sale and purchase agreements and claim compensation. A purchaser may also claim damages against us if the GFA of the relevant unit, as set out in the individual property ownership certificate, deviates by more than 3% from the GFA of that unit set out in his or her contract. We cannot assure you that we will not experience significant delays in the completion and delivery of our projects, nor that the GFA for a delivered unit will not deviate more than 3% from the GFA set out in the relevant pre-sale contract, which may have a material adverse effect on our business, financial condition and results of operations.

**We are required to deliver individual property ownership certificates in a timely manner and the failure to do so may result in claims against us.**

According to the relevant PRC laws and regulations, property developers are typically required to assist purchasers in the registration and application for the relevant individual property ownership certificates within 90 days after delivery of the property or within a time frame set out in the relevant sale and purchase agreements. Property developers, including us, generally elect to specify the deadline for the delivery of the individual property ownership certificates in the sale and purchase agreements to allow sufficient time for the application and approval process. Under current regulations, we are then required to submit requisite governmental approvals in connection with our property development, including land use rights documents, construction work planning permits and certificates of completion, to the local bureau of land resources and housing administration after the receipt of the certificates of completion for the relevant properties and to apply for the general property ownership certificates in respect of these properties. Within regulated periods after delivery of the properties, we are required to submit the relevant sale and purchase agreements and identification documents of the purchasers, together with the general property ownership certificates, for the bureau's review before its issuance of the individual property ownership certificates in respect of the properties purchased. Delay by the various administrative authorities in reviewing the relevant applications and granting the relevant approvals as well as other factors may affect timely delivery of the general, as well as individual, property ownership certificates.

Property developers, including us, may become liable for monetary penalties to purchasers for late delivery of the individual property ownership certificates due to delays in the administrative approval processes or for any other reason beyond our control. We cannot assure you that we will be able to timely deliver all property ownership certificates in the future or that we will not be subject to any liabilities as a result of any late deliveries of property ownership certificates.

**The relevant PRC tax authorities may challenge the basis on which we calculate our land appreciation tax ("LAT") obligations.**

Under PRC laws and regulations, our PRC subsidiaries that are engaged in the property development business are subject to LAT as determined by the local authorities in the location in which each project is located. All income from the transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value as defined in the relevant tax laws. Certain exemptions are available for the sale of ordinary residential properties if the appreciation values do not exceed 20% of the total deductible items



as defined in the relevant tax laws. Sales of commercial properties are not eligible for such an exemption. Whether a property qualifies for the ordinary residential property exemption is determined by the local government. Sales of higher-end properties and commercial properties are generally assessed at higher appreciation values, and are therefore generally subject to higher LAT rates. On December 28, 2006, the SAT promulgated the Notice on the Settlement Management of Land Appreciation Tax on Real Estate Enterprises 《關於房地產開發企業土地增值稅清算管理有關問題的通知》, which took effect on February 1, 2007 and has been amended on June 15, 2018. Such notice provides further clarifications as to the settlement of LAT. Local provincial tax authorities can formulate their own implementation rules according to the notice and local situations. On May 12, 2009, the SAT issued the Regulations of Land Appreciation Tax Settlement Administration 《土地增值稅清算管理規程》 effective on June 1, 2009, which further clarifies the specific conditions and procedures for the settlement of LAT. On May 25, 2010, the SAT published the Circular on Strengthening the Collection and Administration of Land Appreciation Tax 《關於加強土地增值稅徵管工作的通知》 to require all local governments to formulate the tax rate and strengthen provisional LAT taxation. According to this circular, the provisional LAT rate of provinces in the eastern region shall not be lower than 2%, while the provinces in the middle and northeastern region shall not be lower than 1.5% and the provinces in western region shall not be lower than 1%. The local governments shall determine the provisional LAT rate applicable to different types of real estate. We estimate and make provisions for the full amount of applicable LAT in accordance with the requirements set out in the relevant PRC tax laws and regulations, but only prepay 1.0% to 5.0% of the pre-sale proceeds each year as required by the local tax authorities under prevailing practice. For 2017, 2018 and 2019, we made provisions for LAT in the amount of RMB2,123.9 million, RMB3,676.5 million and RMB2,631.6 million (US\$378.0 million), respectively.

We estimate and make provision for the amount of applicable LAT at the time the relevant property sales revenue is recognized and recorded in our books, but actual LAT payment will only be made at the time specified by the relevant PRC tax laws and regulations. We cannot assure you that the local tax authorities will agree with the basis on which we calculate our LAT obligations. In addition, we cannot assure you that the applicable tax rate for LAT will not increase, or that the PRC government or local tax authorities will not abolish the authorized taxation method, or that we will be able to obtain approval in the future to use the authorized taxation method. If the relevant tax authorities determine that a higher amount of LAT should be paid, our business, financial condition and results of operations may be materially and adversely affected.

Furthermore, relevant notices issued by the PRC government relating to the settlement of LAT allow provincial tax authorities to formulate their own implementation rules according to the local situation. If the implementation rules promulgated in the cities in which our projects are located require us to settle all unpaid LAT at the same time, or impose other conditions, our business, financial conditions and results of operations may be materially and adversely affected.

**Our transfer of funds into China to finance our development projects is subject to approval by the PRC government and, as a result, the deployment of funds raised in offshore financing in our business may be delayed.**

Equity contributions by us and our non-PRC subsidiaries to our PRC subsidiaries will require approvals or record-filing from the commerce department of the local government and registration with the relevant local branch of the State Administration of Industry and Commerce (“SAIC”), which may take considerable time and delay the actual contribution of funds to our PRC subsidiaries.

In recent years, in an effort to cool down its economy, the PRC government has introduced a series of rules and measures, including those aimed at controlling the inflow of foreign funds into the property development industry or for property speculation. The transfer of our net proceeds from this offering into China will be subject to such PRC governmental approval process.

On May 23, 2007, the China's Ministry of Commerce ("MOFCOM") and the State Administration of Foreign Exchange ("SAFE") jointly promulgated the Notice on Further Reinforcing and Regulating the Approval and Supervision on Foreign Direct Investment in the Real Estate Industry 《關於進一步加強、規範外商直接投資房地產業審批和監管的通知》, often known as "Notice No. 50," pursuant to which, prior to obtaining approval for the establishment of an Foreign Investment Real Estate Enterprise (hereinafter referred to as "FIREE"), either (i) both the land use rights certificates and property ownership certificates must have been obtained, or (ii) contracts for obtaining land use rights or property ownership must have been entered into. In addition, a foreign-invested enterprise needs to obtain approval before expanding its business scope into the real estate sector or engaging in a new real estate development project. Pursuant to Notice No. 50, we must first enter into land grant contracts before we may apply for the establishment of a new FIREE. Alternatively, if we elect to engage in any new real estate project development through an existing FIREE, we must first apply to the relevant PRC governmental authorities to expand the scope of business or scale of operations of such FIREE. In any event, we must file with MOFCOM and wait until such filing is complete before we could transfer the proceeds into China for the property development. We cannot assure you how long the filing process will take.

On June 18, 2008, MOFCOM promulgated the "Notice on Better Implementation of the Filing of Foreign Investment in the Real Estate Industry" 《關於做好外商投資房地產業備案工作的通知》, according to which MOFCOM authorizes provincial departments in charge of commerce to verify the record-filing materials of property development projects with foreign investment. These new regulations effectively prohibit us from injecting funds raised offshore into our PRC project companies by way of shareholder loans. Without this flexibility, to transfer funds to and from our PRC subsidiaries in the form of loans and interest or loan payments, respectively, we cannot assure you that the dividend payments from our PRC subsidiaries will be available, if applicable, on each payment of distributions or arrears of distributions under the Notes, or on a redemption date or the maturity date to pay for the principal of the Notes.

We cannot assure you that we will obtain in a timely manner all relevant necessary approval certificates, record-filing or registration for all our operating subsidiaries in the PRC to deploy the proceeds of this offering or other offshore financing into our business in the PRC, which may adversely affect the financial condition of our PRC subsidiaries and may cause delays to the development undertaken by such PRC subsidiaries. Furthermore, we cannot assure you that the PRC government will not introduce new policies that further restrict our ability to deploy, or that prevent us from deploying, in China the funds raised outside of China. Therefore, we may not be able to use all or any of the capital that we may raise outside China to finance our projects in a timely manner or at all. Failure to obtain such governmental approvals, record-filing and registration or material delays in the approval or registration process may also result in foreign exchange loss as well as administrative penalties, thereby adversely affecting our business, financial condition and results of operations.

**Our property development business is subject to claims under statutorily mandated quality warranties.**

Under Regulations on the Administration of Quality of Construction Works 《建設工程質量管理條例》, all property development companies in the PRC must provide certain quality warranties for the properties they construct or sell. We are required to provide these warranties to our customers. We may sometimes receive quality warranties from third-party contractors we hire to construct our development projects. If a significant number of claims are brought against us under our warranties and if we are unable to obtain reimbursement for such claims from third-party contractors in a timely manner or at all, or if the retention money retained by us is not sufficient to cover our payment obligations under the

quality warranties, we could incur significant expenses to resolve such claims or face delays in correcting the related defects, which may in turn harm our reputation and have a material and adverse effect on our business, financial condition and results of operations.

**The property market in the PRC is still at a relatively early stage of development.**

The property development industry and ownership of private property in the PRC are still in a relatively early stage of development. Although demand for private residential property in the PRC has been growing rapidly in recent years, such growth is often coupled with volatility in market conditions and fluctuation in property prices. We cannot predict how much and when demand will develop, as many social, political, economic, legal and other factors may affect the development of the market. The level of uncertainty is increased by limited availability of accurate financial and market information as well as the overall low level of transparency in the PRC.

The lack of an effective liquid secondary market for residential property may discourage investors from acquiring new properties because resale is not only difficult, but can also be a long and costly process. The limited amount of property mortgage financing available to PRC individuals compounded by the lack of security of legal title and enforceability of property rights may further inhibit demand for residential developments.

**Certain facts and statistics are derived from publications not independently verified by us, the Initial Purchasers or our or their respective advisors.**

Facts and statistics in this offering memorandum relating to China's economy and the industries in which we operate are derived from publicly available and third-party professional sources. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by us, the Initial Purchasers or their advisors and, therefore, we or the Initial Purchasers make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside China. Due to ineffective calculation and collection methods and other problems, the facts and statistics herein may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

**RISKS RELATING TO THE PRC**

**Any adverse change in the political and economic policies of the PRC government may materially and adversely affect our business, prospects, financial condition and results of operations and may result in our inability to sustain our growth and expansion strategies.**

Substantially all of our business and operations are conducted in China. Accordingly, our business, financial condition, results of operations and prospects are, to a significant degree, subject to economic, political and social developments in China. The Chinese economy differs from the economies of most developed countries in many respects, including the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth through allocation of resources, controlling payment of foreign currency denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Certain measures taken by the PRC

government to guide the allocation of resources may benefit the overall economy of China but may, however, also have a negative effect on us. For example, our business, financial condition, results of operations and prospects may be adversely affected by government control over capital investments, changes in tax regulations that are applicable to us, change in interest rates and statutory reserve rates for banks or government control in bank lending activities. Further, in May 2017, Moody's Investors Service downgraded China's sovereign credit rating for the first time since 1989 and changed its outlook from stable to negative, citing concerns on the country's rising levels of debt and expectations of slower economic growth. In September 2017, S&P Global Ratings downgraded China's sovereign credit rating for the first time since 1999, citing similar concerns. The full impact of such actions by international rating agencies remains to be seen, but the perceived weaknesses in China's economic development model, if proven and left unchecked, would have profound implications. If China's economic conditions worsen, or if the banking and financial systems experience difficulties from over indebtedness, businesses in China may face a more challenging operating environment.

The global economic slowdown and turmoil in the global financial markets could have a negative impact on the world economy. In the United Kingdom, a remain-or-leave referendum on its membership within the European Union was held in June 2016, the result of which favored the exit of the United Kingdom from the European Union ("Brexit"). On January 31, 2020, the United Kingdom officially exited the European Union following a UK-EU Withdrawal Agreement signed in October 2019. The United Kingdom and the European Union will have a transition period until December 31, 2020 to negotiate, among others, trade agreements in details. Given the lack of precedent and uncertainty of the negotiation, the effect of Brexit remains uncertain, and Brexit has and may continue to create negative economic impact and increase volatility in the global market.

**Inflation in China may have a material adverse effect on our business, financial condition and results of operations.**

While the PRC economy has experienced rapid growth, such growth has been uneven among various sectors of the economy and in different geographic areas of the country. Rapid economic growth can lead to growth in money supply and inflation. If prices of our properties rise at a rate that is insufficient to compensate for the rise in our costs, our business, financial condition and results of operations may be materially and adversely affected. To control inflation in the past, the PRC government has imposed control on bank credits, limits on loans for fixed assets and restrictions on state bank lending. Such an austerity measure can lead to a slowdown in the economic growth and may materially and adversely affect our business, financial condition and results of operations.

**The PRC legal system is less developed than legal systems in certain other jurisdictions and embodies inherent uncertainties, such as the uncertainties associated with the implementation of the NDRC Notice that could have adverse consequences for the Issuer, the Notes and the holders of the Notes.**

Our operations are conducted in the PRC. The PRC legal system is based on written statutes and thus prior court decisions can only be cited as reference and have limited use as precedents. Since the late 1970s, the PRC government has been developing a comprehensive system of laws, regulations and rules in relation to economic matters.

However, due to the fact that these laws, regulations and rules have not been fully developed, and because of the limited volume of published cases and their non-binding nature, the interpretation and enforcement of these laws, regulations and rules involve some degree of uncertainty with respect to the outcome of any legal action that may be taken against us in the PRC. The interpretation of statutes, regulations and rules may also be subject to government policies which can change to reflect domestic political factors. For example, we have registered the issuance of the Notes with the NDRC with reference to the NDRC Notice and are required to file a post-issuance report with the NDRC within 10

working days in the PRC pursuant to the registration certificate. As the NDRC Notice is a new regulation, there are still uncertainties regarding its interpretation, implementation and enforcement by the NDRC. If we fail to complete such filing in accordance with the relevant requirements due to any change in such regulation, we may be subjected to penalties or other enforcement actions by relevant PRC government authorities. In addition, the administration of the NDRC Notice may be subject to a certain degree of executive and policy discretion by the NDRC. However, there is no assurance that we will be able to comply with the NDRC requirements to provide the notification of the particulars of the issue of the Notes to the NDRC within the prescribed timeframe. The NDRC Notice does not expressly state the legal consequences of non-compliance with such post-issue notification requirements, therefore there is no assurance that the failure to comply with the NDRC requirements would not result in any adverse consequences for us, the Notes or the investors in the Notes. There is also no assurance that the registration with the NDRC will not be revoked or amended in the future or that future changes in PRC laws and regulations will not have a negative impact on the performance or validity and enforceability of the Notes in the PRC.

In addition, the PRC legal system is based, in part, on governmental policies and internal rules (some of which are not published on a timely basis or at all) that may have a retroactive effect. Furthermore, we may be deemed to have violated certain policies or rules for the actions of our counterparties in various transactions even if we are not aware of whether our counterparties are acting in compliance with applicable PRC laws and regulations. As a result, we may not be aware of actual or deemed violations of such policies and rules until some time after such violations have taken place. In addition, due to the limited volume of published cases and the non-binding nature of prior court decisions, the outcome of dispute resolution may not be as consistent or predictable as in other more developed jurisdictions, which may limit the legal protection available to us. Furthermore, any litigation we undertake in the PRC, regardless of its outcome, may be protracted and result in substantial costs to us and diversion of both our resources and management attention.

**The Administrative Measures for the Outbound Investment by Enterprises (the “NDRC Order No. 11”) was promulgated by the NDRC on December 26, 2017, and will take effective as from March 1, 2018.**

Under the NDRC Order No. 11, where an investor launches a large-scale non-sensitive project, which refers to a non-sensitive project wherein the Chinese investment amounts to USD 300 million or above, through an overseas company under its control, it shall submit a report form on the large-scale non-sensitive project through the network system established by the NDRC prior to the implementation of the project. Furthermore, NDRC Order No. 11 applies *mutatis mutandis* to the investments in Hong Kong, Macao or Taiwan made by investors directly or through enterprises under their control, and applies *mutatis mutandis* to the outbound investments by domestic natural persons through overseas enterprises under their control or enterprises located in Hong Kong, Macao or Taiwan.

NDRC shall establish a record for illegal and non-compliant activities in outbound investments, release and update the activities of enterprises that violate NDRC Order No. 11 and the corresponding punitive measures, incorporate the information into the integrity information sharing platform, the national publicity system for enterprise integrity information, and the website of Integrity in China, and take joint disciplinary actions in conjunction with related authorities and bodies.

**PRC regulations relating to acquisition of PRC companies by offshore holding companies may limit our ability to acquire PRC companies and may materially and adversely affect the implementation of our acquisition strategies as well as our business and prospects.**

The Provisions on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investments 《關於外國投資者併購境內企業的規定》 issued by six PRC ministries and commissions, effective September 8, 2006 and revised on June 22, 2009, also known as “The M&A Provisions,” provide rules



with which foreign investors must comply should they seek to (i) purchase the equities of the shareholders of a domestic non-foreign-funded enterprise, or subscribe to the increased capital of a domestic non-foreign-funded enterprise, and thus change the domestic non-foreign-funded enterprise into a foreign-funded enterprise, or (ii) set up a foreign-funded enterprise to acquire assets from a domestic enterprise, or acquire assets from a domestic enterprise and set up a foreign-funded enterprise by contribution of the acquired assets. The M&A Provisions stipulate that the business scope upon acquisition of a domestic enterprise must conform to the Catalogue for the Guidance of Foreign Investment Industries (2017 version) 《外商投資產業指導目錄》(2017年修訂) promulgated by the NDRC and MOFCOM. The Negative list for the access of foreign investment in the Catalogue 2017 is replaced by the Special Administrative Measures (Negative List) for Foreign Investment Access (Edition 2018), or the Negative List 2018, which was promulgated by MOFCOM and NDRC on June 28, 2018. The M&A Provisions also provide for the takeovers procedures for equity interests in domestic enterprises.

There are uncertainties as to how the M&A Provisions will be interpreted or implemented. If we decide to acquire a PRC enterprise, we cannot assure you that we or the owners of such PRC enterprise can successfully complete all necessary approval requirements under the M&A Provisions. This may restrict our ability to implement our acquisition strategies and may materially and adversely affect our business, financial condition and results of operations.

**Failure to comply with the SAFE regulations relating to special purpose vehicles by our beneficial owners may materially and adversely affect our business operations, limit our ability to inject capital into our PRC subsidiaries, limit the ability of our PRC subsidiaries to distribute profit to us or subject us to fines.**

The SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Offshore Investment and Financing and Round Trip Investment via Special Purpose Vehicles 《關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》(the “Circular 37”) and its implementation guidelines in July 2014, which abolishes and supersedes the SAFE’s Circular on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Round Trip Investment via Overseas Special Purpose Vehicles 《關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》(the “Circular 75”) and its related implementation rules and guidelines. Pursuant to the Circular 37 and its implementation guidelines, PRC residents (including PRC institutions and individuals) must register with local branches of SAFE in connection with their direct or indirect offshore investment in an overseas special purpose vehicle (an “SPV”) directly established or indirectly controlled by PRC residents for the purposes of offshore investment and financing with their legally owned assets or interests in domestic enterprises, or their legally owned offshore assets or interests. Such PRC residents are also required to amend their registrations with SAFE when there is a significant change to the registered SPV, such as changes of its PRC resident individual shareholder, name, operation period or other basic information or the PRC individual resident’s increase or decrease of its capital contribution in the SPV, or any share transfer or exchange, merger, division of the SPV.

Under this regulation, our individual controlling shareholders are required to comply with foreign exchange registration requirements in all material respects in connection with our investments and financing activities. If our individual controlling shareholders or we fail to comply with the relevant SAFE requirements, such failure may subject our individual controlling shareholders or us to fines and legal sanctions, restrict our ability to inject capital into our subsidiaries in the PRC or limit the ability of our subsidiaries in the PRC to distribute profit to us, which as a result may materially and adversely affect our business, financial condition and results of operations.

**PRC regulations on provisions of loans and direct investments by offshore holding companies to PRC entities may delay or prevent us from using proceeds we receive from this offering to make loans or additional capital contributions to our PRC subsidiaries.**

On March 30, 2015, SAFE promulgated Circular of the State Administration of Foreign Exchange on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知) (the “Circular 19”), which became effective on June 1, 2015. On June 9, 2016, SAFE promulgated the Circular of the State Administration of Foreign Exchange on Reforming and Regulating the Management Policies Regarding the Settlement under Capital Account (國家外匯管理局關於改革和規範資本專案結匯管理政策的通知) (the “Circular 16”). Pursuant to the Circular 19 and the Circular 16, the foreign exchange capital of foreign-invested enterprises shall be subject to the discretionary foreign exchange settlement, which refers to that the foreign exchange capital in the capital account of foreign-invested enterprises for which the confirmation of rights and interests of monetary contribution by the local foreign exchange bureau (or the book-entry registration of monetary contribution by the banks) has been handled can be settled at the banks based on the actual operation needs of the enterprises. The proportion of discretionary settlement of foreign exchange capital of foreign-invested enterprises is temporarily determined as 100 per cent. SAFE can adjust the aforementioned proportion in due time based on the situation of international balance of payments.

As an offshore holding company of our PRC subsidiaries, our Company may make loans to our PRC subsidiaries, or we may make additional capital contributions to our PRC subsidiaries by utilizing the proceeds we receive from this offering, subject to the foreign investment regulations in the PRC and registration or approval with the PRC Government. We cannot assure you that we will be able to obtain these governmental registrations or approvals on a timely basis, if at all, with respect to our future loans or capital contributions to our PRC subsidiaries or any of their respective subsidiaries. If we fail to receive such registrations or approvals, our ability to use the proceeds received from this offering and to fund our PRC operations may be negatively affected, which may materially and adversely affect our liquidity and ability to expand our business.

**We may be deemed to be a PRC tax resident enterprise under the EIT Law, which could result in unfavorable tax consequences to us and our non-PRC holders of the Notes.**

The EIT Law and the implementation regulations to the EIT Law issued by the PRC State Council became effective on January 1, 2008. Under the EIT Law, enterprises established outside China whose “de facto management bodies” are located in China are considered “resident enterprises” and will generally be subject to a uniform 25% EIT on their worldwide income. Under the EIT Rules, “de facto management bodies” are defined as bodies that have material and overall management control over the business, personnel, accounts and properties of an enterprise. Substantially all of our management is currently based in China and may remain in China. Therefore, we may be treated as a PRC resident enterprise for EIT purposes and thus be subject to EIT at a rate of 25% on our worldwide income. However, a PRC resident enterprise is exempt from tax on dividend income received from qualified resident enterprises. The tax consequences to us in the case that we are treated as a PRC resident enterprise are not entirely clear, as they will depend on the implementation regulations and how local tax authorities apply or enforce the EIT Law and the EIT Rules. Furthermore, if we are treated as a PRC “resident enterprise”, we may be obligated to withhold PRC income tax, generally at a rate of 10%, on interest paid on the Notes to investors that are “non-resident enterprises,” because the payments may be regarded as being derived from sources within the PRC. In the case of “non-resident individual” investors, the PRC income tax on interest paid may be imposed and withheld at a rate of 20%. Any PRC tax liability described above may be reduced to the extent provided under applicable tax treaties. If we are required under the PRC tax laws to withhold PRC tax on our payments of interest to noteholders who are “nonresident,” we will be required, subject to certain exceptions, to pay such additional



amounts as will result in receipt by the holder of each Note of such amounts as would have been received by such holder had no such withholding been required. The requirement to pay additional amounts will increase the cost of servicing interest payments on the Notes, and could have a material adverse effect on our ability to pay interest on, and repay the principal amount of, the Notes, as well as our profitability and cash flow. If we fail to do so, we may be subject to fines and other penalties. Further, if we are treated as a PRC “resident enterprise”, any gain realized by a “non-resident” investor from the transfer of the Notes may be regarded as being derived from sources within the PRC and accordingly may be subject to a 10% PRC tax for “non-resident enterprise” investors or a 20% PRC tax for “non-resident individual” investors.

**Governmental control of currency conversion may affect the value of your investment.**

The PRC government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. We receive substantially all our revenues in Renminbi. Under our current structure, our income is primarily derived from dividend payments from our PRC subsidiaries. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations, if any. Under existing PRC foreign exchange regulations, payments of certain current account items can be made in foreign currencies without prior approval from the local branch of the SAFE by complying with certain procedural requirements. However, approval from appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of indebtedness denominated in foreign currencies, including the Notes. The restrictions on foreign exchange transactions under capital accounts could also affect our subsidiaries’ ability to obtain foreign exchange through debt or equity financing, including by means of loans or capital contribution from us. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands and our subsidiaries is not able to pay dividends in foreign currencies to us, we then may not be able to service our debt obligations denominated in foreign currencies, including the Notes.

**Holders of the Notes may experience difficulties in effecting service of legal process and enforcing judgments against us and our management.**

Substantially all of our operating subsidiaries are incorporated under PRC laws, and substantially all of our assets are located in the PRC. In addition, most of our directors and officers reside within the PRC, and substantially all of their assets are located within the PRC. As a result, it may not be possible to effect service of process in connection with disputes brought in the courts outside the PRC on, or to enforce judgments obtained from non-PRC courts against, us or our management who reside in the PRC. Moreover, our PRC counsel has advised us that the PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts in civil and commercial cases with the United States, the United Kingdom, the Cayman Islands, Japan or most other western countries. Therefore, it may be difficult for you to enforce against us or our directors or officers in the PRC any judgments obtained from non-PRC courts.

**Natural Disaster, acts of God, acts of war, epidemics, such as severe acute respiratory syndrome (SARS), H5N1 or H7N9 avian flu, Ebola virus disease (Ebola) or H1N1 influenza, and other disasters may affect our business.**

Our business is subject to general and social conditions in the PRC. Natural disasters, epidemics, acts of God and other disasters that are beyond our control may materially and adversely affect the economy, infrastructure and livelihood of the people of the PRC. Some cities in the PRC are under the

threat of flood, earthquake, rainstorm, typhoon, sandstorm or drought. Our business, financial condition and operating results may be materially and adversely affected if any of these natural disasters occurs in the areas in which we operate.

Epidemics threaten people's lives and may materially and adversely affect their livelihoods as well as living and consumption patterns. The occurrence of an epidemic is beyond our control and there is no assurance that the outbreak of SARS, H5N1 or H7N9 avian flu, Ebola or H1N1 influenza will not happen again. Any epidemic occurring in areas in which we operate, or even in areas in which we do not operate, may materially and adversely affect our business, financial condition and results of operations.

Acts of war and terrorist attacks may cause damage or disruption to us, our employees, facilities, our distribution channels, markets, suppliers and customers, the occurrence of any of which may materially and adversely affect our business, revenue, cost of sales, financial condition and results of operations. Potential wars or terrorist attacks may also cause uncertainties and cause our business to suffer in ways that we cannot currently predict.

## **RISKS RELATING TO THE NOTES**

**We are a holding company and payments with respect to the Notes are structurally subordinated to liabilities, contingent liabilities and obligations of our subsidiaries.**

We are a holding company with no material operations. We conduct our operations through our PRC subsidiaries. The Notes will not be guaranteed by any current or future PRC subsidiaries or by certain other Non-Guarantor Subsidiaries. Our primary assets are loans to and ownership interests in our PRC subsidiaries, which are held through the Subsidiary Guarantors. The Subsidiary Guarantors do not have material operations. Accordingly, our ability to pay principal and interest on the Notes and the ability of the Subsidiary Guarantors to satisfy their obligations under the Subsidiary Guarantees will depend upon our receipt of principal and interest payments on the intercompany loans and distributions of dividends from our subsidiaries. See also “— Risks Relating to the PRC — Governmental control of currency conversion may affect the value of your investment.”

Creditors including trade creditors of our PRC subsidiaries and any holders of preferred shares in such entities would have a claim on such subsidiaries' assets that would be prior to the claims of holders of the Notes. As a result, our payment obligations under the Notes are effectively subordinated to all existing and future obligations of such subsidiaries, and all claims of creditors of our PRC subsidiaries will have priority as to the assets of such entities over our claims and those of our creditors, including holders of the Notes. As of December 31, 2019, our PRC subsidiaries had indebtedness in the amount of RMB59,359.2 million (US\$8,526.4 million) and capital commitments and contingent liabilities arising from guarantees of approximately RMB5,459.2 million (US\$784.2 million) and RMB22,444.8 million (US\$3,224.0 million), respectively. See “Description of Other Material Indebtedness and Obligations.” The Notes and the Indenture do not restrict the ability of our subsidiaries to issue certain categories of guarantee in the ordinary course of business. In addition, our secured creditors or those of any Subsidiary Guarantor would have priority as to our assets or the assets of such Subsidiary Guarantor securing the related obligations over claims of holders of the Notes.

**The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) are unsecured obligations.**

As the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) are unsecured obligations, the ability of the Company, the Subsidiary Guarantors or JV Subsidiary Guarantors (if any) to fulfill its or their financial obligations may be compromised if:

- the Company, any Subsidiary Guarantor or JV Subsidiary Guarantor (if any) enters into bankruptcy, liquidation, reorganization or other winding-up proceeding;
- there is a default in payment under secured indebtedness or other unsecured indebtedness of the Company, any Subsidiary Guarantor or JV Subsidiary Guarantor (if any); or
- there is an acceleration of any indebtedness of the Company, any Subsidiary Guarantor or JV Subsidiary Guarantor (if any).

If any of these events occur, the assets of the Company and the Subsidiary Guarantors and the JV Subsidiary Guarantees (if any) may not be sufficient to pay amounts due on the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any).

**The Trustee may request the holders of the Notes to provide an indemnity and/or security and/or prefunding to its satisfaction.**

In certain circumstances, the Trustee may request holders of the Notes to provide an indemnity and/or security and/or prefunding to its satisfaction before it will take actions on their behalf. The Trustee will not be obliged to take any such actions and/or steps and/or institute proceedings if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions and/or steps can be taken and/or such proceedings can be instituted. Further, the Trustee may not be able to take actions and/or steps and/or institute proceedings, notwithstanding the provision of an indemnity or security or prefunding to it, in breach of the terms of the Indenture or in circumstances where there is uncertainty or dispute as to applicable laws and regulations. In such circumstances, to the extent permitted by any applicable agreements or applicable laws, it will be for the holders of the Notes to take such actions and/or steps and/or institute proceedings directly.

**We have substantial indebtedness and may incur substantial additional indebtedness in the future, which could adversely affect our financial health and our ability to generate sufficient cash to satisfy our outstanding and future debt obligations.**

We now have, and will continue to have after the offering of the Notes, a substantial amount of indebtedness. As of December 31, 2017, 2018 and 2019, our total bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB33,113.0 million, RMB49,903.6 million and RMB65,082.2 million (US\$9,348.5 million), respectively. As of December 31, 2019, we also had outstanding the 2015 Notes, Existing Notes (other than the January 2020 Notes), the Second Tranche of 2015 Onshore Bonds, the Second Tranche of 2016 Onshore Bonds, the 2018 Onshore Bonds, the First and Second Tranche of 2018 Onshore Corporate Bonds, the August 2017 Perpetual Securities and the December 2017 Perpetual Securities with carrying amounts of RMB42,499.9 million (US\$6,104.7 million). Subsequent to December 31, 2019, we issued the January 2020 Notes in the aggregate principal amount of US\$567,000,000. See “Description of Other Material Indebtedness and Obligations” for details on the outstanding loans and other indebtedness.

Our substantial indebtedness could have important consequences to you. For example, it could:

- limit our ability to satisfy our obligations under the Notes and other debt;
- increase our vulnerability to adverse general economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to servicing and repaying our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and for other general corporate purposes;
- limit our flexibility in planning for or reacting to changes in our businesses and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- limit, along with the financial and other restrictive covenants of our indebtedness, among other things, our ability to borrow additional funds; and
- increase the cost of additional financing.

In the future, we may from time to time incur substantial additional indebtedness and contingent liabilities. Although the Indenture restrict us and our Restricted Subsidiaries from incurring additional debt and contingent liabilities, these restrictions are subject to important exceptions and qualifications. For example, under the Notes, we may incur additional indebtedness if we can, among other things, satisfy the Fixed Charge Coverage Ratio. The Fixed Charge Coverage Ratio is derived by dividing Consolidated EBITDA by Consolidated Fixed Charges. Consolidated Fixed Charges comprises of Consolidated Interest Expense and dividends paid on any Disqualified Stock or Preferred Stock of the Company or any Restricted Subsidiary. Because our definition of Consolidated Interest Expense, with respect to interest accruing on indebtedness of any person other than the Company or any Restricted Subsidiary, only includes interest that has become due and payable by the Company or any Restricted Subsidiary, our Consolidated Fixed Charges would be substantially lower, and therefore our ability to incur additional debt under such covenant could be substantially larger, when compared to other similarly situated PRC high yield issuers whose covenant typically includes such interest regardless of whether it has become due and payable by the Company or any Restricted Subsidiary or not. If we or our subsidiaries incur additional debt, the risks that we face as a result of our already substantial indebtedness and leverage could intensify.

Our ability to generate sufficient cash to satisfy our outstanding and future debt obligations will depend upon our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, many of which are beyond our control. If we are unable to service our indebtedness, we will be forced to adopt an alternative strategy that may include actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing our indebtedness or seeking equity capital. These strategies may not be instituted on satisfactory terms, if at all.

In addition, the terms of the Indenture prohibit us from incurring additional indebtedness unless (i) we are able to satisfy certain financial ratios or (ii) we are able to incur such additional indebtedness pursuant to any of the exceptions to the financial ratios requirements, and meet any other applicable restrictions. Our ability to meet our financial ratios may be affected by events beyond our control. We cannot assure you that we will be able to meet these ratios. Certain of our other financing arrangements also impose operating and financial restrictions on our business. See “Description of Other Material Indebtedness and Obligations.” Such restrictions in the Notes and our other financing arrangements may negatively affect our ability to react to changes in market conditions, take advantage of business

opportunities, obtain future financing, fund required capital expenditures, or withstand a continuing or future downturn in our business. Any of these factors could materially and adversely affect our ability to satisfy our obligations under the Notes and other debt.

**Our subsidiaries are subject to restrictions on the payment of dividends and the repayment of intercompany loans or advances to us and our subsidiaries.**

As a holding company, we depend on the receipt of dividends and the interest and principal payments on intercompany loans or advances from our subsidiaries, including our PRC subsidiaries, to satisfy our obligations, including our obligations under the Notes. The ability of our subsidiaries to pay dividends and make payments on intercompany loans or advances to their shareholders is subject to, among other things, distributable earnings, cash flow conditions, restrictions contained in the articles of association of our subsidiaries, applicable laws and restrictions contained in the debt instruments of such subsidiaries. See “Description of Other Material Indebtedness and Obligations.” In addition, if any of our subsidiaries raises capital by issuing equity securities to third parties, dividends declared and paid with respect to such shares would not be available to us to make payments on the Notes. Further, certain loan agreements and financing agreements obtained by our PRC subsidiaries from lenders in the PRC contain provisions that restrict or prohibit the payment or declaration of dividends or distributions. These restrictions could have a negative impact on the calculation of our EBITDA and could also reduce the amounts that we receive from our subsidiaries, which would restrict our ability to meet our payment obligations under the Notes and the ability of the Subsidiary Guarantors or the JV Subsidiary Guarantees (if any) to satisfy their obligations under the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). See “Description of Other Material Indebtedness and Obligations.”

PRC laws and regulations permit payment of dividends only out of accumulated profits as determined in accordance with PRC accounting standards and regulations. Our PRC subsidiaries are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund certain reserves that are not distributable as cash dividends by the board of directors. In addition, dividends paid by our PRC subsidiaries to their non-PRC parent companies are subject to a 10% withholding tax, unless there is a tax treaty between the PRC and the jurisdiction in which the overseas parent company is incorporated that specifically exempts or reduces such withholding tax. Pursuant to a double tax treaty between Hong Kong and the PRC, if the non-PRC parent company is a Hong Kong resident and directly holds a 25% or more interest in the PRC enterprise, such withholding tax rate may be lowered to 5%. However, according to a Circular of the PRC SAT dated October 27, 2009, tax treaty benefits will be denied to “conduit” or shell companies without substantive business activities. As a result of such limitations, there could be timing limitations on payments from our PRC subsidiaries to meet payments required by the Notes or satisfy our obligations under the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any), and there could be restrictions on payments required to redeem the Notes at maturity or as required for any early redemption.

Furthermore, in practice, the market interest rate that our PRC subsidiaries can pay with respect to offshore loans generally may not exceed comparable interest rates in the international finance markets. The interest rates on shareholders’ loans paid by our subsidiaries, therefore, are likely to be lower than the interest rate for the Notes. Our PRC subsidiaries are also required to pay a 10% (or 7% if the interest is paid to a Hong Kong resident, subject to approval by local tax authorities) withholding tax on our behalf on the interest paid under any shareholders’ loans. PRC regulations require our non-PRC subsidiaries making shareholder loans in foreign currencies to our PRC subsidiaries to be registered with the SAFE. Prior to payment of interest and principal on any such shareholder loan, the PRC subsidiaries must present evidence of payment of the withholding tax on the interest payable on any such shareholder loan and evidence of registration with the SAFE, as well as any other documents that the SAFE or its local branch may require.

As a result of the foregoing, we cannot assure you that we will have sufficient cash flow from dividends or payments on intercompany loans or advances from our subsidiaries to satisfy our obligations under the Notes or the obligations of the Subsidiary Guarantors under the Subsidiary Guarantees. Any limitation on the ability of our PRC subsidiaries to pay dividends to us may also materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses or otherwise fund and conduct our business.

**Our payment obligations under the Notes will be subordinated to all existing and future obligations of the Designated Non-Guarantors, including, without limitation, the Existing Notes**

The Designated Non-Guarantors, being certain Restricted Subsidiaries that are guaranteeing the Existing Notes and other indebtedness, will not guarantee the Notes. See “Description of the Notes — Definitions — Designated Non-Guarantor.” As a result, our payment obligations under the Notes will effectively be subordinated to all existing and future obligations of such Restricted Subsidiaries, including the Existing Notes and certain offshore indebtedness which are guaranteed by such Restricted Subsidiaries, and all claims of creditors of such Restricted Subsidiaries will have priority as to the assets of such entities over our claims and those of our creditors.

**We may be subject to risks presented by fluctuations in exchange rates between the Renminbi and other currencies, particularly the U.S. dollar.**

Certain of our indebtedness are denominated in U.S. dollars, while substantially all of our revenues are generated by our PRC operating subsidiaries and are denominated in Renminbi. Pursuant to reforms of the exchange rate system announced by the PBOC on July 21, 2005, Renminbi-to-foreign currency exchange rates are allowed to fluctuate within a narrow and managed band against a basket of foreign currencies, rather than being effectively linked to the U.S. dollar. Further, from May 18, 2007, the PBOC enlarged the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar from 0.3% to 0.5% around the central parity rate, effective on May 21, 2007. This allows the Renminbi to fluctuate against the U.S. dollar by up to 0.5% above or below the central parity rate published by the PBOC. The PBOC announced its intention to proceed with the reform of the Renminbi exchange rate regime to increase the Chinese currency’s exchange rate flexibility on June 19, 2010. The floating band was further widened to 1.0% on April 16, 2012. These changes in currency policy resulted in the Renminbi appreciating against the U.S. dollar and the H.K. dollar by approximately 33.0% and 36.5% from July 21, 2005 to December 31, 2014, respectively. On March 17, 2014, the PBOC further widened the floating band against the U.S. dollar to 2.0%. On August 11, 2015, the Renminbi depreciated significantly after the PBOC moved to devalue the Renminbi against the U.S. dollar and announced a policy change allowing a more market-based determination of the official fixing rate. The PRC government may adopt further reforms of its exchange rate system, including making the Renminbi freely convertible in the future. If such reforms were implemented and resulted in devaluation of the Renminbi against the U.S. dollar, our financial condition and results of operations could be adversely affected because of our substantial U.S. dollar-denominated indebtedness and other obligations. Such a devaluation could also adversely affect the value, translated or converted into U.S. dollars or otherwise, of our earnings and our ability to satisfy our obligations under our indebtedness denominated in U.S. dollars and other indebtedness denominated in foreign currencies. Starting in early 2016, we adopted a hedging policy to actively manage our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness and entered into U.S. dollar versus offshore Renminbi capped forward contracts to hedge certain of our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness. However, our protection against Renminbi depreciation will be limited up to capped rates specified in the relevant contracts and may not be able to hedge against all of our foreign exchange rate risk. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Quantitative and Qualitative Disclosure of Market Risks — Foreign Exchange Rate Risk.”



There are limited hedging instruments available in China to reduce our exposure to exchange rate fluctuations between the Renminbi and other currencies. In addition, we may enter into foreign exchange or interest rate hedging agreements in respect of our U.S. dollar-denominated liabilities. These hedging agreements may require us to pledge or transfer cash and other collateral to secure our obligations under the agreements, and the amount of collateral required may increase as a result of mark-to-market adjustments. The Initial Purchasers and their affiliates may enter into such hedging agreements permitted under the Indenture, and these agreements may be secured by pledges of our cash and other assets as permitted under the Indenture. If we were unable to provide such collateral, it could constitute a default under such agreements.

**We may not be able to repurchase the Notes and the Existing Notes upon a Change of Control Triggering Event.**

We are required to offer to purchase the Notes and the Existing Notes upon the occurrence of a change of control triggering event at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest. See “Description of the Notes” and “Description of Other Material Indebtedness and Obligations.”

The source of funds for any such purchase would be our available cash or third-party financing. However, we may not have enough available funds at the time of the occurrence of any Change of Control Triggering Event to make purchases of the outstanding Notes and the Existing Notes. Our failure to make the offer to purchase or to purchase the outstanding Notes and the Existing Notes would constitute an event of default under the Notes. The event of default may, in turn, constitute an event of default under other indebtedness, any of which could cause the related debt to be accelerated after any applicable notice or grace periods. If our other debt were to be accelerated, we may not have sufficient funds to purchase the Notes and the Existing Notes and repay the debt.

In addition, the definition of Change of Control Triggering Event for purposes of the Indenture and the indentures governing the Existing Notes does not necessarily afford protection for the holders of the Notes and the Existing Notes, as the case may be, in the event of some highly leveraged transactions, including certain acquisitions, mergers, refinancings, restructurings or other recapitalizations, although these types of transactions could increase our indebtedness or otherwise affect our capital structure or credit ratings. The definition of Change of Control Triggering Event for purposes of the Indenture and the indentures governing the Existing Notes, respectively, also includes a phrase relating to the sale of “all or substantially all” of our assets. Although there is a limited body of case law interpreting the phrase “substantially all,” there is no precise established definition under applicable law. Accordingly, our obligation to make an offer to purchase the Notes and the Existing Notes, and the ability of a holder of the Notes or the Existing Notes to require us to purchase its Notes or the Existing Notes, as the case may be, pursuant to the offer, as a result of a highly leveraged transaction or a sale of less than all of our assets may be uncertain.

Furthermore, pursuant to the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities and certain of our other offshore facilities, our controlling shareholders are required to maintain beneficial shareholding of not less than 51% of the entire issued share capital of the Company, the failure of which would constitute an event of default. Therefore, if our controlling shareholders’ beneficial shareholding of our Company were to drop below 51%, we might need to repay the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities and our other offshore facilities in advance to avoid an event of default, for which we may not have sufficient funds.



**We may redeem the Notes in whole at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest in the event we are required to pay additional amounts because we are treated as a PRC “resident enterprise.”**

In the event we are treated as a PRC “resident enterprise” under the EIT Law, we may be required to withhold PRC tax on interest paid to certain of our non-resident investors. In such case, we will, subject to certain exceptions, be required to pay such additional amounts as will result in receipt by a holder of a Note of such amounts as would have been received by the holder had no such withholding been required. As described under “Description of the Notes — Redemption for Taxation Reasons,” in the event we are required to pay additional amounts as a result of certain changes in specified tax law or certain other circumstances, including any change or interpretation or the stating of an official position that results in our being required to withhold tax on interest payments as a result of our being treated as a PRC “resident enterprise,” we may redeem the Notes in whole at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest.

**Notes are subject to optional redemption by us.**

As set forth in “Description of the Notes — Optional Redemption,” the Notes may be redeemed at our option in the circumstances set out therein. An optional redemption feature is likely to limit the market value of the Notes. During any period when we may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This may also be the case prior to any redemption period.

We may be expected to redeem Notes when the current financing cost is lower than the interest rate on the Notes. In such case, a Noteholder generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to reinvest so at a significantly lower rate. It may therefore cause a negative financial impact on the Noteholders. Potential investors should consider reinvestment risk in light of other investments available at that time.

**The insolvency laws of the Cayman Islands and the PRC and other local insolvency laws applicable to us may differ from those of any other jurisdiction with which holders of the Notes are familiar.**

Because we are incorporated under the laws of the Cayman Islands, an insolvency proceeding relating to us, even if brought in the United States, would likely involve Cayman Islands insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of bankruptcy law in other jurisdictions. In addition, the Subsidiary Guarantors are incorporated in the British Virgin Islands or Hong Kong and the insolvency laws of the British Virgin Islands and Hong Kong may also differ from the laws of the United States or other jurisdictions with which the holders of the Notes are familiar.

We conduct substantially all of our business operations through PRC-incorporated subsidiaries in China. We and our non-PRC Subsidiary Guarantors, as equity holders in our PRC subsidiaries, are necessarily subject to the bankruptcy and insolvency laws of China in a bankruptcy or insolvency proceeding involving any of such PRC subsidiaries. The PRC laws and regulations relating to bankruptcy and insolvency and the legal proceedings in that regard may significantly differ from those of the United States and other jurisdictions with which the holders of the Notes are familiar. You should analyze the risks and uncertainties in the insolvency of the Cayman Islands, the PRC and other jurisdictions applicable to us carefully before you invest in our Notes.

**We may be unable to obtain and remit foreign exchange.**

Our ability to satisfy our obligations under the Notes depends solely upon the ability of our subsidiaries in the PRC to obtain and remit sufficient foreign currency to pay dividends to us and to repay shareholder loans. Our PRC subsidiaries must present certain documents to the SAFE, its authorized branch, or the designated foreign exchange bank, for approval before they can obtain and remit foreign currencies out of the PRC (including, in the case of dividends, evidence that the relevant PRC taxes have been paid and, in the case of shareholder loans, evidence of the registration of the loan with the SAFE). Prior to payment of interest and principal on any shareholder loan we make to our PRC subsidiaries, the relevant PRC subsidiary must also present evidence of payment of the 10% (or 7% if the interest is paid to a Hong Kong resident, subject to approval by local tax authorities) withholding tax on the interest payable in respect of such shareholder loan. If any PRC subsidiary for any reason fails to satisfy any of the PRC legal requirements for remitting foreign currency payments, the PRC subsidiary will be unable to pay us dividends or interest and principal on our existing shareholder loans, which may affect our ability to satisfy our obligations under the Notes.

**If we are unable to comply with the restrictions and covenants in our debt agreements, the indentures governing the Existing Notes or the Indenture, there could be a default under the terms of these agreements or the Indenture, which could cause repayment of our debt to be accelerated.**

If we are unable to comply with the restrictions and covenants in the Indenture, the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities and our other offshore facilities, the indentures governing the Existing Notes or our current or future debt obligations and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend to us, accelerate repayment of the debt and declare all amounts borrowed due and payable or terminate the agreements, as the case may be. Furthermore, some of our debt agreements, including the Indenture, the indentures governing the Existing Notes, the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities and our other offshore facilities, contain cross-acceleration or cross-default provisions. As a result, our default under one debt agreement may cause the acceleration of repayment of debt, including the Notes, or result in a default under our other debt agreements, including the Indenture. If any of these events occur, we cannot assure you that our assets and cash flow would be sufficient to repay in full all of our indebtedness, or that we would be able to find alternative financing. Even if we could obtain alternative financing, we cannot assure you that it would be on terms that are favorable or acceptable to us.

**Our operations are restricted by the terms of the Notes and other debt agreements, which could limit our ability to plan for or react to market conditions or meet our capital needs, which could increase your credit risk.**

The Indenture, the indentures governing the Existing Notes, respectively, the 2017 Club Loan Facilities, the September 2017 Club Loan Facilities, the March 2018 Club Loan Facilities and other debt agreements include a number of significant restrictive covenants. These covenants restrict, among other things, our ability, and the ability of our Restricted Subsidiaries, to:

- incur or guarantee additional indebtedness and issue disqualified or preferred stock;
- declare dividends on their capital stock or purchase or redeem capital stock;
- make investments or other specified restricted payments;
- issue or sell capital stock of Restricted Subsidiaries;

- guarantee indebtedness of Restricted Subsidiaries;
- sell assets;
- create liens;
- enter into sale and leaseback transactions;
- enter into agreements that restrict the Restricted Subsidiaries' ability to pay dividends, transfer assets or make intercompany loans;
- enter into transactions with shareholders or affiliates; and
- effect a consolidation, merger, restructuring or changes in shareholding in subsidiaries.

These covenants could limit our ability to plan for or react to market conditions or to meet our capital needs. Our ability to comply with these covenants may be affected by events beyond our control, and we may have to curtail some of our operations and growth plans to maintain compliance.

**The Notes may not be a suitable investment for all investors seeking exposure to green assets.**

We have developed our Green Bond Framework and intend to adopt certain obligations with respect to the issue of Green Bonds as described in the section headed "Notes Being Issued as Green Bonds." We intend to issue Green Bonds to fund new and existing projects and businesses with environmental benefits in alignment with the Green Bond Principles, 2018. We cannot guarantee that we will be able to comply with the obligations as set out in the Green Bond Framework. However, it will not be an event of default under the terms of the Notes if we fail to comply with such obligations. Such failure may affect the value of the Notes and/or may have consequences for certain investors with portfolio mandates to invest in green assets. Therefore, the Notes may not be a suitable investment for all investors seeking exposure to green assets.

**The Notes will initially be held in book entry form, and therefore you must rely on the procedures of the relevant clearing systems to exercise any rights and remedies.**

The Notes will initially only be issued in global certificated form and held through Euroclear and Clearstream. Interests in the global notes will trade in book-entry form only, and the Notes in definitive registered form, or definitive registered notes, will be issued in exchange for book entry interests only in very limited circumstances. Owners of book-entry interests will not be considered owners or holders of Notes. Payments of principal, interest and other amounts owing on or in respect of the global notes representing the Notes will be made to the paying agent, which will make payments to Euroclear and Clearstream. Thereafter, these payments will be credited to accounts of participants that hold book-entry interests in the global notes representing the Notes and credited by such participants to indirect participants. After payment to the common depositary for Euroclear and Clearstream, we will have no responsibility or liability for the payment of interest, principal or other amounts to the owners of book-entry interests. Accordingly, if you own a book-entry interest, you must rely on the procedures of Euroclear and Clearstream, and if you are not a participant in Euroclear and Clearstream, on the procedures of the participant through which you own your interest, to exercise any rights and obligations of a holder of Notes under the Indenture.

Unlike the holders of the Notes themselves, owners of book-entry interests will not have the direct right to act upon our solicitations for consents, requests for waivers or other actions from holders of the notes. Instead, if you own a book-entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from Euroclear and Clearstream. The procedures implemented for the granting of such proxies may not be sufficient to enable you to vote on a timely basis.

**We are allowed under the Indenture and the indentures governing the Existing Notes to make investments in Unrestricted Subsidiaries and minority owned joint ventures and the terms of the Notes also give us enhanced flexibility to pay dividends and repurchase our shares.**

In light of land prices, project size and other factors, we may from time to time consider developing properties jointly with other PRC property developers. As a result, we may need to make investments in joint ventures (including joint ventures in which we may own less than a 50% equity interest) and such joint ventures may or may not be Restricted Subsidiaries under the Indenture and the indentures governing the Existing Notes. Although the Indenture and the indentures governing the Existing Notes generally restrict us and our Restricted Subsidiaries from making investments in Unrestricted Subsidiaries or minority joint ventures, these restrictions are subject to important exceptions and qualifications. In particular, under the Indenture, we are not required to satisfy the Fixed Charge Coverage Ratio for making investments in minority joint ventures up to 5% of the Total Assets. See clause (17) in the definition of “Permitted Investment” in “Description of the Notes — Definitions” and “— Certain Covenants — Limitation on Restricted Payments.” In addition, we are not required to satisfy the Fixed Charge Coverage Ratio for any restricted payment consisting solely of the declaration or payment of dividends in cash on our Common Stock or the repurchase of our Common Stock up to a certain limit. See “Description of the Notes — Certain Covenants — Limitations on Restricted Payments.”

**The terms of the Notes permit us to engage in businesses that may not be related to our real estate business.**

The Indenture governing the Notes will not restrict us and our Restricted Subsidiaries from expanding into businesses that we are not currently engaged in. This gives us the flexibility of potentially diversifying into other businesses, even though we do not have a concrete diversification plan at the moment. Subject to certain restrictions, we may also make minority investments in connection with such diversification. See “— We are allowed under the Indenture and the indentures governing the Existing Notes to make investments in Unrestricted Subsidiaries and minority owned joint ventures.” If we expand into new businesses, we will be exposed to risks that are different from those we have faced in the past.

**The terms of the Notes permit us to buy out minority interests in certain non-wholly owned Restricted Subsidiaries, and such purchases will not constitute Restricted Payments.**

The Indenture governing the Notes permit us to redeem, repurchase or otherwise acquire minority interests in our Restricted Subsidiaries held by Independent Third Parties and such purchases will not constitute Restricted Payments, subject to certain conditions. See “Description of the Notes — Certain Covenants — Limitation on Restricted Payments.” Even though such transactions would potentially increase our ownership interests in the relevant Restricted Subsidiary, we may pay substantial amounts of consideration in these transactions, whether in cash or other assets, which may adversely impact our business, results of operations and financial condition.

**The terms of the Notes permit us to designate any Non-Core Entity as an Unrestricted Subsidiary in connection with any Qualified Spin-off IPO, and investments we retain in such Unrestricted Subsidiaries will not constitute Restricted Payments upon such designation.**

We may enter new businesses with a view to establishing alternative revenue sources and diversifying our business. We may spin off such new businesses in the future as we desire. Subject to certain restrictions, in connection with a spin-off listing of Non-Core Entities that are engaged in businesses other than our core real estate development business, the terms of the Notes permit us to designate any such Non-Core Entity as an Unrestricted Subsidiary, and any interests we retain in such Non-Core Entities will not constitute Restricted Payments upon such designation. See “Description of

the Notes — Certain Covenants — Limitation on Restricted Payments” and the definition of “Permitted Investment.” We currently do not have any plan for such spin-off listing and do not expect to make such designations. The effects of any such designation, if applicable, include, but are not limited to, that:

- any entity so designated as an Unrestricted Subsidiary will no longer be subject to the covenants under the Indenture governing the Notes;
- the Subsidiary Guarantees of any entity so designated as an Unrestricted Subsidiary may be released, and the shares of such entity previously pledged to the collateral agent or the trustee for the benefit of the holders of the Notes may be released; and
- interest expenses on Indebtedness of any entity so designated as an Unrestricted Subsidiary will not be included in the calculation of our Consolidated Interest Expense, other than such interest expenses on Indebtedness that is Guaranteed by the Company or a Restricted Subsidiary.

**Certain of our offshore Restricted Subsidiaries will be permitted to not provide a Subsidiary Guarantee or a JV Subsidiary Guarantee.**

According to the terms of the Notes, certain offshore Restricted Subsidiaries will not be required to deliver a Subsidiary Guarantee or a JV Subsidiary Guarantee, including the following:

- a publicly listed Restricted Subsidiary and its Subsidiaries;
- any Restricted Subsidiary the provision of a Subsidiary Guarantee or a JV Subsidiary Guarantee by which would be prohibited by any applicable laws or regulations or any applicable rules or policies of any applicable governmental or regulatory bodies or agencies; and
- offshore Restricted Subsidiaries whose consolidated assets in the aggregate do not exceed 30% of our Total Assets.

See “The Subsidiary Guarantees and the JV Subsidiary Guarantees” section and the definitions of “Listed Subsidiary” and “Exempted Subsidiary” in the “Description of the Notes.” As a result of these exemptions, certain of our offshore Restricted Subsidiaries, which may constitute substantial revenue sources and/or hold substantial assets, may not be Guaranteeing the Notes.

**There may not be an active trading market for the Notes, and there are restrictions on resale of the Notes.**

The Notes are a new issue of securities for which there is currently no trading market. We have been advised that the Initial Purchasers intend to make, or to continue to make, a market in the Notes, but the Initial Purchasers are not obligated to do so and may discontinue such market making activity at any time without notice. In addition, the Notes are being offered pursuant to exemptions from registration under the Securities Act and, as a result, you will only be able to resell your Notes in transactions that have been registered under the Securities Act or in transactions not subject to or exempt from registration under the Securities Act. See “Transfer Restrictions.” We cannot predict whether there will be an active trading market for the Notes.

**The Notes may initially be sold to a small number of investors; accordingly, a liquid trading market for the Notes may not develop. In addition, one or more of the initial investors may own a significant percentage or a majority of the Notes and may therefore be able to exercise certain rights and powers on behalf of all holders of the Notes.**

The Notes may initially be sold to a small number of investors. Accordingly, there may not be a liquid trading market for the Notes, in which case you may not be able to resell your Notes at their fair market value or at all. In addition, one or more of the investors may hold a significant percentage or a majority of the aggregate principal amount of the Notes. Any Noteholder of a majority in aggregate principal amount of the Notes will have certain rights and powers under the Indenture and related documents. Accordingly, any investor that holds a majority in aggregate principal amount of the Notes will be able to exercise such rights and powers on behalf of all Noteholders and control the outcome of votes on such matters even if such outcome is not in line with the interest of the Noteholders who vote against the matters.

**The ratings assigned to the Notes may be lowered or withdrawn in the future.**

The Notes are expected to be assigned a rating of “BB” by Fitch Ratings and “BB–” by Standard & Poor’s Rating Services. The ratings address our ability to perform our obligations under the terms of the Notes and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time. We cannot assure you that the ratings remain for any given period of time or that a rating will not be lowered or withdrawn entirely by the relevant rating agency if in its judgment circumstances in the future so warrant. We have no obligation to inform holders of the Notes of any such revision, downgrade or withdrawal. A suspension, reduction or withdrawal at any time of the rating assigned to the Notes may adversely affect the market price of the Notes.

**Certain transactions that constitute “connected transactions” under the Listing Rules will not be subject to the “Limitation on Transactions with Shareholders and Affiliates” covenant.**

Our shares are listed on the Hong Kong Stock Exchange and we are required to comply with the Listing Rules, which provide, among other things, that any transaction between a listed company or any of its subsidiaries, on the one hand, and a “connected person” of such listed company, on the other hand, is a “connected transaction” that, if the value of such transaction exceeds the applicable de minimis thresholds, will require the prior approval of the independent shareholders of such listed company. The definition of “connected person” to a listed company includes, among others, any 10% or more shareholder of (i) such listed company or (ii) any subsidiary of such listed company. The concept of “connected person” also captures “associates,” which include, among others, (a) any subsidiary of such “connected person,” (b) any holding company of such “connected person” and any subsidiary of such holding company, and (c) any company in which such entity or entities mentioned in (a) and (b) above taken together has/have the power to exercise control, directly or indirectly, of 30% or more of the voting power of such company.

The “Limitation on Transactions with Shareholders and Affiliates” covenant in the Notes only applies to transactions between the Company or any Restricted Subsidiary, on the one hand, and

- (a) any holder (or any Affiliate of such holder) of 10% or more of the shares of the Company; or
- (b) any Affiliate of the Company, on the other hand.

As such, transactions between the Company or any Restricted Subsidiary, on the one hand, and an Affiliate of any Restricted Subsidiary, on the other hand, will not be captured by such covenant, even though they may be connected transactions under the Listing Rules and subject to any requirements



under the Listing Rules to obtain approval from independent shareholders. As a result, we are not required by the terms of the Notes to ensure that any such transactions are on terms that are fair and reasonable, and we will not need to deliver officers' certificates or procure the delivery of fairness opinions of accounting, appraisal or investment banking firms to the trustee of the Notes for any such transactions.

**The liquidity and price of the Notes following the offering may be volatile.**

The price and trading volume of the Notes may be highly volatile. Factors such as variations in our revenues, earnings and cash flows and proposals for new investments, strategic alliances and/or acquisitions, interest rates, fluctuations in price for comparable companies and government regulations and changes thereof applicable to our industry and general economic conditions nationally or internationally could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the trading volume and price of the Notes. We cannot assure you that these developments will not occur in the future.

**We will follow the applicable corporate disclosure standards for debt securities listed on the Hong Kong Stock Exchange, which standards may be different from those applicable to debt securities listed in certain other countries.**

We will be subject to reporting obligations in respect of the Notes to be listed on the Hong Kong Stock Exchange. The disclosure standards imposed by the Hong Kong Stock Exchange may be different than those imposed by securities exchanges in other countries or regions such as the United States. As a result, the level of information that is available may not correspond to what investors in the Notes are accustomed to.

**RISKS RELATING TO THE SUBSIDIARY GUARANTEES AND THE JV SUBSIDIARY GUARANTEES**

**Our initial Subsidiary Guarantors do not currently have significant operations.**

None of our current PRC subsidiaries will provide a Subsidiary Guarantee or a JV Subsidiary Guarantee. No future subsidiaries that are organized under the laws of the PRC will provide a Subsidiary Guarantee or a JV Subsidiary Guarantee at any time in the future. As a result, the Notes are effectively subordinated to all the debt and other obligations, including contingent obligations and trade payables, of the PRC subsidiaries.

Certain of our subsidiaries incorporated in the British Virgin Islands or in Hong Kong are not required to provide Subsidiary Guarantees or JV Subsidiary Guarantees. In addition, Unrestricted Subsidiaries will not be required to guarantee the Notes, and future Restricted Subsidiaries will not be required to guarantee the Notes if the consolidated assets of all Restricted Subsidiaries organized outside the PRC that are not Subsidiary Guarantors or JV Subsidiary Guarantors do not account for more than 30% of our total assets. The initial Subsidiary Guarantors that guarantee the Notes do not have significant operations. We cannot assure you that the initial Subsidiary Guarantors or any subsidiaries that may become Subsidiary Guarantors or JV Subsidiary Guarantors in the future will have the funds necessary to satisfy our financial obligations under the Notes if we are unable to do so.

Moreover, under the terms of the Notes, a Subsidiary Guarantor may be able to release its Subsidiary Guarantee as long as the consolidated assets of all Restricted Subsidiaries organized outside the PRC that are not Subsidiary Guarantors or JV Subsidiary Guarantors do not account for more than 30% of our total assets. A Subsidiary Guarantee required to be provided by a subsidiary of the Company under the terms of the Notes may be replaced by a limited-recourse JV Subsidiary Guarantee following the sale or issuance to a third party of a 20% to 49.9% equity interest in such subsidiary or its direct or



indirect majority shareholders (subject to the satisfaction of certain conditions). Recovery under a JV Subsidiary Guarantee is limited to an amount equal to our proportional interest in the issued share capital of such Subsidiary Guarantor multiplied by the fair market value of the total assets in such JV Subsidiary Guarantor and its subsidiaries, on a consolidated basis, as of the date of the last fiscal year-end of the Company. As a result, the amount that may be recovered by the Trustee pursuant to a JV Subsidiary Guarantee (compared to a Subsidiary Guarantee) is reduced, which in turn may affect your ability to recover any amounts due under the Notes.

**The Subsidiary Guarantees or JV Subsidiary Guarantees may be challenged under applicable insolvency or fraudulent transfer laws, which could impair the enforceability of the Subsidiary Guarantees or JV Subsidiary Guarantees.**

Under bankruptcy laws, fraudulent transfer laws, insolvency laws in the British Virgin Islands or bankruptcy law, fraudulent transfer laws, insolvency or unfair preference or similar laws in Hong Kong and other jurisdictions where future Subsidiary Guarantors or JV Subsidiary Guarantors (if any) may be established or where insolvency proceeding may be commenced with respect to any such Subsidiary Guarantor or JV Subsidiary Guarantors (if any), a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by, or when it gives, its guarantee:

For Subsidiary Guarantors or JV Subsidiary Guarantors (if any) incorporated in the British Virgin Islands:

- incurred the debt with the intent to defraud creditors (whenever the transaction took place and irrespective of insolvency);
- either (i) put the beneficiary of the guarantee in a position which, in the event of the guarantor's insolvency, would be better than the position the beneficiary would have been in had the guarantee not been given or (ii) received no consideration, or received consideration in money or money's worth that is significantly less than the consideration supplied by the guarantor (although in either case a guarantee will only be voidable if it (i) was entered into at a time when the guarantor was insolvent or if it became insolvent as a consequence of doing so, insolvent in this context meaning that the guarantor is unable to pay its debts as they fall due, and (ii) it was given within the six-month, or, if the guarantee and beneficiary are connected entities, two-year, period preceding the commencement of liquidation).

For Subsidiary Guarantors or JV Subsidiary Guarantors (if any) incorporated in other jurisdictions:

- incurred the debt with the intent to hinder, delay or defraud creditors or was influenced by a desire to put the beneficiary of the guarantee in a position which, in the event of the guarantor's insolvency, would be better than the position the beneficiary would have been in had the guarantee not been given;
- received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee;
- was insolvent or rendered insolvent by reason of such incurrence;
- was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

The measure of insolvency for purposes of the foregoing will vary depending on the laws of the jurisdiction which are being applied. Generally, however, a guarantor would be considered insolvent at a particular time if it were unable to pay its debts as they fell due or if the sum of its debts was then greater than all of its property at a fair valuation or if the present fair saleable value of its assets was then less than the amount that would be required to pay its probable liabilities in respect of its existing debt as it became absolute and matured. We cannot assure you that such limitation will be effective in preserving the enforceability of any of the Subsidiary Guarantees or JV Subsidiary Guarantees. In addition, a guarantee may be subject to review under applicable insolvency or fraudulent transfer laws in certain jurisdictions or subject to a lawsuit by or on behalf of creditors of the guarantors. In such case, the analysis set forth above would generally apply, except that the guarantee could also be subject to the claim that, since the guarantee was not incurred for the benefit of the guarantor, the obligations of the guarantor thereunder were incurred for less than reasonably equivalent value or fair consideration, and, as a result, such guarantee would be rendered void.

In an attempt to limit the applicability of insolvency and fraudulent transfer laws in certain jurisdictions, the obligations of the Subsidiary Guarantors or JV Subsidiary Guarantors (if any) under the Subsidiary Guarantees or JV Subsidiary Guarantees (as the case may be) will be limited to the maximum amount that can be guaranteed by the applicable Subsidiary Guarantor or JV Subsidiary Guarantor without rendering the guarantee, as it relates to such Subsidiary Guarantor or JV Subsidiary Guarantor, voidable under such applicable insolvency or fraudulent transfer laws.

If a court voided a Subsidiary Guarantee or a JV Subsidiary Guarantee, subordinated such guarantee to other indebtedness of the Subsidiary Guarantor or JV Subsidiary Guarantor (as the case may be), or held such guarantee unenforceable for any other reason, holders of the Notes would cease to have a claim against that Subsidiary Guarantor or JV Subsidiary Guarantor based upon such guarantee, would be subject to the prior payment of all liabilities (including trade payables) of such Subsidiary Guarantor or JV Subsidiary Guarantor, and would solely be creditors of us and any Subsidiary Guarantor or JV Subsidiary Guarantor whose guarantee was not voided or held unenforceable. We cannot assure you that, in such an event, after providing for all prior claims, there would be sufficient assets to satisfy the claims of the holders of the Notes.

## **USE OF PROCEEDS**

We estimate that the net proceeds from this offering of the Notes, after deducting the underwriting discounts and commissions and other estimated expenses payable in connection with this offering, will be approximately US\$297.0 million. We intend to use the net proceeds for refinancing our existing indebtedness. See the section entitled “Description of Other Material Indebtedness and Obligations.”

We may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of the proceeds.

## EXCHANGE RATE INFORMATION

### CHINA

The PBOC sets and publishes daily a base exchange rate with reference primarily to the supply and demand of Renminbi against a basket of currencies in the market during the prior day. PBOC also takes into account other factors, such as the general conditions existing in the international foreign exchange markets. From 1994 to July 20, 2005, the conversion of Renminbi into foreign currencies, including Hong Kong dollars and U.S. dollars, was based on rates set daily by PBOC on the basis of the previous day's inter-bank foreign exchange market rates and then current exchange rates in the world financial markets. During this period, the official exchange rate for the conversion of Renminbi to U.S. dollars remained generally stable. Although the PRC government introduced policies in 1996 to reduce restrictions on the convertibility of Renminbi into foreign currencies for current account items, conversion of Renminbi into foreign currencies for capital items, such as foreign direct investment, loan principals and securities trading, still requires the approval of SAFE and other relevant authorities. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by approximately 2% against the U.S. dollar. The PRC government has since made and in the future may make further adjustments to the exchange rate system.

On May 18, 2007, PBOC widened the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar from 0.3% to 0.5% around the central parity rate, effective on May 21, 2007. The floating band was further widened to 1.0% on April 16, 2012. These changes in currency policy resulted in the Renminbi appreciating against the U.S. dollar by approximately 33.0% from July 21, 2005 to December 31, 2014. On March 17, 2014, the PBOC further widened the floating band against the U.S. dollar to 2.0%. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for trading against the Renminbi on the following working day. On August 11, 2015, the PBOC moved to devalue the Renminbi against the U.S. dollar and announced a policy change allowing a more market-based determination of the official fixing rate. Following such announcement, the Renminbi depreciated significantly against the U.S. dollar.

The following table sets forth the exchange rates set forth in the H.10 statistical release of the Federal Reserve Board for the periods indicated. On December 31, 2019, the exchange rate was RMB6.9618 to US\$1.00.

Period	Exchange rate			
	Period end	Average <sup>(1)</sup>	High	Low
		(RMB per US\$1.00)		
2015 . . . . .	6.4778	6.2827	6.1870	6.4896
2016 . . . . .	6.9430	6.6549	6.9580	6.4480
2017 . . . . .	6.5063	6.7564	6.9575	6.4773
2018 . . . . .	6.8755	6.6079	6.9737	6.2649
2019 . . . . .	6.9618	6.9014	7.1786	6.6822
2020				
January . . . . .	6.9161	6.9184	6.9749	6.8589
February . . . . .	6.9906	6.9967	7.0286	6.9650
March . . . . .	7.0808	7.0205	7.1099	6.9244
April . . . . .	7.0622	7.0708	7.0989	7.0341
May . . . . .	7.1348	7.1016	7.1681	7.0622
June . . . . .	7.0651	7.0816	7.1263	7.0575
July (through July 3, 2020) . . . . .	7.0660	7.0682	7.0703	7.0660

Source: Federal Reserve H.10 Statistical Release

Note:

- (1) Determined by averaging the rates on the last business day of each month during the relevant year, except for monthly average rates, which are determined by averaging the daily rates during the respective months.

## HONG KONG

The Hong Kong dollar is freely convertible into other currencies, including the U.S. dollar. Since October 17, 1983, the Hong Kong dollar has been linked to the U.S. dollar at the rate of HK\$7.80 to US\$1.00. The Basic Law of the Hong Kong Special Administrative Region of the People's Republic of China (the "Basic Law"), which came into effect on July 1, 1997, provides that no foreign exchange control policies shall be applied in Hong Kong.

The market exchange rate of the Hong Kong dollar against the U.S. dollar continues to be determined by the forces of supply and demand in the foreign exchange market. However, against the background of the fixed rate system which applies to the issuance and withdrawal of Hong Kong currency in circulation, the market exchange rate has not deviated significantly from the level of HK\$7.80 to US\$1.00. In May 2005, the Hong Kong Monetary Authority broadened the 22-year-old trading band from the original rate of HK\$7.80 per U.S. dollar to a rate range of HK\$7.75 to HK\$7.85 per U.S. dollar. The Hong Kong government has indicated its intention to maintain the link within that rate range. Under the Basic Law, the Hong Kong dollar will continue to circulate and remain freely convertible. The Hong Kong government has also stated that it has no intention of imposing exchange controls in Hong Kong and that the Hong Kong dollar will remain freely convertible into other currencies, including the U.S. dollar. However, no assurance can be given that the Hong Kong government will maintain the link within the current rate range or at all.

The following table sets forth the exchange rates set forth in the H.10 statistical release of the Federal Reserve Board for the periods indicated. On December 31, 2019, the exchange rate was HK\$7.7894 to US\$1.00.

Period	Exchange rate			
	Period end	Average <sup>(1)</sup>	High	Low
		(HK\$ per US\$1.00)		
2015 . . . . .	7.7507	7.7519	7.7686	7.7495
2016 . . . . .	7.7534	7.7620	7.8270	7.7505
2017 . . . . .	7.8128	7.7926	7.8267	7.7540
2018 . . . . .	7.8316	7.8376	7.8499	7.8043
2019 . . . . .	7.7894	7.8335	7.8499	7.7850
2020				
January . . . . .	7.7665	7.7725	7.7889	7.7661
February . . . . .	7.7927	7.7757	7.7951	7.7630
March . . . . .	7.7513	7.7651	7.7863	7.7511
April . . . . .	7.7514	7.7512	7.7530	7.7498
May . . . . .	7.7513	7.7519	7.7561	7.7500
June . . . . .	7.7501	7.7501	7.7514	7.7498
July (through July 3, 2020) . . . . .	7.7501	7.7502	7.7503	7.7501

Source: Federal Reserve H.10 Statistical Release

Note:

- (1) Determined by averaging the rates on the last business day of each month during the relevant year, except for monthly average rates, which are determined by averaging the daily rates during the respective months.

## CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our consolidated cash and cash equivalents, short-term debt and capitalization as of December 31, 2019 on an actual basis and on an adjusted basis after giving effect to the issuance of the January 2020 Notes and the Notes in this offering, after taking into account any premium or discount at issue and after deducting the underwriting discounts and commissions and other estimated expenses of this offering payable by us. The following table should be read in conjunction with the selected consolidated financial information and the consolidated financial statements and related notes included elsewhere in this offering memorandum.

	As of December 31, 2019			
	Actual		As adjusted	
	RMB'000	US\$'000	RMB'000	US\$'000
Cash and cash equivalents <sup>(1)</sup> . . . . .	57,253,034	8,223,884	63,171,954	9,074,084
Short-term borrowings <sup>(2)(4)</sup>				
Bank and other borrowings . . . . .	13,941,253	2,002,536	13,941,253	2,002,536
Senior Notes . . . . .	3,190,356	458,266	3,190,356	458,266
Onshore bonds . . . . .	4,006,799	575,541	4,006,799	575,541
Total short-term borrowings . . . . .	<u>21,138,408</u>	<u>3,036,342</u>	<u>21,138,408</u>	<u>3,036,342</u>
Long-term borrowings <sup>(3)(4)(5)</sup>				
Bank and other borrowings . . . . .	51,140,979	7,345,942	51,140,979	7,345,942
Senior notes . . . . .	23,674,188	3,400,584	23,674,188	3,400,584
Onshore bonds . . . . .	7,744,996	1,112,499	7,744,996	1,112,499
January 2020 Notes . . . . .	—	—	3,851,265	553,200
Notes to be issued . . . . .	—	—	2,067,655	297,000
Total long-term borrowings . . . . .	<u>82,560,163</u>	<u>11,859,025</u>	<u>88,479,083</u>	<u>12,709,225</u>
Equity . . . . .	<u>67,215,583</u>	<u>9,654,914</u>	<u>68,267,170<sup>(6)</sup></u>	<u>9,805,965<sup>(6)</sup></u>
Total capitalization <sup>(7)</sup> . . . . .	<u>149,775,746</u>	<u>21,513,940</u>	<u>156,746,253</u>	<u>22,515,190</u>

*Notes:*

- (1) Restricted bank deposits was RMB388.7 million (US\$55.8 million) as of December 31, 2019.
- (2) Short-term borrowings include the current portion of long-term borrowings.
- (3) Long-term borrowings exclude the current portion of long-term borrowings.
- (4) As of December 31, 2019, our consolidated capital commitments were RMB5,459.2 million (US\$784.2 million) and we had contingent liabilities of RMB22,444.8 million (US\$3,224.0 million) in the form of guarantees for mortgage bank loans granted to purchasers of our properties. See “Management’s Discussion and Analysis of Financial Condition and Results of Operation — Indebtedness and Contingent Liabilities — Contractual Obligations” and “— Contingent Liabilities.”
- (5) In August and December 2017, we issued 5.375% senior perpetual securities in an aggregate amount of US\$300,000,000 and US\$300,000,000, respectively.
- (6) We completed placement of 185,000,000 new shares on June 15, 2020. See “Business — Recent Development.”
- (7) Total capitalization includes total long-term borrowings and total equity.



We continue to enter into short-term and long-term borrowings in the ordinary course of business, such as project loans. In addition, we may from time to time enter into other financing arrangements, such as onshore bonds and offshore facilities. Such additional indebtedness incurred since December 31, 2019 may be significant compared to the amount of borrowings set forth in the table above. See “Management’s discussion and analysis of financial condition and results of operations — Liquidity and Capital Resources — Capital Resources” and “Description of Other Material Indebtedness and Obligations.”

Except as otherwise disclosed in this offering memorandum, there has been no material change in our capitalization and indebtedness since December 31, 2019.

## SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following table presents our selected financial and other data. The selected consolidated statement of comprehensive income data for 2017, 2018 and 2019 and the selected consolidated financial position data as of 2017, 2018 and 2019 set forth below (except for EBITDA data) have been derived from our consolidated financial statements for such periods and as of such dates, as audited by Deloitte Touche Tohmatsu, independent certified public accountants, and included elsewhere in this offering memorandum. Historical results are not necessarily indicative of results that may be achieved in any future period. Our financial statements have been prepared and presented in accordance with IFRS, which differ in certain respects from generally accepted accounting principles in other jurisdictions. The selected financial data below should be read in conjunction with the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the notes to those statements included elsewhere in this offering memorandum.

### Selected Consolidated Statements of Comprehensive Income and Other Financial Data

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Revenue</b> . . . . .	31,824,288	42,367,647	54,766,176	7,866,669
Cost of sales and services . . . . .	(23,202,799)	(31,754,818)	(41,012,465)	(5,891,072)
<b>Gross profit</b> . . . . .	8,621,489	10,612,829	13,753,711	1,975,597
Other income, gains and losses . . . . .	795,935	2,065,884	1,424,228	204,578
Change in fair value of investment properties . .	657,791	106,385	198,043	28,447
Selling and marketing expenses . . . . .	(609,505)	(1,153,089)	(1,739,390)	(249,848)
Administrative expenses . . . . .	(1,267,838)	(2,121,731)	(2,908,647)	(417,801)
Share of results of joint ventures . . . . .	1,405,864	725,068	1,984,805	285,099
Share of results of associates . . . . .	699,766	1,450,388	1,571,367	225,713
Finance costs . . . . .	(262,340)	(368,741)	(727,824)	(104,545)
<b>Profit before taxation</b> . . . . .	10,041,162	11,316,993	13,556,293	1,947,240
Income tax expense . . . . .	(3,892,645)	(4,198,668)	(4,515,321)	(648,585)
Profit for the year . . . . .	6,148,517	7,118,325	9,040,972	1,298,654
Other comprehensive (expense)/income . . . . .	—	312,479	(28,629)	(4,112)
<b>Profit and total comprehensive income for the year</b> . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>
Attributable to:				
Equity owners of the Company . . . . .	4,828,105	5,721,470	6,408,252	920,488
Owners of perpetual capital instruments . . . . .	—	215,078	221,817	31,862
Non-controlling interests . . . . .	<u>1,320,412</u>	<u>1,494,256</u>	<u>2,382,274</u>	<u>342,192</u>
Profit and total comprehensive income for the year . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>
Other financial data:				
EBITDA <sup>(1)</sup> . . . . .	10,365,275	16,652,404	20,497,744	2,944,316
EBITDA margin <sup>(2)</sup> . . . . .	32.6%	39.3%	37.4%	37.4%
Core net profit and total comprehensive income for the year <sup>(3)</sup> . . . . .	5,422,841	8,483,642	10,304,222	1,480,109
Core net profit attributable to equity owners of the Company for the year <sup>(4)</sup> . . . . .	4,082,437	5,535,564	6,903,283	991,595

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*Notes:*

- (1) EBITDA consists of profit and total comprehensive income for the year/period before fair value changes from investment properties (including investment properties from joint venture), financial assets at FVTPL, and derivative financial instrument, interest expense (including interest capitalized in costs of sales), amortization, income tax expense, depreciation, gain from business combination and re-measurement, exchange (gain) loss (including exchange (gain) loss from joint venture) and loss on early redemption of senior notes. EBITDA is not a standard measure under IFRS. EBITDA is a widely used financial indicator of a company's ability to service and incur debt. EBITDA should not be considered in isolation or construed as an alternative to cash flows, net income or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA, we believe that investors should consider, among other things, the components of EBITDA such as sales and operating expenses and the amount by which EBITDA exceeds capital expenditures and other charges. We have included EBITDA because we believe it is a useful supplement to cash flow data as a measure of our performance and our ability to generate cash flow from operations to cover debt service and taxes. EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. See the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operation — Non-GAAP financial measures" for a reconciliation of our profit for the year/period under IFRS to our definition of EBITDA. Investors should not compare our EBITDA to EBITDA presented by other companies because not all companies use the same definition. Interest expense excludes amounts capitalized.
- (2) EBITDA margin is calculated by dividing EBITDA by revenue.
- (3) Core net profit and total comprehensive income for the year/period represents profit and total comprehensive income for the year/period excluding the amounts of (i) change in fair value of investment properties net of tax; (ii) change in fair value of financial assets at FVTPL; (iii) change in fair value of derivative financial instruments; (iv) net exchange loss/gain; (v) recognition of equity-settled share-based payments; (vi) loss on early redemption of senior notes; (vii) gain from business combination; (viii) gain on re-measurement; (ix) the Group's share of change in fair value of investment properties and net exchange loss/gain of joint ventures and associated companies; and (x) the accounting effect of increment of cost of properties sold resulting from fair value adjustment upon business combination. It is not a standard measure under IFRS.
- (4) Core net profit attributable to equity owners for the year/period represents profit and total comprehensive income for the year/period attributable to equity owners of the Company excluding the amounts attributable to equity owners of the Company in relation to (i) change in fair value of investment properties net of tax; (ii) change in fair value of financial assets at FVTPL; (iii) change in fair value of derivative financial instruments; (iv) net exchange loss/gain; (v) recognition of equity-settled share-based payments; (vi) loss on early redemption of senior notes; (vii) gain from business combination; (viii) gain on re-measurement; (ix) the Group's share of change in fair value and net exchange loss/gain of joint ventures and associates of investment properties; and (x) the accounting effect of increment of cost of properties sold resulting from fair value adjustment upon business combination. It is not a standard measure under IFRS.

## Selected Consolidated Statements of Financial Position

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Non-Current Assets</b>				
Investment properties	14,402,350	16,147,400	17,635,222	2,533,141
Right-of-use assets	—	—	120,730	17,342
Property, plant and equipment	84,981	134,143	131,404	18,875
Prepaid lease payments	32,742	—	—	—
Interest in associates	2,823,602	5,779,492	8,266,161	1,187,360
Interests in joint ventures	5,802,549	8,511,247	12,872,071	1,848,957
Investments in property projects	622,143	582,722	417,688	59,997
Available-for-sale investment	623,630	—	—	—
Financial assets at fair value through profit or loss	—	564,553	526,458	75,621
Equity instruments at fair value through other comprehensive income	—	919,274	881,832	126,667
Deferred taxation assets	502,637	1,021,876	1,746,615	250,886
Deposits paid for acquisitions of equity interests	641,496	50,000	—	—
Long-term deposit	150,000	—	—	—
	<u>25,686,130</u>	<u>33,710,707</u>	<u>42,598,181</u>	<u>6,118,846</u>
<b>Current Assets</b>				
Properties held for sale	9,128,504	10,238,165	15,552,823	2,234,023
Properties under development for sale	34,603,171	84,137,912	115,202,723	16,547,836
Accounts and other receivables, deposits and prepayments	10,807,957	16,740,132	24,191,554	3,474,899
Amounts due from non-controlling interests	10,337,802	13,416,613	18,766,941	2,695,702
Amounts due from joint ventures and associates	17,451,791	27,798,425	36,569,805	5,252,924
Deposits for land use rights for properties held for sale	12,409,188	7,950,061	8,713,034	1,251,549
Taxation recoverable	1,024,871	1,746,262	2,877,209	413,285
Financial assets at fair value through profit or loss (“FVTPL”)	521,250	705,386	573,761	82,416
Derivative financial instruments	—	—	11,912	1,711
Restricted bank deposits	—	1,290,000	388,695	55,833
Bank balances and cash	<u>29,786,870</u>	<u>43,327,561</u>	<u>57,253,034</u>	<u>8,223,884</u>
	<u>126,071,404</u>	<u>207,350,517</u>	<u>280,101,491</u>	<u>40,234,062</u>

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Current Liabilities</b>				
Accounts and other payables and accrued charges	13,602,467	25,888,004	39,083,128	5,613,940
Contract liabilities	25,548,720	44,238,431	54,195,700	7,784,725
Amounts due to non-controlling interests	12,842,576	16,571,325	16,447,941	2,362,599
Amounts due to joint ventures and associates	10,741,602	15,519,116	29,170,655	4,190,102
Taxation payable	4,295,642	7,655,950	9,642,604	1,385,073
Lease liabilities — due within one year	—	—	58,598	8,417
Bank and other borrowings — due within one year	6,727,108	8,842,371	13,941,253	2,002,536
Senior notes — due within one year	—	—	3,190,356	458,266
Derivative financial instruments	333,193	74,949	19,260	2,767
Corporate bonds — due within one year	5,093,233	3,646,140	4,006,799	575,541
Debt component of convertible bonds	—	907,724	—	—
	<u>79,184,541</u>	<u>123,344,010</u>	<u>169,756,294</u>	<u>24,383,966</u>
<b>Non-Current Liabilities</b>				
Lease liabilities — due after one year	—	—	58,941	8,466
Bank and other borrowings — due after one year	26,385,907	41,061,189	51,140,979	7,345,942
Senior notes	4,498,124	15,293,614	23,674,188	3,400,584
Corporate bonds — due after one year	4,534,737	8,113,997	7,744,996	1,112,499
Deferred taxation liabilities	<u>2,884,085</u>	<u>3,802,243</u>	<u>3,108,691</u>	<u>446,536</u>
	38,302,853	68,271,043	85,727,795	12,314,027
Equity attributable to equity owners of the Company	20,903,598	25,604,096	30,165,300	4,332,974
Perpetual capital instruments	3,847,932	3,883,572	3,883,572	557,840
Non-controlling interests	<u>9,518,610</u>	<u>19,958,503</u>	<u>33,166,711</u>	<u>4,764,100</u>
<b>Total Equity</b>	<u><u>34,270,140</u></u>	<u><u>49,446,171</u></u>	<u><u>67,215,583</u></u>	<u><u>9,654,914</u></u>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion should be read in conjunction with our consolidated financial information together with the accompanying notes included elsewhere in this offering memorandum. Our consolidated financial statements were prepared in accordance with IFRS.*

*This section includes forward-looking statements that involve risks and uncertainties. All statements, other than statements of historical facts, included in this section that address activities, events or developments which we expect or anticipate will or may occur in the future are forward-looking statements. These statements are based on assumptions and analyses we made in light of experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances.*

### OVERVIEW

Headquartered in Shanghai, we are engaged in property development and property investment in the PRC. In 2019, in terms of contracted sales, we were ranked 15th according to the list of “China Real Estate Enterprises Sales Ranking in 2019” published by China Real Estate Information Corporation Information Group.

We principally focus on developing high quality and end-users driven properties in first- and second-tier cities in China. Our development projects cover various properties types including residential, office and commercial complexes. For our residential property development, we mainly develop residential products that offer our end-users comfortable living environment and proximity to good ancillary facilities and transportation links. For our commercial property development, we mainly develop offices and community commercial properties.

We have achieved a nationwide geographical coverage and a strong presence in selected first-tier cities and second-tier cities in China. Our business operations are diversified in terms of geographic locations, which facilitates our future expansion. As of December 31, 2019, we had projects in 71 cities in four geographic regions in the PRC: the Yangtze River Delta Region, which mainly includes Shanghai, Suzhou, Hangzhou, Hefei, Nanjing, Ningbo, Kunshan, Zhenjiang, Wuxi, Wenzhou, Jiaxing, Changzhou, Xuzhou, Wuhu, Taizhou, Nantong, Yixing, Quzhou, Yiwu, Zhoushan, Jiangyin and Nanchang, the Pan Bohai Rim, which includes Beijing, Tianjin, Langfang, Shenyang, Changchun, Jinan, Yantai, Qingdao, Dalian, Shijiazhuang, Linyi, Weifang, Zibo, Taiyuan and Jining, the Central Western Region, which includes Chongqing, Chengdu, Zhengzhou, Xi'an, Changsha, Wuhan, Kunming, Xiangtan, Yinchuan, Luoyang, Kaifeng, Meishan, Ürümqi, Guiyang and Xuchang, and the South China Region, which includes Hong Kong, Shenzhen, Sanya, Haikou, Guangzhou, Dongguan, Foshan, Zhongshan, Fuzhou, Xiamen, Nanning, Jiangmen, Huizhou, Zhangzhou and Quanzhou. As of December 31, 2019, we had a land bank with an aggregate total GFA of approximately 50.7 million sq.m. and an aggregate GFA attributable to us of approximately 26.5 million sq.m.

Leveraging our effective business model focused on rapid asset turnover, strong execution capabilities and business strategies developed in line with government policies on China's real estate sector, we are poised to continue our rapid growth and develop into a leading nationwide property developer.



## **KEY FACTORS AFFECTING OUR PERFORMANCE**

Our business, operating results and financial condition are affected by a number of factors, many of which are beyond our control. Some of the key factors include the following:

### **Economic Growth, Speed of Urbanization and Demand for Properties in China**

The economic growth, urbanization and rising standard of living in China have been the main driving forces behind the increasing market demand for properties. At the current stage of China's economic development, the real estate industry in China is significantly dependent on China's overall economic growth, including the increase in the purchasing power of Chinese consumers and the resulting demand for properties. We believe that the rate of urbanization and the overall economic growth in China are especially important to the continued growth of our business. The rate of urbanization and the overall economic growth in China will continue to be affected by a number of macroeconomic factors, including changes in the global economy and world markets as well as the macroeconomic, fiscal and monetary policies of the PRC government.

### **The Regulatory Environment and Measures Affecting the Real Estate Industry in China**

Our business and operating results have been, and will continue to be, affected by the regulatory environment in China and by PRC governmental policies and measures on property development and related industries. In recent years, the PRC government has implemented a series of measures with a view to controlling the real estate market. The PRC government has taken various restrictive measures to discourage speculation in the real estate market and to increase the supply of affordable residential properties. From time to time, the PRC government adjusts or introduces macroeconomic control policies to encourage or restrict development in the private real estate sector through regulating, among other things, land grants, pre-sale and sale of properties, bank financing and taxation. Measures taken by the PRC government to control money supply, credit availability and fixed assets also have a direct impact on our business and operating results. The PRC government may introduce initiatives which may affect our access to capital and the means by which we may finance our property development. These and other measures have affected the overall economy in China, with differing effects on various sectors.

In 2017, 2018 and 2019, in response to the rising property prices across the country, the PRC government announced new policies and adopted new measures to curtail speculation in the real estate market and imposed more stringent requirements on property developers. In 2016, GDP growth in China slowed down to 6.7% and the PRC government adopted different real estate control and stimulus policies in different cities with the goal of stabilizing property prices and continuing inventory clearance. See "Risk Factors — Risks Relating to Our Industry — Our operations are subject to extensive governmental regulations, and in particular, we are susceptible to changes in policies related to the real estate industry in the PRC and the PRC government may adopt further measures to slow down growth in the real estate sector" in this offering memorandum for more details on the relevant PRC laws and regulations. The new measures include, among other things, higher minimum down payment requirements, restrictions on purchase of properties and increases in bank lending rates for mortgage financings. Since a substantial portion of our customers depend on mortgage financing to purchase our properties, regulations or measures adopted by the PRC government that are intended to restrict the ability of purchasers to obtain mortgages, that limit their ability to resell their properties or that increase the cost of mortgage financing may decrease market demand for our properties and adversely affect our revenue. PRC regulatory measures in the real estate industry will continue to impact our business and operating results.

## **Ability to Acquire Quality Land at Reasonable Prices**

Our operating results and continued growth will depend on our ability to secure quality land at prices that can yield reasonable returns. Based on our current plans, we believe that our land reserves are sufficient for our property development requirements for the next few years. As the PRC economy continues to grow and demand for residential properties remains relatively strong, we expect that competition among property developers for land that is suitable for property development will remain intense. In addition, PRC governmental land supply policies and implementation measures may further intensify competition for land in China among property developers. For example, the statutory means of public tender, auction and listing-for-sale practice in respect of the grant of state-owned land use rights is likely to increase competition for development land and, consequently, increase land acquisition costs. Furthermore, in November 2009, the PRC government raised the minimum down payment of land premium to 50% and required that land premium be fully paid within one year after the signing of a land grant contract, subject to limited exceptions. These and future changes of policy may materially and adversely affect our cash flows and our ability to acquire suitable land for our operations.

## **Timing of Property Development**

Our operating results tend to fluctuate from period to period. The number of property developments that a developer can undertake during any particular period is limited by the substantial amount of capital required to fund land acquisitions and to pay construction costs, as well as by the supply of land and other factors. Property development may take many months, or sometimes years, before any pre-sale takes place and even longer to complete. According to our accounting policy for revenue recognition, although the pre-sale of a property generates positive cash flows for us in the period in which it is made, no revenue is recognized in respect of the sale of a property until its development has been completed and the property has been delivered to the purchaser. Since the delivery of our properties varies according to our construction timetable, our operating results may vary significantly from period to period.

## **Pre-sale**

Pre-sale constitutes one of the important sources of our operating cash flows during our project development process. PRC law allows us to pre-sell properties before their completion upon satisfaction of certain requirements and requires us to use the pre-sale proceeds to finance the relevant projects that are pre-sold. See “Business — Property Development — Sales and Marketing” for more details. The amount and timing of cash inflows from pre-sale are affected by a number of factors, including the development schedule of each of our projects, restrictions on pre-sale imposed by the PRC government, availability and affordability of mortgage financings for our purchasers, market demand for our properties subject to pre-sale and the number of our properties available for pre-sale. In addition, reduced cash flows from pre-sale of our properties will likely increase our reliance on external financing, which may increase our cost and may impact our ability to finance our continuing property developments.

## **Access to and Cost of Financing**

Property development requires substantial capital investments for land acquisition and construction, and it may take many months or years before positive cash flows can be generated. During 2017, 2018 and 2019, we financed our operations primarily through internally generated funds, bank borrowings, offshore credit facilities and net proceeds from our equity, senior notes, senior perpetual securities, convertible bonds and onshore bond offerings.

Our access to capital and cost of financing are affected by restrictions imposed from time to time by the PRC government on financings for property development, our ability to raise funding from the capital markets and the general economic environment. For bank loans, we are highly susceptible to any regulations or measures adopted by the PBOC that restrict bank lending, particularly those that restrict the ability of real estate developers to obtain financing. As commercial banks in the PRC link the interest rates on their loans to benchmark lending rates published by the PBOC, we expect that any increase in the benchmark lending rates will increase our borrowing costs generally. Please refer to the section headed “Risk Factors — Risks Relating to our Business — Our profitability and results of operations are affected by changes in interest rates” for more details.

From time to time, we obtained secured and unsecured trust and other financings from a number of trust companies in the PRC. Compared to bank loans, such trust and other financings offer greater flexibility in terms of availability. While drawdowns on bank loans usually depend on actual construction progress, drawdowns on such financings may be made in full in one or multiple installments as agreed with the relevant lenders. However, financing costs under these trust arrangements are generally higher than those under bank loans. There is no guarantee that we will be able to enter into these arrangements, if needed, in the future at all or on favorable terms.

As of December 31, 2017, 2018 and 2019, our outstanding total bank and other borrowings under IFRS (not including senior notes, the convertible bonds and onshore bonds) amounted to RMB33,113.0 million, RMB49,903.6 million and RMB65,082.2 million (US\$9,348.5 million), respectively. As of December 31, 2019, our total indebtedness (including bank and other borrowings, onshore corporate bonds, convertible bonds and offshore senior notes) amounted to RMB103.7 billion (US\$14.9 billion). The effect of increases in interest rates on our financing costs would not be immediately apparent due to the capitalization of our borrowing costs in our consolidated financial statements. Upon completion of a property project and once the related properties have been delivered to buyers, the capitalized interest expenses on these properties will be recognized in the cost of sales in our consolidated statements of comprehensive income.

### **Location and Product Mix**

The location of our property projects and the type of properties are important factors affecting our operating results. We have in the past generated, and intend in the future to generate, revenue mainly from sales of properties and rental income. As a result, our operating results and the sources and amount of our cash generated from operations may vary significantly from period to period depending on the type and GFA of our completed properties that we sell or lease. Our operating results and cash flows will also vary depending on market demand at the time we sell or lease our properties, the selling prices for our property development projects, and the rental and occupancy rates of our investment properties, which depend on local market prices which, in turn, depend on local supply and demand conditions, as well as the type of properties being developed.

### **Price Volatility of Construction Materials**

A principal component of our cost of sales is construction costs. Historically, construction materials costs have been the primary driver of our construction costs. Construction costs fluctuate as a result of changes in the prices of key construction materials such as steel and cement. Construction costs have a direct effect on our gross margin.

Substantially all of the costs of construction materials have been accounted for as part of the contractor fees upon settlement with the relevant contractors. If the costs of construction materials increase beyond our expectation, the contractors may request to transfer such increase in costs to us by increasing their contractor fees. Our profitability may suffer if we cannot pass on any resulting increases

in construction costs to our customers. Furthermore, as we typically pre-sell our properties prior to their completion, we may be unable to pass on any increases in costs to our customers if construction costs increase subsequent to such pre-sale.

### **Valuation of Our Investment Properties**

We retain ownership of a portion of the GFA of our commercial properties for lease. Our investment properties are stated at their fair value on our consolidated statements of financial position as non-current assets as of each financial position date on the basis of valuations by our independent property valuer. Gains arising from a change in fair value upon the transfer of properties held for sale to investment properties are accounted for as fair value gain upon such transfer. Gains or losses arising from changes in the fair value of our investment properties are accounted for as change in fair value of investment properties in our consolidated statements of comprehensive income. These gains or losses may have a substantial effect on our profits. The fair value of our investment properties are based on valuations of such properties conducted by our valuer, using property valuation techniques involving certain assumptions of market conditions. The fair value of our investment properties may have been higher or lower if the valuer had used a different set of bases or assumptions or if the valuation had been conducted by other qualified independent professional valuers using a different set of bases and assumptions. Investors should be aware that the fair value gains on investment properties included in our consolidated statements of comprehensive income reflect unrealized capital gains in the estimated fair value of our investment properties at the relevant reporting date and do not constitute profit generated from our operations or generate any actual cash inflow to us unless and until such investment properties are sold at or above such estimated values. Favorable or unfavorable changes in the assumptions of market conditions used by our valuer would result in changes to the fair value of our investment properties and corresponding adjustments to the amount of gains or losses reported in our consolidated statements of comprehensive income in the future. The amount of revaluation adjustments have been, and may continue to be, significantly affected by the prevailing property markets and may fluctuate. See “Risk Factors — Risks Relating to our Business — Our operating results include the change in fair value of our investment properties, which may fluctuate significantly over financial periods and may materially and adversely affect our business, financial condition and results of operations” for more details.

### **Fluctuation of Renminbi Exchange Rate**

We conduct our business primarily in Renminbi. We are exposed to foreign exchange rate risk relating to the portion of our bank deposits that we maintain in Hong Kong dollars and U.S. dollars and foreign currency-denominated obligations such as our offshore credit facilities, the August 2017 Perpetual Securities, the December 2017 Perpetual Securities, the Existing Notes and the Notes. Since 2005, the PRC government has followed a policy under which the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. In 2007, the PBOC widened the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar from 0.3% to 0.5% around the central parity rate. The floating band was further widened to 1.0% in 2012 and to 2.0% in 2014. These changes in currency policy resulted in the Renminbi appreciating against the U.S. dollar by approximately 33.0% from July 21, 2005 to December 31, 2014. However, in August 2015, the PBOC moved to devalue the Renminbi against the U.S. dollar and announced a policy change allowing a more market-based determination of the official fixing rate. Following such announcement, the Renminbi depreciated significantly against the U.S. dollar. In February 2017, the PBOC has adjusted its FX fixing formula, making adjustments to existing fixing model which was introduced in February 2016. In October 2016, RMB was formally included in IMF’s Special Drawing Rights basket. Renminbi has witnessed multiple fluctuation in past one year. As a result, we reported a net exchange loss of RMB274.4 million (US\$39.4 million) in 2019 and a net exchange loss of RMB575.4 million in 2018 as compared to a net exchange gain of RMB108.4 million

in 2017. The PRC government may take further actions that could cause future exchange rates to vary significantly from current or historical exchange rates. A depreciation in the Renminbi could adversely affect the value of any dividends we pay to our shareholders outside the PRC, require us to use more Renminbi funds to service the same amount of any foreign currency debt and materially and adversely affect our financial condition and results of operations. See “Risk Factors — Risks Relating to our Business — Our profitability and results of operations are affected by changes in foreign exchange rates.”

## **CRITICAL ACCOUNTING POLICIES**

The discussion and analysis of our financial condition and operating results are based upon our consolidated financial statements as of and for the financial years ended December 31, 2017, 2018 and 2019, which have been prepared in accordance with IFRS. Our reported financial condition and operating results are sensitive to accounting methods, assumptions and estimates that underlie the preparation of the financial statements. We continually evaluate our estimates and assumptions and base them on historical experience and on various other factors that our directors believe to be relevant under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results typically differ from these estimates. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities mainly include those related to property development activities.

The selection of critical accounting policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing our financial statements. Our directors believe that the following critical accounting policies are among those that involve the most significant judgments and estimates used in the preparation of our consolidated financial statements.

### **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of customer returns, rebates and other similar allowances.

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

Revenue from sale of properties in the ordinary course of business is recognized when all of the following criteria are satisfied:

- the significant risks and rewards of ownership of the properties are transferred to purchasers;
- neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties are retained;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to us; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deposits received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statements of financial position under current liabilities.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

Property management service income is recognized over the period in which the services are rendered. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which carried out our property management services. Upon completion of such sale, Shanghai Yongsheng's results of operations have no longer been consolidated into our financial statements.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to us and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognized when our rights to receive payment have been established (provided that it is probable that the economic benefits will flow to us and the amount of revenue can be measured reliably).

### **Construction Costs Estimation for Revenue Recognition**

Certain of our projects are divided into several phases according to their development and delivery plans. We recognize sales upon delivery of properties. Cost of sales including construction costs specific to the phases and common costs allocable to the phases are calculated based on management's best estimation of the total development costs for the whole project and the allocation to each phase at the time when the properties are delivered.

### **Properties under Development for Sale**

When the leasehold land and buildings are in the course of development for sale, the leasehold land component is amortized over a straight-line basis over the lease term. During the construction period, the amortization charge provided for the leasehold land is included as part of the costs of properties under development. Properties under development which are intended to be held for own use or their investment potential are classified as non-current assets. Properties under development which are intended to be held for sale are classified as current assets and carried at the lower of cost and net realizable value.

### **Properties Held for Sale**

Properties held for sale are stated at the lower of cost and net realizable value. Cost includes the costs of land, development expenditure incurred and, where appropriate, borrowing costs capitalized. Net realizable value is determined based on prevailing market conditions.

### **Investment Properties**

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalized as part of the carrying amount of the investment properties under construction.



An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognized.

## **Taxation**

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

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

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated statements of financial position and the corresponding tax base used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, except where we are able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which we expect, at the end of the reporting period, to recover or settle the carrying amount of our assets and liabilities.

Current and deferred taxation are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case the current and deferred taxation is also recognized in other comprehensive income or directly in equity respectively.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model the carrying amount of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is

rebutted when the investment property is depreciable and is held within our business model, the business objective of which is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

### **Share-Based Payment Transactions**

The fair value of services received determined by reference to the fair value of shares granted at the grant date is expensed on a straight-line basis over the vesting period with a corresponding increase in reserve.

At the end of each reporting period, we revise our estimates of the number of shares that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserve.

When share options are exercised, the amount previously recognized in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share option reserve will be transferred to retained profits.

### **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of those assets. Capitalization of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned from temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### **Valuation of Trust and Other Loans Related Derivatives**

The fair value of trust and other loans related financial derivative instruments is calculated using the Monte Carlo simulation by considering a number of parameters including volatility, credit spread, risk-free rates, property selling prices of the project, the property development plan estimated by management and maturity dates determined by the terms of the relevant agreements and the property sale plan estimated by management.

Where the actual future market data or property development plans vary, a material adjustment on the fair values of trust and other loans related derivatives may arise. When estimating the fair value of these derivatives with reference to a valuation report from an independent appraiser, we have exercised our judgment and are satisfied that the method of valuation is reflective of current market conditions and our best estimation of the relevant property development plans.

### **LAT**

We are subject to LAT in the PRC. However, the rules and regulations relating to assessable rates, the deductibility of certain expenses and the collection and settlement of LAT may vary among different tax jurisdictions in various provinces and cities of the PRC and certain of our projects have not finalized their LAT calculations with any local tax authorities in the PRC. Accordingly, significant judgment is required in determining the amount of land appreciation and its related income tax provisions. We recognized the LAT based on management's best estimates. The final tax outcome could be different

from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalized with local tax authorities.

## CERTAIN KEY ITEMS AFFECTING OUR CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

### Revenue

Our revenue represents income recognized from sales of properties, rental income from the leasing of investment properties and other properties, and income received from property management and related services. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which carried out our property management services. Upon completion of such sale, Shanghai Yongsheng's results of operations have no longer been consolidated into our financial statements.

The following table sets out the breakdown of our revenue by business segments and their percentage of total revenue for the periods indicated.

	For the year ended December 31,						
	2017		2018		2019		
	RMB'000	%	RMB'000	%	RMB'000	US\$'000	%
Sales of properties . . . . .	30,295,062	95.2	39,014,007	92.1	50,644,448	7,274,620	92.4
Rental income . . . . .	94,428	0.3	236,978	0.6	533,187	76,588	1.0
Project management and other property related service income . . . . .	1,434,798	4.5	3,116,662	7.3	3,588,541	515,462	6.6
Total . . . . .	<u>31,824,288</u>	<u>100.0</u>	<u>42,367,647</u>	<u>100.0</u>	<u>54,766,176</u>	<u>7,866,669</u>	<u>100</u>

### Sales of Properties

Revenue recognized from the sale of properties represents consideration received or receivable, net of discounts allowed, from sales of our properties held for sale in a given period. We expect that income from sales of properties will continue to account for the substantial majority of our total revenue in the future.

As income from sales of properties constitutes substantially all of our revenue, our operating results for a given period are dependent upon the type and GFA of properties we have delivered during that period, the market demand for those properties and the price we obtained from the pre-sale or sale of the properties. Conditions in the property markets in which we operate change from period to period and are affected significantly by the general economic, political and regulatory developments in the PRC, particularly in the cities in which we operate.

Consistent with industry practice, we typically enter into sales contracts with purchasers while the properties are still under development but after satisfying the conditions for pre-sale in accordance with PRC laws and regulations. Please refer to the section headed "Business — Property Development — Sales and Marketing" for more details. Before the criteria for the recognition of sales of properties are met, payments received from purchasers are recorded as receipt in advance from property sales, which is included in current liabilities. Please refer to "— Critical Accounting Policies — Revenue recognition" for more details.

The following table sets out the breakdown of our revenue recognized from sales of properties by city and region for the periods indicated.

	For the year ended December 31,						
	2017		2018		2019		
	RMB'000	%	RMB'000	%	RMB'000	US\$'000	%
<b>The Yangtze River Delta Region:</b>							
Shanghai	7,752,773	25.6	2,520,693	6.5	4,124,376	592,429.5	8.1
Suzhou	7,936,922	26.2	9,496,422	24.3	6,970,178	1,001,203.4	13.8
Wenzhou	—	—	—	—	4,488,288	644,702.2	8.9
Hangzhou	334,458	1.1	5,986,401	15.3	22,639	3,251.9	*
Hefei	1,624,861	5.4	33,304	0.1	4,546,833	653,111.7	9.0
Zhenjiang	930,637	3.1	53,606	0.1	4,042	580.6	*
Jiaxing	638,476	2.1	62,667	0.2	2,439,773	350,451.5	4.8
Nanjing	2,005,465	6.6	2,757,606	7.1	43,430	6,238.3	0.1
Ningbo	—	—	1,409,671	3.6	1,989,707	285,803.5	3.9
Nanchang	—	—	—	—	363,113	52,157.9	0.7
<b>Sub-total</b>	<b>21,223,592</b>	<b>70.1</b>	<b>22,320,370</b>	<b>57.2</b>	<b>24,992,379</b>	<b>3,589,930.6</b>	<b>49.3</b>
<b>The Pan Bohai Rim:</b>							
Beijing	586,755	1.9	53,697	0.1	—	—	—
Langfang	42,872	0.1	10,730	*	1,912	274.6	*
Shenyang	1,798,137	5.9	2,503,035	6.4	4,175,388	599,757.0	8.3
Tianjin	2,388,303	7.9	3,197,075	8.2	30,685	4,407.6	0.1
Linyi	—	—	—	—	821,346	117,979.0	1.6
Jinan	—	—	993,061	2.5	1,648,493	236,791.2	3.3
Qingdao	—	—	3,931,874	10.1	5,396,870	775,211.9	10.7
Zibo	—	—	—	—	472,366	67,851.1	0.9
Dalian	—	—	—	—	126,385	18,154.1	0.2
<b>Sub-total</b>	<b>4,816,067</b>	<b>15.9</b>	<b>10,689,472</b>	<b>27.3</b>	<b>12,673,445</b>	<b>1,820,426.5</b>	<b>25.1</b>
<b>The Central Western Region:</b>							
Wuhan	1,657,950	5.5	1,423,858	3.6	2,292,751	329,333.1	4.5
Chongqing	1,685,944	5.6	1,585,112	4.1	2,200,978	316,150.7	4.4
Changsha	911,509	3	611,252	1.6	1,794,686	257,790.5	3.5
Xi'an	—	—	584,031	1.5	261,998	37,633.7	0.5
<b>Sub-total</b>	<b>4,255,403</b>	<b>14</b>	<b>4,204,253</b>	<b>10.8</b>	<b>6,550,413</b>	<b>940,908.0</b>	<b>12.9</b>
<b>The South China Region:</b>							
Foshan	—	—	566,731	1.5	4,053,168	582,201.2	8.0
Dongguan	—	—	—	—	56,048	8,050.8	0.1
Nanning	—	—	—	—	710,095	101,998.8	1.4
<b>Sub-total</b>	<b>—</b>	<b>—</b>	<b>566,731</b>	<b>1.5</b>	<b>4,819,311</b>	<b>692,250.7</b>	<b>9.5</b>
<b>Others</b>	<b>—</b>	<b>—</b>	<b>1,233,181</b>	<b>3.2</b>	<b>1,608,899</b>	<b>231,103.9</b>	<b>3.2</b>
<b>Total</b>	<b>30,295,062</b>	<b>100.0</b>	<b>39,014,007</b>	<b>100.0</b>	<b>50,644,448</b>	<b>7,274,619.8</b>	<b>100.0</b>

\* less than 0.1%

### **Rental Income**

Our rental income includes recurring revenue from the leasing of our investment properties and other properties. Fluctuations in our rental income are primarily due to the addition and removal of these properties upon sale from time to time. Our rental income is recognized on a straight-line basis over the relevant lease period.

### **Property Management Income**

Our property management income represents income generated from property management services we provide to the owners of our residential and commercial properties. This income is recognized over the period when our property management services are rendered. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which carried out our property management services. Upon the completion of such sale, Shanghai Yongsheng's results of operations, which represent all of our property management income for 2015 and 2016, have no longer been consolidated into our financial statements.

### ***Other Property Related Service Income***

We also generate other property related service income from provision of property related consultancy services to our customers. This income is typically project-based and is recognized when the services are rendered.

### **Cost of Sales and Services**

Cost of sales comprises primarily the costs we incur directly in relation to our property development activities, which include construction costs, land acquisition costs and capitalized borrowing costs. Cost of services includes other business costs incurred in relation to our property rental, property management and other property related services as well as sales related taxes. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which carried out our property management services. Shanghai Yongsheng's results of operations represented all of our cost services in relation to our property management services for 2015 and 2016. Upon completion of such sale, Shanghai Yongsheng's results of operations have no longer been consolidated into our financial statements.

### ***Cost of Property Sales***

Cost of property sales includes construction costs, land acquisition costs and capitalized borrowing costs. We recognize the cost of property sales for a given period to the extent that revenue from such properties has been recognized in such period. Prior to their completion, properties under development are included in our consolidated statements of financial position carried at the lower of cost and net realizable value.

### ***Construction costs***

Construction costs include all of the costs for the design and construction of a project, including payments to third-party contractors and designers and cost of construction materials. Our construction costs are affected by a number of factors such as changes in construction labor costs and construction materials costs (particularly steel and cement), location and types of properties, choice of materials, landscaping and investments in ancillary facilities.

### ***Land acquisition costs***

Land acquisition costs represent costs relating to the acquisition of the rights to occupy, use and develop land, and primarily include land premiums incurred in connection with land grants from the PRC government or land obtained in the secondary market by transfer, cooperative arrangement, corporate acquisition or otherwise. Our land acquisition costs are influenced by a number of factors, including location of property projects, timing of acquisitions and a project's plot ratios. Land acquisition costs are also affected by our method of acquisition, whether by PRC government-organized tenders, auctions or listings-for-sale, through private sale transactions and cooperative agreements with third parties in the secondary market or through the acquisition of other companies that hold land use rights. We may also be required to pay demolition and resettlement costs. Our land acquisition costs are also subject to changes in PRC government policies and regulations.

### ***Capitalized borrowing costs***

We capitalize a portion of our cost of bank and other borrowings (including interest expense) to the extent that such cost is directly attributable to the acquisition, construction or production of a particular property project. Fluctuations in the amount and timing of capitalization from period to period may also affect our finance costs.

### ***Cost of Rental Income, Property Management Services and Other Property Related Services***

Cost of rental income primarily includes the maintenance costs for our leased properties as well as fees and costs associated with the management of our leased properties. Cost of rental income is recognized when such costs are incurred.

Cost of property management services primarily includes staff costs associated with our property management companies and other costs associated with the management of the properties that we have developed. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which carried out our property management services. Shanghai Yongsheng's results of operations represented all of our cost services in relation to our property management services for 2015 and 2016. Upon completion of such sale, Shanghai Yongsheng's results of operations have no longer been consolidated into our financial statements.

Cost of other property related services primarily includes direct costs associated with the provision of these services.

### ***Sales Related Taxes***

Sales related taxes include business tax, municipal maintenance tax, education surcharge and other local taxes which are payable by us in connection with our property development activities.

### **Gross Profit**

Gross profit represents revenue less cost of sales.

### **Other Income, Gains and Losses**

Other income, gains and losses primarily comprise loss on early redemption of senior notes, change in fair value of derivative financial instrument, gain on remeasurement, gain from business combinations, gain on disposal of prepaid lease payments, gain or loss on disposal of subsidiaries, gain on disposal of a joint venture, government grants (which are non-recurring in nature and represent government incentives which may be available to corporate investing in the relevant city or district), interest income, forfeited deposits from purchasers resulting from cancelled contracted sales, sundry income, dividend income from available-for-sale investments, net exchange losses and others.

### **Change in Fair Value Gain on Investment Properties**

Investment properties are interests in land and buildings held to earn recurring income. Investment properties are stated at their fair value on each financial position date.

Gains or losses arising from changes in the fair values of investment properties are included in our consolidated statements of comprehensive income in the period in which they arise. Based on our valuer's valuation, we recognized the aggregate fair market value of our investment properties on our consolidated statements of financial position, recognized fair value gains or losses on investment properties on our consolidated statements of comprehensive income and recognized the relevant deferred tax under tax expenses on our consolidated statements of comprehensive income.

The fair value of each of our investment properties is likely to fluctuate from time to time and the fair value of our investment properties may decrease in the future. Any such decrease in the fair value of our investment properties would reduce our profits.



The increases or decreases in the fair value of our investment properties were generally in line with the appreciation or depreciation, as the case may be, of land and/or buildings in comparable city areas where our relevant investment properties are located.

### **Selling and Marketing Expenses**

Selling and marketing expenses primarily include commissions, advertising expenses, salaries of sales staff and other promotional expenses. Our selling and marketing expenses in any period are affected by the number of new projects launched in that period.

### **Administrative Expenses**

Administrative expenses primarily include salaries and benefits for our personnel (other than selling and marketing personnel), auditing expenses, travel expenses, general office expenses and other miscellaneous expenses. Our administrative expenses generally increase with our principal business activities and our geographical coverage as well as the number of property projects being undertaken by us.

### **Share of Results of Joint Ventures and Associates**

We account for our joint ventures and associates using the equity method of accounting and, accordingly, we recorded share of results of joint ventures and associates on our consolidated statements of comprehensive income, which includes share of exchange losses relating to effects of depreciation of the Renminbi during the relevant period and share of gain in the fair value of investment properties under construction.

### **Finance Costs**

Finance costs primarily consist of interest expenses for bank and other borrowings net of capitalized interest relating to properties under development. Interest costs which are not related to a project cannot be capitalized. As a result, our finance costs may fluctuate from period to period depending on the level of interest costs that are capitalized within the reporting period as well as the amount of outstanding principal and interest rates.

### **Income Tax Expense**

Our income tax expense for a given period includes payments and provisions made for EIT and LAT during the period. Fluctuations in our effective tax rate from period to period are primarily due to changes in our effective rates of EIT and LAT. In 2017, 2018 and 2019, our effective tax rate (calculated as income tax expense divided by profit before taxation) was 38.8%, 37.1% and 33.3%, respectively.

### ***EIT***

We, through our PRC subsidiaries, are subject to EIT in China. Under the EIT Law and EIT Rules, a uniform 25% enterprise income tax rate is generally applied to both foreign-invested enterprises and domestic enterprises, except where a special preferential rate applies. A portion of our EIT consists of deferred tax.

As approved by various competent tax bureaus, certain of our PRC subsidiaries are subject to the statutory tax rate of 25% on their respective deemed taxable income in accordance with the prescribed tax calculation method pursuant to the applicable PRC tax regulations.

## ***LAT***

Under PRC laws and regulations, our PRC subsidiaries that are engaged in the property development business are subject to LAT as determined by the local authorities in the location in which each project is located. All income from the transfer of State-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value as defined in the relevant tax laws. Certain exemptions are available for the sale of ordinary residential properties if the appreciation values do not exceed 20% of the total deductible items (as defined in the relevant tax laws). Sales of commercial properties are not eligible for such exemptions. Whether a property qualifies for the ordinary residential property exemption is determined by the local government. Historically, sales of higher-end properties and commercial properties had higher appreciation values, and were therefore generally subject to higher LAT rates. On December 28, 2006, the SAT issued the Notice on the Settlement Management of Land Appreciation Tax on Real Estate Enterprises 《關於房地產開發企業土地增值稅清算管理有關問題的通知》, which took effect on February 1, 2007 and has been amended on June 15, 2018. Such notice provides further clarifications to the settlement of LAT. Local provincial tax authorities can formulate their own implementation rules according to the notice and local situations. On May 12, 2009, the SAT issued the Regulations of Land Appreciation Tax Settlement Administration 《土地增值稅清算管理規程》 effective on June 1, 2009, which further clarifies the specific conditions and procedures for the settlement of LAT. On May 25, 2010, the SAT published the Circular on Strengthening the Collection and Administration of Land Appreciation Tax 《關於加強土地增值稅徵管工作的通知》 to require all local governments to formulate the tax rate and strengthen provisional LAT taxation. According to this circular, the provisional LAT rate of provinces in the eastern region shall not be lower than 2%, while the provinces in middle and northeastern region shall not be lower than 1.5% and the provinces in western region shall not be lower than 1%. The local governments shall determine the provisional LAT rate applicable to different types of real estate. We estimate and make provisions for the full amount of applicable LAT in accordance with the requirements set out in the relevant PRC tax laws and regulations, but only prepay 1.0% to 5.0% of the pre-sale proceeds each year as required by the local tax authorities under prevailing market practice. In 2017, 2018 and 2019, we made provisions for LAT in the amount of RMB2,123.9 million, RMB3,676.5 million and RMB2,631.6 million (US\$378.0 million), respectively, and made actual LAT payments of approximately RMB714.9 million, RMB1,027.3 million and RMB1,778.0 million (US\$255.4 million), respectively.

## ***Hong Kong Profits Tax***

No provision for Hong Kong profits tax was made in 2017, 2018 and 2019, as we did not generate any assessable profits arising in Hong Kong during such period.

## ***Cayman Islands Tax***

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty.

## SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table sets out, for the periods indicated, certain items derived from our consolidated statements of comprehensive income.

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Revenue</b> . . . . .	31,824,288	42,367,647	54,766,176	7,866,669
Cost of sales and services . . . . .	(23,202,799)	(31,754,818)	(41,012,465)	(5,891,072)
<b>Gross profit</b> . . . . .	8,621,489	10,612,829	13,753,711	1,975,597
Other income, gains and losses . . . . .	795,935	2,065,884	1,424,228	204,578
Change in fair value of investment properties . . . . .	657,791	106,385	198,043	28,447
Selling and marketing expenses . . . . .	(609,505)	(1,153,089)	(1,739,390)	(249,848)
Administrative expenses . . . . .	(1,267,838)	(2,121,731)	(2,908,647)	(417,801)
Share of results of joint ventures . . . . .	1,405,864	725,068	1,984,805	285,099
Share of results of associates . . . . .	699,766	1,450,388	1,571,367	225,713
Finance costs . . . . .	(262,340)	(368,741)	(727,824)	(104,545)
<b>Profit before taxation</b> . . . . .	10,041,162	11,316,993	13,556,293	1,947,240
Income tax expense . . . . .	(3,892,645)	(4,198,668)	(4,515,321)	(648,585)
Profit for the year . . . . .	6,148,517	7,118,325	9,040,972	1,298,654
Other comprehensive (expense)/income . . . . .	—	312,479	(28,629)	(4,112)
<b>Profit and total comprehensive income for the year</b> . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>
Attributable to:				
Equity owners of the Company . . . . .	4,828,105	5,721,470	6,408,252	920,488
Owners of perpetual capital instruments . . . . .	—	215,078	221,817	31,862
Non-controlling interests . . . . .	<u>1,320,412</u>	<u>1,494,256</u>	<u>2,382,274</u>	<u>342,192</u>
Profit and total comprehensive income for the year . . . . .	<u>6,148,517</u>	<u>7,430,804</u>	<u>9,012,343</u>	<u>1,294,542</u>

Excluding effects from fair value gains/losses, net exchange loss/gain, expenses relating to share option grants, loss on early redemption of senior notes, and share of fair value gains/losses and net exchange loss/gain at joint ventures and associated companies, our core net profit and total comprehensive income and core net profit attributable to our equity owners for the years/periods indicated are set out in the table below. For details, please see notes (3) and (4) in the section entitled “Summary Consolidated Financial and Other Data.”

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Core net profit and total comprehensive income for the year <sup>(3)</sup>	5,422,841	8,483,642	10,304,222	1,480,109
Core net profit attributable to equity owners of the Company for the year <sup>(4)</sup>	4,082,437	5,535,564	6,903,283	991,595

## The Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018

### Revenue

Our revenue increased by RMB12,398.5 million, or 29.3%, to RMB54,766.2 million (US\$7,866.7 million) for the year ended December 31, 2019, from RMB42,367.6 million for the year ended December 31, 2018, primarily due to the increase in revenue from project management and other related service income.

- *Sales of properties.* Revenue recognized from sales of property increased by RMB11,630.4 million, or 29.8%, to RMB50,644.4 million (US\$7,274.6 million) for the year ended December 31, 2019, from RMB39,014.0 million for the year ended December 31, 2018, primarily due to the increase in GFA of properties delivered.

The following table sets out the breakdown of our revenue recognized from sales of properties, the total GFA delivered and recognized ASP by city for the year ended December 31, 2019 and December 31, 2018, respectively.

	Recognized revenue from sale of properties			% of recognized revenue from sale of properties		Total GFA delivered		Recognized ASP		
	RMB'00		US\$'000	%		sq.m.		RMB/sq.m.		US\$/sq.m.
	2018	2019	2019	2018	2019	2018	2019	2018	2019	2019
Suzhou . . . . .	9,496,422	6,970,178	1,001,203	24.3	13.8	435,536	284,920	21,804	24,464	3,514
Qingdao . . . . .	3,931,874	5,396,870	775,212	10.1	10.7	378,480	465,019	10,389	11,606	1,667
Hefei . . . . .	33,304	4,546,833	653,112	0.1	9.0	2,947	365,807	11,301	12,430	1,785
Wenzhou . . . . .	—	4,488,288	644,702	—	8.9	—	354,361	—	12,666	1,819
Shenyang . . . . .	2,503,035	4,175,388	599,757	6.4	8.2	233,253	371,591	10,731	11,237	1,614
Shanghai . . . . .	2,520,693	4,124,376	592,430	6.5	8.1	75,908	126,501	33,207	32,604	4,683
Foshan . . . . .	566,731	4,053,168	582,201	1.5	8.0	53,691	381,995	10,555	10,611	1,524
Jiaxing . . . . .	62,667	2,439,773	350,451	0.2	4.8	3,897	164,605	16,081	14,822	2,129
Wuhan . . . . .	1,423,858	2,292,751	329,333	3.6	4.5	70,957	127,947	20,066	17,920	2,574
Chongqing . . . . .	1,585,112	2,200,978	316,151	4.1	4.3	208,021	226,147	7,620	9,733	1,398
Ningbo . . . . .	1,409,671	1,989,707	285,804	3.6	3.9	63,789	99,844	22,099	19,928	2,862
Changsha . . . . .	611,252	1,794,686	257,791	1.6	3.5	44,001	126,183	13,892	14,223	2,043
Jinan . . . . .	993,061	1,648,493	236,791	2.5	3.3	80,840	98,721	12,284	16,699	2,399
Linyi . . . . .	—	821,346	117,979	—	1.6	—	94,694	—	8,674	1,246
Nanning . . . . .	—	710,095	101,999	—	1.4	—	62,156	—	11,424	1,641
Zibo . . . . .	—	472,366	67,851	—	0.9	—	63,545	—	7,434	1,068
Nanchang . . . . .	—	363,113	52,158	—	0.7	—	43,974	—	8,257	1,186
Xi'an . . . . .	584,031	261,998	37,634	1.5	0.5	42,521	29,636	13,735	8,841	1,270
Dalian . . . . .	—	126,385	18,154	—	0.2	—	4,941	—	25,579	3,674
Dongguan . . . . .	—	56,048	8,051	—	0.1	—	2,253	—	24,877	3,573
Nanjing . . . . .	2,757,606	43,430	6,238	7.1	0.1	89,472	1,839	30,821	23,616	3,392
Tianjin . . . . .	3,197,075	30,685	4,408	8.2	0.1	184,671	1,914	17,312	16,032	2,303
Hangzhou . . . . .	5,986,401	22,639	3,252	15.3	*	355,074	863	16,860	26,233	3,768
Zhenjiang . . . . .	53,606	4,042	581	0.1	*	4,874	315	10,998	12,832	1,843
Langfang . . . . .	10,730	1,912	275	*	*	1,136	138	9,445	13,855	1,990
Beijing . . . . .	53,697	—	—	0.1	—	1,780	—	30,167	—	—
Others . . . . .	1,233,181	1,608,899	231,104	3.2	3.2	333,590	410,217	3,697	3,922	563
Total . . . . .	39,014,007	50,644,448	7,274,620	100.00	100.00	2,664,438	3,910,127	14,642	12,952	1,860

\* Less than 0.1%

- *Rental income.* Our rental income increased by RMB296.2 million, or 125.0%, to RMB533.2 million (US\$76.6 million) for the year ended December 31, 2019, from RMB237.0 million for the year ended December 31, 2018, primarily attributable to the new rental income from Jiaxing CIFI Square, Shanghai CIFI Haishang International, Chongqing CIFI City, Shanghai LCM and Shanghai CIFI Pure Center.

- *Project management and other related service income.* Our revenue generated from project management and other related service income increased by RMB471.9 million, or 15.1%, to 3,588.5 million (US\$515.5 million) for the year ended December 31, 2019, from RMB3,116.7 million for the year ended December 31, 2018, primarily due to the increase in the number of projects being managed by us.

### ***Cost of sales***

Our cost of sales increased by RMB9,257.6 million, or 29.2%, to RMB41,012.5 million (US\$5,891.1 million) for the year ended December 31, 2019, from RMB31,754.8 million in the year ended December 31, 2018.

### ***Gross profit and gross profit margin***

Our gross profit increased by RMB3,140.9 million, or 9.9%, to RMB13,753.7 million (US\$1,975.6 million) for the year ended December 31, 2019, from RMB10,612.8 million in the year ended December 31, 2018. Our gross profit margin was 30.0% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of us) for the year ended December 31, 2019, compared to 34.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of us). The decrease of our gross margin during the year ended December 31, 2019 compared to the year ended December 31, 2018 was primarily due to the decrease in office/commercial projects recognised during the year, these projects usually have a higher gross profit margin.

### ***Other Income, Gains and Losses***

We recognized other income and gains of RMB1,424.2 million (US\$204.6 million) for the year ended December 31, 2019, as compared to other income and gains of RMB2,065.9 million in the year ended December 31, 2018, the decrease was primarily due to the decrease on change in fair value of investment in property projects and their was no remeasurement gains recognized.

### ***Change in fair value of investment properties***

During the year ended December 31, 2019, we recognized a fair value gain on investment properties of approximately RMB198.0 million (US\$28.4 million) as compared to a fair value gain on investment properties in the year ended December 31, 2018 of RMB106.4 million. The fair value gain on investment properties was primarily due to the appreciation of the overall capital value and/or rental values.

### ***Selling and marketing expenses***

Our selling and marketing expenses increased by RMB586.3 million, or 50.8%, to approximately RMB1,739.4 million (US\$249.8 million) in the year ended December 31, 2019, from approximately RMB1,153.1 million in the year ended December 31, 2018. The increase was in line with our commencement of property pre-sale in December 31, 2019.

### ***Administrative and other expenses***

Our administrative and other expenses increased by RMB786.9 million, or 37.1%, to approximately RMB2,908.6 million (US\$417.8 million) in the year ended December 31, 2019, from approximately RMB2,121.7 million in the year ended December 31, 2018. The increase was primarily due to our business expansion.

### ***Share of results of joint ventures and associates***

Our share of results of joint ventures and associates amounted to profits of RMB3,556.2 million (US\$510.8 million) in the year ended December 31, 2019, as compared to profits of RMB2,175.5 million in the year ended December 31, 2018.

### ***Finance costs***

Our finance costs increased by RMB359.1 million to RMB727.8 million (US\$104.5 million) in the year ended December 31, 2019, from RMB368.7 million in the year ended December 31, 2018. The increase in finance costs was primarily attributable to the changes in the total finance costs incurred, which was primarily due to the increase in our total indebtedness level, net of the portion being capitalized in properties under development during the period.

### ***Profit before taxation***

As a result of the factors described above, our profit before taxation increased by RMB2,239.3 million, or 19.8%, to approximately RMB13,556.3 million (US\$1,947.2 million) during the year ended December 31, 2019, from approximately RMB11,317.0 million in the year ended December 31, 2018.

### ***Income tax expenses***

Our income tax expenses increased by RMB316.7 million, or 7.5%, to approximately RMB4,515.3 million (US\$648.6 million) in the year ended December 31, 2019 from RMB4,198.7 million in the year ended December 31, 2018. Our effective income tax rate was 33.3% during the year ended December 31, 2019, as compared to 37.1% in the year ended December 31, 2018.

### ***Profit and total comprehensive income for the period***

Our profit and total comprehensive income for the year ended December 31, 2019 increased by RMB1,581.5 million, or 21.3%, to approximately RMB9,012.3 million (US\$1,294.5 million) during the year ended December 31, 2019 from approximately RMB7,430.8 million in the year ended December 31, 2018.

### ***Profit attributable to equity owners and non-controlling interest***

Our net profit attributable to equity owners decreased by RMB1,028.0 million, or 19.0%, to approximately RMB6,437.0 million (US\$924.6 million) during the year ended December 31, 2019 from approximately RMB5,409.0 million in the year ended December 31, 2018. Our core net profit attributable to equity owners increased by RMB1,367.7 million, or 24.7% to approximately RMB6,903.3 million (US\$991.6 million) in the year ended December 31, 2019 from approximately RMB5,535.6 million in the year ended December 31, 2018.

## **The Year Ended December 31, 2018 Compared to the Year Ended December 31, 2017**

### ***Revenue***

Our revenue increased by RMB10,543.4 million, or 33.1%, to RMB42,367.6 million for the year ended December 31, 2018, from RMB31,824.3 million for the year ended December 31, 2017, primarily due to the increase in revenue recognized from sales of properties.

- *Sales of properties.* Revenue recognized from sales of property increased by RMB8,718.9 million, or 28.8%, to RMB39,014.0 million for the year ended December 31, 2018, from RMB30,295.1 million for the year ended December 31, 2017, primarily due to the increase in GFA delivered.

The following table sets out the breakdown of our revenue recognized from sales of properties, the total GFA delivered and recognized ASP by city for the years ended December 31, 2018 and 2017, respectively.

City	Recognized revenue from sale of properties		Total GFA delivered		Recognized ASP	
	RMB'000		sq.m.		RMB/sq.m.	
	2017	2018	2017	2018	2017	2018
Suzhou . . . . .	7,936,922	9,590,608	462,108	459,192	17,175	20,886
Hangzhou . . . . .	334,458	6,373,025	33,804	453,004	9,894	14,068
Qingdao . . . . .	—	4,157,502	—	420,555	—	9,886
Tianjin . . . . .	2,388,303	3,256,563	190,634	206,434	12,528	15,775
Nanjing . . . . .	2,005,465	2,783,240	121,550	97,182	16,499	28,640
Shenyang . . . . .	1,798,137	2,630,790	213,181	269,428	8,435	9,764
Shanghai . . . . .	7,752,773	2,523,128	208,293	80,603	37,221	31,303
Chongqing . . . . .	1,685,944	1,634,823	276,929	233,924	6,088	6,989
Ningbo . . . . .	—	1,449,159	—	67,817	—	21,369
Wuhan . . . . .	1,657,950	1,448,911	90,676	76,067	18,284	19,048
Jinan . . . . .	—	1,063,318	—	99,054	—	10,735
Changsha . . . . .	911,509	649,741	85,754	60,486	10,629	10,742
Xi'an . . . . .	—	597,609	—	46,149	—	12,950
Foshan . . . . .	—	566,731	—	53,691	—	10,555
Jiaxing . . . . .	638,476	80,520	84,240	14,677	7,579	5,486
Hefei . . . . .	1,624,861	77,928	100,351	12,661	16,192	6,155
Zhenjiang . . . . .	930,637	60,065	162,566	8,826	5,725	6,806
Beijing . . . . .	586,755	59,617	21,997	3,554	26,674	16,775
Langfang . . . . .	42,872	10,729	7,360	1,134	5,825	9,461
<b>Total . . . . .</b>	<b>30,295,062</b>	<b>39,014,007</b>	<b>2,059,443</b>	<b>2,664,438</b>	<b>14,710</b>	<b>14,642</b>

- *Rental income.* Our rental income increased by RMB142.6 million, or 151.0%, to RMB237.0 million for the year ended December 31, 2018, from RMB94.4 million for the year ended December 31, 2017, primarily attributable to the new rental income from Shanghai CIFI Haishang International, Shanghai LCM and Chongqing CIFI City.
- *Project management and other related service income.* Our revenue generated from project management and other related service income increased by RMB1,681.9 million, or 117.2%, to RMB3,116.7 million for the year ended December 31, 2018, from RMB1,434.8 million for the year ended December 31, 2017.

### **Cost of sales**

Our cost of sales increased by RMB8,552.0 million, or 36.9%, to RMB31,754.8 million for the year ended December 31, 2018, from RMB23,202.8 million in the year ended December 31, 2017.

### **Gross profit and gross profit margin**

Our gross profit increased by RMB1,991.3 million, or 23.1%, to RMB10,612.8 million for the year ended December 31, 2018, from RMB8,621.5 million in the year ended December 31, 2017. The increase of our gross profit during the year ended December 31, 2018 compared to the year ended December 31, 2017 was primarily due to the increase of our revenue. Our gross profit margin was 34.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of the Group) for the year ended December 31, 2018, compared to 29.7% for the year ended December 31, 2017.



### ***Other Income, Gains and Losses***

We recognized other income and gains of RMB2,065.9 million for the year ended December 31, 2018, as compared to other income and gains of RMB795.9 million in the year ended December 31, 2017. The increase of our other income, gains and losses was primarily due to the increase from gains on re-measurement, change in fair value of investment in property projects, interest income, changes in fair value of derivative component for convertible bonds, gain on disposal of subsidiaries, gain on disposal of an associate, forfeited deposits paid by purchasers, loss on early redemption of senior notes, change in fair value of financial assets at FVTPL, dividend income from financial assets at FVTPL, change in fair value of derivative financial instruments, sundry income and dividend income from investment property projects. The Group reclassified the accounting treatment of certain project companies, resulting in financial consolidation of such project companies as subsidiaries. As a result, certain project companies, which were previously recognized as joint venture or associated companies, are now recognized as subsidiaries. Gain on re-measurement is from the remeasurement of the fair value of the equity interests in these reclassified project companies.

### ***Change in fair value of investment properties***

During the year ended December 31, 2018, we recognized a fair value gain on investment properties of approximately RMB106.4 million as compared to a fair value gain on investment properties in the year ended December 31, 2017 of RMB657.8 million. The fair value gain on investment properties was primarily due to the appreciation of the overall capital value and increase in the number of investment properties held.

### ***Selling and marketing expenses***

Our selling and marketing expenses increased by RMB543.6 million, or 89.2%, to approximately RMB1,153.1 million in the year ended December 31, 2018, from approximately RMB609.5 million in the year ended December 31, 2017. This increase was in line with the Group's massive new launches of property projects available for pre-sale in 2018. During the period, the Group kept its selling expenses at an appropriate level.

### ***Administrative and other expenses***

Our administrative and other expenses increased by RMB853.9 million, or 67.4%, to approximately RMB2,121.7 million in the year ended December 31, 2018, from approximately RMB1,267.8 million in the year ended December 31, 2017. This increase was primarily due to the Group's business expansion.

### ***Share of results of joint ventures and associates***

Our share of results of joint ventures and associates amounted to profits of RMB2,175.5 million in the year ended December 31, 2018, as compared to profits of RMB2,105.6 million in the year ended December 31, 2017. The increase in our share of results of joint ventures and associates was primarily due to our RMB175.1 million share of gain in the fair value of investment properties under construction.

### ***Finance costs***

Our finance costs increased by RMB106.4 million to RMB368.7 million in the year ended December 31, 2018, from RMB262.3 million in the year ended December 31, 2017. The increase in finance costs was primarily attributable to the change in the total finance costs incurred, net of the portion being capitalized in properties under development during the year.

### ***Profit before taxation***

As a result of the factors described above, our profit before taxation increased by RMB1,275.8 million, or 12.7%, to approximately RMB11,317.0 million during the year ended December 31, 2018, from approximately RMB10,041.2 million in the year ended December 31, 2017.

### ***Income tax expenses***

Our income tax expenses increased by RMB306.1 million, or 7.9%, to approximately RMB4,198.7 million in the year ended December 31, 2018 from RMB3,892.6 million in the year ended December 31, 2017. Our effective income tax rate was 37.1% during the year ended December 31, 2018, as compared to 38.8% in the year ended December 31, 2017.

### ***Profit and total comprehensive income for the period***

Our profit and total comprehensive income for the year ended December 31, 2018 increased by RMB1,282.3 million, or 20.9%, to approximately RMB7,430.8 million during the year ended December 31, 2018 from approximately RMB6,148.5 million in the year ended December 31, 2017.

### ***Profit attributable to equity owners and non-controlling interest***

Our net profit attributable to equity owners increased by RMB580.9 million, or 12.0%, to approximately RMB5,409.0 million during the year ended December 31, 2018 from approximately RMB4,828.1 million in the year ended December 31, 2017. Our core net profit attributable to equity owners increased by RMB1,453.2 million, or 35.6% to approximately RMB5,535.6 million in the year ended December 31, 2018 from approximately RMB4,082.4 million in the year ended December 31, 2017.

## **LIQUIDITY AND CAPITAL RESOURCES**

To date, we have financed our working capital, capital expenditures and other capital requirements primarily through internally generated funds, bank borrowings, trust financings, net proceeds from our initial public offering in November 2012 and various capital markets offerings.

### **Cash Flows**

The following table sets out selected cash flow data from our consolidated statements of cash flows for the periods indicated below.

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Net cash generated from (used in) operating activities . . . . .	5,596,242	(2,838,411)	(12,025,378)	(1,727,337)
Net cash used in from investing activities . . . . .	(19,801,724)	(15,077,584)	(18,635,683)	(2,676,848)
Net cash generated from (used in) financing activities . . . . .	23,689,053	31,046,589	44,560,558	6,400,724
Net increase in cash and cash equivalents . . . . .	9,483,571	13,130,594	13,899,497	1,996,538
Effect of foreign exchange . . . . .	(25,098)	410,097	25,976	3,731
Cash and cash equivalents at beginning of the year . . . . .	20,328,397	29,786,870	43,327,561	6,223,615
Cash and cash equivalents at end of the year . . . .	<u>29,786,870</u>	<u>43,327,561</u>	<u>57,253,034</u>	<u>8,223,884</u>

### ***Cash Flows from Operating Activities***

For the year ended December 31, 2019, we had net cash outflow from operating activities of RMB12,025.4 million (US\$1,727.3 million), which was primarily due to (i) an increase in properties under development for sale of RMB67,728.0 million (US\$9,728.5 million), (ii) an increase in accounts and other receivables, deposits and prepayments of RMB9,360.7 million (US\$1,344.6 million) and (iii) an increase in deposits for land use rights for properties held for sale of RMB7,582.3 million (US\$1,089.1 million), partially offset by (i) a decrease in properties held for sale of RMB40,145.0 million (US\$5,766.5 million) and (ii) an increase in accounts and other payables and accrued charges of RMB18,503.9 million (US\$2,658.0 million).

For the year ended December 31, 2018, we had net cash outflow from operating activities of RMB2,838.4 million (US\$413.5 million), which was primarily due to (i) an increase in properties under development for sale of RMB42,370.5 million (US\$6,172.0 million), (ii) an increase in accounts and other receivables, deposits and prepayments of RMB10,679.1 million (US\$1,555.6 million) and (iii) an increase in deposits for land use rights for properties held for sale of RMB7,708.7 million (US\$1,122.9 million), partially offset by (i) a decrease in properties held for sale of RMB29,605.4 million (US\$4,312.5 million), (ii) increase in accounts and other payables and accrued charges of RMB16,731.8 million (US\$2,437.3 million), (iii) increase in deposits received from property sales of RMB8,262.5 million (US\$1,203.6 million) and (iv) operating cash flows before movements in working capital of RMB7,565.6 million (US\$1,102.1 million).

For the year ended December 31, 2017, we had net cash inflow from operating activities of RMB5,596.2 million, which was primarily due to (i) a decrease in properties held for sale of RMB21,284.5 million, (ii) an increase in deposits received from property sales of RMB1,342.2 million and (iii) an increase in accounts payable and accrued charges of RMB5,336.1 million, partially offset by (i) an increase in deposits for land use rights for properties held for sale of RMB11,505.9 million and (ii) an increase in properties under development for sale of RMB 17,538.5 million.

### ***Cash Flows from Investing Activities***

For the year ended December 31, 2019, we had net cash outflow from investing activities of RMB18,635.7 million (US\$2,676.8 million), which was primarily due to (i) advances to joint ventures of RMB32,694.8 million (US\$4,696.3 million), (ii) advances to associates of RMB12,004.9 million (US\$1,724.4 million) and (iii) advances to non-controlling interests of RMB22,718.1 million (US\$3,263.2 million), partially offset by repayment from associates of RMB9,198.3 million (US\$1,321.5 million), repayment from joint ventures of RMB25,522.1 million (US\$3,666.0 million) and repayment from non-controlling interests of RMB17,158.6 million (US\$2,464.7 million).

For the year ended December 31, 2018, we had net cash outflow from investing activities of RMB15,077.6 million (US\$2,196.3 million), which was primarily due to (i) advances to joint ventures RMB22,526.7 million (US\$3,281.4 million), (ii) advances to non-controlling interests of RMB17,118.7 million (US\$2,493.6 million), (iii) advances to associates of RMB11,785.1 million (US\$1,716.7 million) and (iv) capital injection into joint ventures of RMB2,403.3 million (US\$350.1 million), partially offset by net cash inflow from disposal of subsidiaries of RMB1,191.3 million (US\$173.5 million).

For the year ended December 31, 2017, we had net cash outflow from investing activities of RMB19,801.7 million, which was primarily due to (i) advance to joint ventures and associates of RMB16,008.9 million, (ii) advances to non-controlling interest of RMB5,012.2 million and (iii) additions to investment properties of RMB1,371.7 million, partially offset by repayment from joint ventures and associates of RMB3,178.1 million.

### ***Cash Flows from Financing Activities***

For the year ended December 31, 2019, we had net cash inflow from financing activities of RMB44,560.6 million (US\$6,400.7 million), which was primarily due to (i) new bank and other borrowings raised of RMB43,265.6 million (US\$6,214.7 million), (ii) advances from joint ventures of RMB11,738.6 million (US\$1,686.1 million) and (iii) net proceeds from issue of senior notes and corporate bonds of RMB14,117.4 million (US\$2,027.8 million), partially offset by repayment of bank and other borrowings of RMB22,801.9 million (US\$3,275.3 million) and repayment to non-controlling interests of RMB3,960.0 million (US\$568.8 million).

For the year ended December 31, 2018, we had net cash inflow from financing activities of RMB31,046.6 million (US\$4,522.4 million), which was primarily due to (i) new bank and other borrowings raised of RMB32,531.5 million (US\$4,738.7 million), (ii) advances from non-controlling interests of RMB20,600.4 million (US\$3,000.8 million), (iii) advances from joint ventures of RMB10,479.2 million (US\$1,526.5 million), (iv) net proceeds from issue of senior notes of RMB9,702.1 million (US\$1,413.3 million), (v) advances from associates of RMB8,194.4 million (US\$1,193.6 million), (vi) net proceeds from issue of corporate bonds of RMB6,847.5 million (US\$997.5 million) and (vii) capital contributions from non-controlling interests of RMB6,487.5 million (US\$945.0 million), partially offset by (i) repayment of bank and other borrowings of RMB20,328.0 million (US\$2,961.1 million), (ii) repayment to non-controlling interests of RMB19,148.7 million (US\$2,789.3 million), (iii) repayment to joint ventures of RMB8,655.0 million (US\$1,260.7 million) and (iv) repayment to associates of RMB5,449.0 million (US\$793.7 million).

For the year ended December 31, 2017, we had net cash outflow from financing activities of RMB23,689.1 million, which was primarily due to (i) repayment to joint ventures and associates of RMB10,221.5 million, (ii) repayment of bank and other borrowings of RMB7,584.5 million and (iii) repayment of senior notes of RMB2,755.4 million, partially offset by new bank and other borrowings raised of RMB22,433.3 million.

### **Capital Resources**

Property developments require substantial capital investment for land acquisition and construction and it may take many months or years before positive cash flows can be generated. To date, we have funded our growth principally from internally generated funds, bank borrowings, trust financings, net proceeds from our initial public offering in November 2012 and various capital markets offerings. Our financing methods vary from project to project and are subject to limitations imposed by PRC regulations and monetary policies.

We intend to continue to fund our future development and debt servicing costs from existing financial resources and cash generated from operations. We may also raise additional funds through debt or equity offerings in the future to finance all or a portion of our future development, for debt servicing or for other purposes. Our ability to obtain adequate financing to satisfy our debt service requirements may be limited by our financial condition and operating results and the liquidity of international and domestic financial markets. Any failure by us to achieve timely rollover, extension or refinancing of our short-term debt may result in our inability to meet our obligations in connection with debt service, accounts payable and/or other liabilities when they become due and payable.

## INDEBTEDNESS AND CONTINGENT LIABILITIES

### Bank and Other Borrowings under IFRS

The following table sets out the breakdown of our outstanding bank and other borrowings under IFRS as of the dates indicated:

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Bank loans, secured . . . . .	22,493,276	36,754,386	50,625,286	7,271,867
Bilateral loans . . . . .	2,358,594	4,572,837	4,012,423	576,349
Syndicated loans . . . . .	8,261,145	8,576,337	9,128,402	1,311,213
Asset-backed-securities . . . . .	—	—	1,316,121	189,049
Total . . . . .	<u>33,113,015</u>	<u>49,903,560</u>	<u>65,082,232</u>	<u>9,348,478</u>

Our secured bank and other borrowings under IFRS are secured by certain investment properties, properties under development, properties held for sale, and/or equity interests in certain of our subsidiaries. Certain of our trust financings are also secured by a transfer of a minority equity interest in the relevant project subsidiary to the relevant trust company. Our other unsecured loans are borrowed from independent third parties.

The following table sets out the maturity profiles of our bank and other borrowings under IFRS as of the dates indicated.

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Within one year or on demand . . . . .	6,727,108	8,842,371	13,941,253	2,002,536
More than one year, but not exceeding two years . . . . .	5,556,657	18,182,914	15,245,682	2,189,905
More than two years, but not exceeding three years . . . . .	13,868,191	18,095,805	27,950,438	4,014,829
More than three years, but not exceeding four years . . . . .	3,257,908	3,706,300	6,488,359	931,994
More than four years, but not exceeding five years . . . . .	3,300,241	660,000	1,115,000	160,160
More than five years . . . . .	<u>402,910</u>	<u>416,170</u>	<u>341,500</u>	<u>49,053</u>
	<u>33,113,015</u>	<u>49,903,560</u>	<u>65,082,232</u>	<u>9,348,478</u>
Less: Amount due within one year shown under current liabilities . . . . .	<u>(6,727,108)</u>	<u>(8,842,371)</u>	<u>(13,941,253)</u>	<u>(2,002,536)</u>
Amount due after one year . . . . .	<u>26,385,907</u>	<u>41,061,189</u>	<u>51,140,979</u>	<u>7,345,942</u>

Our bank borrowings are arranged at fixed and variable rates. The following table shows the range of effective interest rates for our bank and other borrowings under IFRS as of the dates indicated.

	As of December 31,		
	2017	2018	2019
Bank loans . . . . .	1.5%–10.0%	1.88%–10.0%	1.88%–10.30%

In 2017, 2018 and 2019, our weighted average cost of indebtedness (calculated as the weighted average of interest costs of all bank and other borrowings, senior notes and onshore bonds outstanding during the relevant year/period) was 5.2%, 5.8% and 6.0% respectively.

## **Trust and Other Financings**

We have obtained, from time to time, trust and financings from a number of trust companies and other lenders in the PRC. Compared to bank loans, such financings offer greater flexibility in terms of availability. While drawdowns on bank loans usually depend on actual construction progress, drawdowns such financings may be made in full in one or multiple installments as agreed with the relevant lenders. However, we have to bear higher financing costs due to higher interest rates under these financing arrangements. There is no guarantee that we will be able to enter into these arrangements, if needed, in the future at all or on favorable terms.

## **Indebtedness**

We now have, and will continue to have after the offering of the Notes, a substantial amount of indebtedness. As of December 31, 2017, 2018 and 2019, our total bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB33,113.0 million, RMB49,903.6 million and RMB65,082.2 million (US\$9,348.5 million), respectively. As of December 31, 2019, we also had outstanding 2015 Notes, 2017 Notes, January 2018 Notes, April 2018 Notes, May 2018 Notes, September 2018 Notes, January 2019 Notes, February 2019 Notes, March 2019 Notes, July 2019 Notes, November 2019 Notes, Second Tranche of 2015 Onshore Bonds, Second Tranche of 2016 Onshore Bonds, the 2018 Onshore Bonds, the First and Second Tranche of 2018 Onshore Corporate Bonds, August 2017 Perpetual Securities and December 2017 Perpetual Securities with carrying amounts of RMB42,499.9 million (US\$6,104.7 million). See “Description of Other Material Indebtedness and Obligations” for details on the outstanding loans and other indebtedness.

Since 2010, as our business scale expanded with an increased number of properties under development, our utilization of our banking and other loan facilities increased. As of December 31, 2019, we had un-utilized banking facilities of RMB13,885.2 million (US\$1,994.5 million), out of total banking facilities available to us of RMB78,967.4 million (US\$11,343.0 million). Certain of our banking and other loan facilities are subject to a number of customary affirmative and/or negative covenants, such as restrictions on change of control and disposition of material assets, as well as financial ratios, such as debt-to-equity ratio, with which we must comply. See “Description of Other Material Indebtedness and Obligations.” In respect of the un-utilized facilities available to us as of December 31, 2019, there are no additional collateral or security required for any drawdown of such facilities.

Except as disclosed in this offering memorandum, we did not have any outstanding debt securities issued and outstanding or authorized, or otherwise created but unissued, term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages and charges, material contingent liabilities or guarantees outstanding as of December 31, 2019.

## **Contingent Liabilities**

### ***Mortgage Guarantees***

We have provided mortgage guarantees to PRC banks in respect of the mortgage loans provided by the PRC banks to our customers. Our mortgage guarantees are issued from the dates of grant of the relevant mortgage loans and released upon the earlier of (i) the relevant property ownership certificates being obtained and the certificates of other interests with respect to the relevant properties being delivered to the mortgagee banks, or (ii) the settlement of mortgage loans between the mortgagee banks and our customers.



The following table shows our total mortgage guarantees as of the dates indicated.

	As of December 31,			
	2017	2018	2019	
	RMB in millions	RMB in millions	RMB in millions	US\$ in millions
Mortgage guarantees . . . . .	12,714.6	19,067.9	22,444.8	3,224.0

We did not experience any material default on mortgage guarantees in 2017, 2018 and 2019.

### ***Loan Guarantees***

See “Description of Other Material Indebtedness and Obligations.”

### **Off-Balance Sheet Commitments and Arrangements**

Except for the contingent liabilities set out above, we have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder’s equity, or that are not reflected in our consolidated financial statements. We do not have any variable interests in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing or hedging or research and development services with us.

### **Contractual Obligations**

As of December 31, 2017, 2018 and 2019, we had the following commitments in respect of acquisition of land use rights and acquisition of equity interest contracted in but not provided for:

	As of December 31,			
	2017	2018	2019	
	RMB’000	RMB’000	RMB’000	US\$’000
Expenditure in respect of acquisition of land use rights and acquisition of equity interest contracted but not provided for in our consolidated financial statements . . . . .	<u>11,245,221</u>	<u>3,525,621</u>	<u>3,016,690</u>	<u>433,320</u>

Subsequent to December 31, 2019, we incurred material contractual obligations in connection with our land acquisitions.

We lease out a number of buildings under operating leases. The leases typically have a term of one to 20 years. The following table summarizes amounts of receivables from our non-cancellable operating leases as of the dates indicated.

	As of December 31,			
	2017	2018	2019	
	RMB’000	RMB’000	RMB’000	US\$’000
Within one year. . . . .	101,550	234,828	327,760	47,080
In the second to fifth year inclusive . . . .	346,313	635,208	924,135	132,744
After five years. . . . .	<u>296,153</u>	<u>431,072</u>	<u>355,049</u>	<u>51,000</u>
	<u>744,016</u>	<u>1,301,108</u>	<u>1,606,944</u>	<u>230,823</u>



## QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISKS

Market risk is the risk of loss related to adverse changes in the market prices of financial instruments, including interest rates and foreign exchange rates. We are exposed to various types of market risks in the ordinary course of business, including changes in interest rates and foreign exchange rates. We maintain our accounting records and prepare our financial statements in Renminbi.

Our assets are mainly in the form of investment properties, properties under development and completed properties held for sale. In the event of a severe downturn in the property market, these assets may not be readily realized.

### Commodities Risk

We are exposed to fluctuations in the prices of raw materials, primarily steel and cement, for our property developments. We currently do not engage and do not expect to engage in commodities hedging activities. We purchase most of our supplies of steel and cement at market prices. Such purchase costs are generally accounted for as part of contractor fees pursuant to our arrangements with the relevant construction contractors. Accordingly, rising prices for construction materials will affect our construction costs in the form of increased fees payable to our contractors. As a result, fluctuations in the prices of our construction materials could have a significant impact on our operating results.

### Interest Rate Risk

We undertake debt obligations to support our property development and general working capital needs. We are exposed to interest rate risks, primarily relating to our bank and other borrowings under IFRS and bank deposits with variable interest rates. Upward fluctuations in interest rates increase the cost of our financing and may adversely affect our prospective purchasers' willingness and ability to purchase our properties. Fluctuations in interest rates can also lead to significant fluctuations in the fair value of our debt obligations. Our net profit is also affected by changes in interest rates due to the impact such changes have on interest income from our bank deposits. We currently do not have any derivative instruments to hedge our interest rate risk. We also have borrowings at fixed rates, which expose us to fair value interest rate risk.

Any increase of benchmark lending rates published by PBOC may result in an increase in our interest costs, as certain of our bank borrowings in the PRC bear floating interest rates linked to PBOC-published rates. PBOC published benchmark one-year lending rates, which directly affect the property mortgage rates offered by commercial banks in China, as of December 31, 2017 and 2018 and 2019 were 4.35%, 4.35% and 4.35%, respectively. We cannot assure you that PBOC will not raise lending rates in the future or that our business, financial condition will not be adversely affected as a result.

### Foreign Exchange Rate Risk

We conduct our business primarily in Renminbi. We are exposed to foreign exchange rate risk relating to (i) the portion of our bank deposits that we maintain in Hong Kong dollars and U.S. dollars and (ii) foreign currency-denominated obligations such as our offshore credit facilities, the Existing Notes, the August 2017 Perpetual Securities, the December 2017 Perpetual Securities and the Notes. On July 21, 2005, the PRC government changed its policy of pegging the value of the Renminbi to the U.S. dollar. Under the policy, the Renminbi was permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. In 2007, 2012 and 2014, the PBOC widened the floating band for the trading prices in the inter-bank foreign exchange market of the Renminbi against the U.S. dollar. This change in policy resulted in a gradual appreciation of the Renminbi against the U.S. dollar and, in turn, the Hong Kong dollar, which value is linked to the U.S. dollar. In August 2015, the PBOC moved to devalue the Renminbi against the U.S. dollar and announced a policy change allowing a more

market-based determination of the official fixing rate. Following such announcement, the Renminbi depreciated significantly against the U.S. dollar. In February 2017, the PBOC has adjusted its FX fixing formula, making adjustments to existing fixing model which was introduced in February 2016. In October 2016, RMB was formally included in IMF's Special Drawing Rights basket. Renminbi has witnessed multiple fluctuation in past one year. As a result, we reported a net exchange loss of RMB274.4 million (US\$39.4 million) for the year ended December 31, 2019 as compared to a net exchange loss of RMB575.4 million for the year ended December 31, 2018. See "Risk Factors — Risks Relating to our Business — Our profitability and results of operations are affected by changes in foreign exchange rates." The PRC government may take further actions that could cause future exchange rates to vary significantly from current or historical exchange rates. A depreciation in the Renminbi would (i) adversely affect the value of any dividends we pay to our shareholders outside the PRC and (ii) require us to use more Renminbi funds to service the same amount of any foreign currency debt. An appreciation in the Renminbi, however, would adversely affect the value of the proceeds we will receive from this offering or any capital resources in foreign currency if they are not converted into Renminbi in a timely manner.

We adopted a hedging policy to actively manage our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness. We may, depending on the circumstances and trend of currency exchange rates, consider and enter into hedging arrangements to mitigate the impact of Renminbi's depreciation. We plan to utilize the most appropriate and cost effective hedging instruments to hedge our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness. Our hedging arrangements shall, to the extent possible, match the value and the maturity of the relevant non-Renminbi denominated indebtedness being hedged.

Based on the above policy, we entered into U.S. dollar versus offshore Renminbi capped forward contracts to hedge certain of our foreign exchange rate risk exposure relating to non-Renminbi denominated indebtedness. Under such currency capped forward contracts, on the expiry date:

- if the then prevailing U.S. dollar versus offshore Renminbi exchange rate ("Expiry Rate") is less than or equal to the pre-specific capped rate ("Capped Rate"), we shall buy the contract amount of U.S. dollar against offshore Renminbi at the pre-specified contract rate ("Strike Rate"); or
- if the Expiry Rate is greater than the Capped Rate, we shall receive the relevant depreciation amount of offshore Renminbi against U.S. dollar up to the Capped Rate ("Capped Amount").

The capped forward contracts utilized by us had contract values and expiry dates matching the outstanding amounts and maturity dates of the specific U.S. dollar or Hong Kong dollar denominated indebtedness being hedged. These capped forward contracts enable us to lock into the relevant pre-specified Strike Rate of U.S. dollar versus Renminbi exchange rate for the repayment of our outstanding non-Renminbi denominated indebtedness. However, our protection against Renminbi depreciation will be limited up to the relevant Capped Rates.

Other than those disclosed above, we did not have any other material exposures to foreign exchange rate fluctuations or any other hedging arrangements as of December 31, 2019. We will monitor our foreign exchange rate risk exposure closely and may, depending on the circumstances and trend of foreign currencies, consider adjusting our foreign exchange rate hedging policy in the future.

### **Inflation/Deflation Risk**

According to the National Bureau of Statistics, China's overall national inflation/(deflation) rate, as represented by changes in the general consumer price index, was approximately 1.6%, 2.1% and 2.9% in 2017, 2018 and 2019, respectively. Inflation or deflation has not had a significant effect on our business during such period. However, we cannot assure you that any inflation or deflation in China in the future will not have an adverse effect on our business, financial condition, operating results or prospects.

## NON-GAAP FINANCIAL MEASURES

We use EBITDA to provide additional information about our operating performance. EBITDA refers to our earnings before the following items:

- fair value changes from investment properties (including investment properties from joint venture), trust and other loan related derivatives, and derivative financial instrument;
- interest expense (including interest capitalized in cost of sales);
- amortization;
- income tax expense;
- depreciation;
- gain from business combination and re-measurement;
- exchange loss (including exchange loss from joint venture); and
- loss on early redemption of senior notes.

EBITDA is not a standard measure under IFRS. As the property development business is capital intensive, capital expenditure requirements and level of debt and interest expenses may have a significant impact on the profit for the year/period of companies with similar operating results. Therefore, we believe the investor community commonly uses this type of financial measure to assess the operating performance of companies in our market sector.

As a measure of our operating performance, we believe that the most directly comparable IFRS measure to EBITDA is profit for the year/period. We operate in a capital intensive industry. We use EBITDA in addition to profit for the year/period because profit for the year/period includes many accounting items associated with capital expenditures, such as depreciation, as well as non-operating items, such as amortization of intangible assets and interest income and interest expense. These accounting items may vary between companies depending on the method of accounting adopted by a company. By minimizing differences in capital expenditures and the associated depreciation expenses as well as reported tax positions, intangible assets amortization and interest income and expense, EBITDA provides further information about our operating performance and an additional measure for comparing our operating performance with other companies' results. Funds depicted by this measure may not be available for debt service due to covenant restrictions, capital expenditure requirements and other commitments.

The following table reconciles our profit for the year under IFRS to our definition of EBITDA for the years indicated:

	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Profit for the year</b> . . . . .	6,148,517	7,118,325	9,040,972	1,298,654
<b>Adjustments:</b>				
Change in fair value of investment properties . . . . .	(493,343)	(79,789)	(148,532)	(21,335)
Interest expense (excluding interest capitalized in cost of sales) . . . . .	262,340	368,741	727,824	104,545
Interest capitalized into cost of sales . . . . .	1,591,214	1,799,595	3,849,324	552,921
Income tax expense . . . . .	3,892,645	4,198,668	4,515,321	648,585
Depreciation . . . . .	17,394	30,700	78,938	11,339
Amortization . . . . .	34,775	78,929	53,673	7,710
Change in fair value of investment properties from joint venture . . . . .	(844,588)	(175,122)	(711,463)	(102,195)
Gain from business combination and re-measurement . . . . .	(774,335)	(903,376)	(260,671)	(37,443)
Changes in fair value of financial assets at FVTPL . . . . .	94,726	(72,196)	133,432	19,166
Change in fair value of derivative financial instrument . . . . .	538,733	(14,948)	(23,462)	(3,370)
Change in fair value of investment in property projects . . . . .	—	(247,618)	185,699	26,674
Change in fair value of derivative component of convertible bonds . . . . .	—	(99,182)	—	—
Fair value from business combination charged to cost of sales . . . . .	—	4,068,742	2,656,032	381,515
Exchange loss (gain) . . . . .	(108,413)	575,387	274,359	39,409
Exchange loss from joint venture . . . . .	(112,854)	5,548	82,255	11,815
Loss on early redemption of senior notes . . . . .	118,464	—	44,043	6,326
<b>EBITDA</b> . . . . .	<u>10,365,275</u>	<u>16,652,404</u>	<u>20,497,744</u>	<u>2,994,316</u>
EBITDA margin . . . . .	<u>32.6%</u>	<u>39.3%</u>	<u>37.4%</u>	<u>37.4%</u>

You should not consider our definition of EBITDA in isolation or construe it as an alternative to profit for the year or as an indicator of operating performance or any other standard measure under IFRS. Our definition of EBITDA does not account for income taxes. Our EBITDA measures may not be comparable to similarly titled measures used by other companies.

# NOTES BEING ISSUED AS GREEN BONDS

## ASSERTIONS FROM MANAGEMENT

For each Green Bond issued, we assert that it will adopt: (1) use of proceeds; (2) project evaluation and selection; (3) management of proceeds, and (4) reporting, as set out in this framework.

### 1. Use of Proceeds

With reference to the *Green Bond Principles (GBP), 2018*, the proceeds of each Green Bond will be used to fund or refinance, in whole in part, new or existing “Eligible Green Projects.”

“**Eligible Green Projects**” refer to projects that meet one or more of the following categories of eligibility as recognized in the *Green Bond Principles (GBP), 2018*:

- a. Green Buildings: new construction and/or renovation of existing buildings, or refurbishment and/or tenant engagement initiatives that will reduce building environmental impact in accordance with, any one of the following certification systems:
  - U.S. Leadership in Energy and Environmental Design (LEED) — minimum certification of Gold; or
  - BEAM Plus — minimum certification level of Gold; or
  - BREEAM — minimum certification level of Excellent; or
  - BCA Green Mark — minimum certification level of Gold; or
  - Chinese Green Building Evaluation Label (GBL) — minimum certification level of 2 stars; or
  - any other green building label, that is an equivalent standard of the above;
- b. Clean Transportation: construction and maintenance of infrastructure for electric vehicles;
- c. Energy Efficiency: projects involving the following features:
  - smart technologies and/or systems for tracking, monitoring and managing energy usage in new and existing buildings to achieve energy saving targets -10% improvement in energy efficiency, based on third-party assessment; and
  - upgrades of facilities/equipment that shall result in, based on third-party assessment, 10% improvement in energy efficiency.
- d. Pollution Prevention and Control: properties involving the following features:
  - reduction of the use of non-recyclable materials;
  - enforcement of dust control, noise reduction, construction waste and gas pollution minimization;
  - facilities, system and equipment that are used to mitigate environmental pollution during the construction and/or operation of buildings; and
  - waste prevention, treatment, management and recycling projects;

- e. Sustainable Water Management: projects that have water saving features to reduce domestic and commercial water consumption
- f. Climate Change Adaptation: projects with design, construction, maintenance and upgrades of buildings/assets for adapting to more frequent and extreme weather events;
- g. Renewable Energy: project generating energy from renewable sources such as solar energy;

## **2. Project Evaluation and Selection**

Eligible Green Projects are selected by ESG Working Group (“EWG”) with senior representatives from finance, design and architecture, building engineering and internal audit and risk management departments.

EWG will discuss and select Eligible Green Projects at least every 12 months. EWG will also ensure the selected Eligible Green Projects to comply with Use of Proceeds and environmental guidelines under 2018 Green Bond Principles (GBP) that are applicable to us.

## **3. Management of Proceeds**

Our finance team will track the net proceeds using an internal register to record the following information:

- a. type of funding transaction, including details such as issuance date, number of transactions, principal amount of proceeds, repayment or amortization profile, maturity date, interest or coupon and ISIN code.
- b. allocation of use of proceeds, including amount of proceeds allocated to each Eligible Green Project and the balance of unallocated proceeds.

## **4. Reporting**

We will provide an annual report on the allocation of proceeds on our website, and/or as part of our annual report or sustainability report. The allocation report will include aggregate amount allocated to various eligible green projects, the remaining balance of funds to be allocated and the type of investment they are being temporarily held in, and examples of the eligible green projects.

## INDUSTRY OVERVIEW

*Unless otherwise specified, the information set forth in this section has been extracted, in part, from various official government publications. Such information has not been independently verified by us, the Initial Purchasers, or any of our and their affiliates or advisors. The information may be inaccurate, incomplete, out-of-date or inconsistent with other information compiled within or outside the PRC.*

### OVERVIEW OF THE PRC ECONOMY

China has experienced a significant economic growth since the adoption of the reform and opening-up policy by the PRC Government in 1978. China's nominal GDP grew at a CAGR of 10.8% from 2008 to 2019, reaching approximately RMB99.09 trillion in 2019, making China one of the fastest growing economies in the world. For the twelve months ended December 31, 2019, China's nominal GDP increased to approximately RMB99,087 billion, representing a period-on-period growth rate of approximately 10.1%.

The table below sets out selected economic statistics for China for the years/periods indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP												
(RMB in billion) . . . . .	31,924	34,852	41,212	48,794	53,858	59,296	64,128	68,599	74,006	82,075	90,031	99,087
Population (million) . . . . .	1,328	1,335	1,341	1,347	1,354	1,361	1,368	1,375	1,383	1,390	1,395	1,400
Fixed asset investment												
(RMB in billion) . . . . .	14,817	19,414	24,142	30,193	36,484	43,653	50,200	55,159	59,650	63,168	63,564	55,148
Per capita GDP (RMB) . . . . .	24,100	26,180	30,808	36,302	39,874	43,684	47,005	50,028	53,680	59,201	64,644	70,892
Real GDP growth rate (%) . . .	9.6	9.4	10.6	9.6	7.9	7.8	7.3	6.9	6.7	6.8	6.6	6.1

Sources: CEIC Data Company Ltd.; National Bureau of Statistics of China

Note: (1) CEIC Data Company Ltd. is an independent data provider in the international financial information service industry. CEIC Data Company Ltd. compiles and updates economic and financial data for research by economists and analysts. The data compiled by CEIC Data Company Ltd. is used by investment banks, corporations, law firms, consultants, investment and insurance companies, universities and libraries, and multinational organizations. CEIC Data Company Ltd. has not been commissioned by our Company.

Before the global financial crisis in 2008, China's nominal GDP grew at a CAGR of approximately 18.3% between 2003 and 2008. Following the global financial crisis in 2008, China further strengthened its economy by loosening macroeconomic policies and launching its RMB4 trillion stimulus package in 2008. Starting in 2010, in order to cope with the rising inflation and unbalanced economic growth, China implemented a series of economic austerity measures to slow down its overheated economy by adjusting interest rates, bank deposit reserve ratio and austerity measures for the housing market. From 2010 to 2019, China's real GDP grew at an annual growth rate of approximately 10.6%, 9.6%, 7.9%, 7.8%, 7.3%, 6.9%, 6.7%, 6.8%, 6.6% and 6.1%, respectively.



## OVERVIEW OF THE REAL ESTATE MARKET IN THE PRC

### Recent developments of the real estate policies in the PRC

Prior to the 1980s, the real estate industry in the PRC was part of the nation's planned economy. From the 1980s, the PRC's real estate and housing sector began the transition to a market-oriented system. Since 2003, the PRC Government has at various times taken action to tighten its control over the overheated real estate market and enacted various policies and administrative measures to discourage speculation in the residential property market and to increase the supply of affordable housing.

A brief timeline of recent key events in the development of the real estate policies and regulations in the PRC is set out below:

2011 . . . . . On January 26, 2011, the General Office of the State Council issued the Notice on Further Adjustment and Control of Real Estate Market 《國務院辦公廳關於進一步做好房地產市場調控工作有關問題的通知》 (“2011 Notice”), which provides, among other things, that:

- each municipal government shall issue its annual housing price control target in respect of newly constructed residential properties in the first quarter of 2011, after taking into account of the local economic development, the average increase rate of per capita disposable income and the capability to pay for residential properties;
- the reinforcement of the management of government-subsidized residential properties and the increase in the supply of public leasing residential properties;
- the strengthening of the supervision and inspection of LAT collection in respect of property development projects where the prices of properties developed are higher than properties in the vicinity;
- real estate development enterprises are encouraged to build a certain proportion of public leasing residential properties together with the development of ordinary residential properties, and hold, operate or sell these public leasing residential properties to the PRC Government;
- second residential property purchasers are required to pay a down payment of no less than 60% of the purchase price for these second residential properties and the applicable mortgage rate must be at least 1.1 times that of the corresponding benchmark interest rate;
- any transfer of residential properties by individuals within five years of purchase shall be subject to a business tax calculated based on the relevant sale prices received;
- entities and persons participating in the bidding of land shall state the source of capital and provide the relevant evidence;
- land use rights granted over a parcel of land where a construction work commencement permit has not been obtained for more than two years shall be revoked and a fine will be imposed on the land which has been idle for more than one year;

no land or any development project on the land shall be transferred in any manner whatsoever if the total project development investment is less than 25% (excluding the land premium);

and if:

- a local authority fails to issue its annual housing price control target in respect of newly constructed residential properties on a timely basis; or
- a local authority fails to comply with the obligation in achieving the target of government-subsidized residential properties; or
- the housing prices of newly constructed residential properties exceed the relevant annual price control target of these properties, the relevant local authority shall report to the State Council and the responsible persons of such local authority may be held accountable by the Ministry of Supervision, the Ministry of Construction in accordance with the relevant PRC laws and regulations.

On January 27, 2011, the MOF and the SAT promulgated the Notice on Adjusting the Business Tax Policies on Individual Housing Transfer 《關於調整個人住房轉讓營業稅政策的通知》. The Notice provides, effective from January 28, 2011, that transfers of residential properties by individuals who have held them for less than five years are subject to business tax calculated on a gross basis; transfers of non-residential properties by individuals who have held them for five years or more are subject to business tax calculated on a net basis; and transfers of residential properties by individuals who have held them for five years or more are exempted from business tax.

On March 8, 2011, the General Office of CBRC issued the Notice on Promoting Housing Financial Services and Strengthening Risk Management 《關於做好住房金融服務加強風險管理的通知》, which stipulates that in handling the individual housing loan business after the promulgation of the 2011 Notice, banking financial institutions shall strictly implement the provision that with respect to families that purchase second residential properties through loans, the down payment shall not be less than 60%, and the loan interest rate shall not be less than 1.1 times of the benchmark rate.

2012 . . . . . The PRC government issued a revised catalog of guidance, effective in January 2012, pursuant to which foreign investment in the construction and operation of villas is removed from the restriction category to the prohibited category.

The PRC government issued a notice which aimed to insist on stabilizing the housing price and guaranteeing the sufficient supply of social security housing and ordinary commercial housing.

On June 1, 2012, the MLR promulgated the Measures for the Disposal of Idle Land which strengthen the regulation on idle land in the manner of specifying several definitions and strengthening punishment in the previous idle land regulations.

In December 2012, the Central Economic Work Conference announced that China will continue its property market control policies in 2013, step up the construction and management of low-income housing, as well as renovation of run-down areas.

- 2013 . . . . . On February 20, 2013, the State Council announced five measures on the control of the PRC property market.
- On February 26, 2013, the State Council issued the Notice on Continuing Adjustment and Control of Property Markets 《關於繼續做好房地產市場調控工作的通知》 which, among other restrictive measures, provides that further restraining measures are to be adopted to strengthen the regulation of the property market.
- Recently, a new round of policies aimed at promoting affordable housing and discouraging speculative investments in residential properties was announced in a number of large Chinese cities, further limiting the eligibility of non local residents to purchase properties locally and requiring the local banks to raise down payment requirements for second home purchases.
- On July 19, 2013, the PBOC announced a few measures to further liberalize China's lending interest rate effective from July 20, 2013, among which the most important is the removal of the lending rate floor, which was 30% below the benchmark rates. However, the floor on the mortgage rate, which was 30% below the benchmark rates, remains to curb speculative demand on the property market and maintain healthy development of the market.
- In the third quarter of 2013, the minimum down payment was raised from 60% to 70% in several cities, including Guangzhou, Shanghai and Hangzhou.
- 2014 . . . . . As of September 10, 2014, among 46 cities that restricted house purchases, 39 cities have loosened or canceled the restrictions. On July 19, 2014, Wuhan eased the restriction on the purchase of homes with area over 140 sq.m. On August 7, 2014, Foshan eased its home purchase restriction allowing non-residents to buy one housing unit and registered local residents to buy up to two units. On September 3, 2014, Dalian removed its home purchase restriction, allowing both residents and non-residents to buy houses without limits on the number of units purchased.
- 2015 . . . . . As of March 1, 2015, the new property registration rules in China unifies property registration nationwide. The new registration system shares information such as property location, area and origin of ownership in real time among government departments including the police, taxation and audit authorities.
- On March 27, 2015, the MOHURD and the MLR jointly issued a notice to address the property oversupply issue. Key measures included adjusting land supply, allowing developers to change their project planning (i.e. adjusting the unit sizes of apartments), and allowing developers to change the land uses (e.g. from residential to social housing, commercial, recreational, tourism and cultural uses) of land plots where construction has not yet started.
- On March 30, 2015, the PBOC, CBRC and MOHURD jointly announced an easing of the housing mortgage policy. The second home downpayment requirement for self-use ordinary housing was lowered from 60–70% to 40%, and the interest rate floor (1.1x) was eliminated. The down payment requirement eased from 30% to 20% for first home purchases under Housing Provident Fund scheme, and from 40% to 30% for second home purchases. MOF exempted business tax on second-hand sales of ordinary housing held for more than two years.

On May 10, 2015, the PBOC announced that the one-year lending rate will decrease to 5.10% and the one-year deposit rate will decrease to 2.25%. The floating range cap of deposit rate has increased from 1.3 times the benchmark deposit rate to 1.5 times.

On June 27, 2015, against the backdrop of plunging stocks and local government bond sales drained of liquidity, the PBOC cut its benchmark one-year lending rate by 25bps to 4.85%. The one-year deposit rate fell by 25bps to 2.0%, while reserve ratios for some lenders including city commercial and rural commercial banks were cut by 50bps.

On August 25, 2015, in a move to stimulate the slowing economy and stem a slide in share prices that has rattled global investors, the PBOC further cut its benchmark one-year lending rate by 25bps to 4.60% while the deposit rate was reduced to 1.75%.

On October 23, 2015, China stepped up monetary easing to combat deflationary pressures and a slowing economy, with the PBOC cutting its benchmark one-year lending rate by 25bps to 4.35%, while the one-year deposit rate fell to 1.50% from 1.75%. Reserve requirements for all banks were lowered by 50 bps, with an extra 50 bps reduction for some institutions.

2016 . . . . . On February 17, 2016, the SAT, MOF, MOHURD promulgated the Circular on Adjusting Deed Tax and Business Tax Policies for Real Estate Transactions 《關於調整房地產交易環節契稅、營業稅優惠政策的通知》, for individuals purchasing only one residence for their families (family members include the buyer, the buyer's spouse and minor children, as applicable) with the area of 90 square meters or less, the deed tax is reduced to 1%; for residences with the area of more than 90 square meters, the deed tax is reduced to 1.5%. The deed tax for individuals purchasing a second residence with the area of 90 square meters or less is reduced to 1% and for residences with the area of more than 90 square meters is reduced to 2% (not applicable in Beijing, Shanghai, Guangzhou and Shenzhen).

On March 23, 2016, the SAT and MOF promulgated the Circular on Comprehensively Promoting the Pilot Program of the Collection of Value-added Tax in Lieu of Business Tax 《關於全面推開營業稅改徵增值稅試點的通知》 which provided that the pilot program of the collection of value-added tax in lieu of business tax shall be promoted nationwide in a comprehensive manner as of May 1, 2016, and all taxpayers of business tax engaged in the building industry, the real estate industry, the financial industry and the life service industry shall be included in the scope of the pilot program with regard to payment of value-added tax instead of business tax. Entities and individuals engaged in sales of real property within the territory of the PRC are value-added taxpayers, and shall pay 11% value-added tax rather than 5% business tax according to these measures.

On March 25, 2016, General Office of Shenzhen Municipal People's Government of Guangdong Province issued the Opinions on Consummating Housing Security System and Promoting the Development of Real Estate Market Stably and Healthily 《深圳市人民政府辦公廳關於完善住房保障體系促進房地產市場平穩健康發展的意見》 which requires every District People's Government of Shenzhen and all units directly under the Shenzhen Municipal Government to increase multi-channel housing supply, improve the housing security system, implement the differentiated housing credit policy, improve the housing purchase policy, regulate the real estate market order and strengthen the prevention and control of the real estate financial risks.

On March 25, 2016, General Office of Shanghai Municipal People's Government forwarded the Circular of Several Opinions of Shanghai Housing Urban and Rural Construction Management Committee and Other Three Departments on Further Consummating Housing Security System and Promoting the Development of Real Estate Market Stably and Healthily 《上海市人民政府辦公廳轉發市住房城鄉建設管理委等四部門關於進一步完善本市住房市場體系和保障體系促進房地產市場平穩健康發展若干意見的通知》 which requires relevant units under the Shanghai Municipal Government to establish the real estate market supervision joint meeting, increase land supply for housing, implement the housing purchase restriction policy strictly, implement the differentiated housing credit policy, strengthen the market supervision and law enforcement inspection, promote the low-rent housing and public rental housing, increase the talent apartment housing, consummate the establishment, supply and management of common property security housing, and promote the transformation of old areas and "villages in the city".

From September 30, 2016 to date, Beijing, Tianjin, Suzhou and other cities have issued new property market control policies, including restoring the restriction on purchases of residential properties and tightening credit policy. On October 10, 2016, the MOHURD issued the Circular on Further Regulating Operations of Real Estate Developers to Safeguard the Real Estate Market Order 《關於規範房地產開發企業經營行為維護房地產市場市場秩序的通知》, which requires that improper operations of real estate developers shall be investigated and punished according to law. The improper operations include releasing or spreading false housing information and advertisements, maliciously pushing higher and artificially inflating housing prices by fabricating or spreading information on rising property price and other operations.

On November 25, 2016, the Shanghai Housing Urban and Rural Construction Management Committee, People's Bank of China Shanghai Branch and China Banking Regulatory Commission Shanghai Regulatory Bureau promulgated the Notice on Promoting the Stable, Healthy and Orderly Development of Shanghai's Real Estate Market and Further Consummating the Differential Housing Credit Policy 《關於促進本市房地產市場平穩健康有序發展進一步完善差別化住房信貸政策的通知》, which, among other things, provides that (1) each housing administrative authority shall strengthen the housing transaction supervision, verify the housing status and information of the purchasers and issue the inspection results according to relevant rules and regulations; (2) for any family which purchases its first residential property with individual commercial housing loan, the family is required to pay a down payment of no less than 35% of the purchase price; (3) if any family has no residential property in Shanghai but has record(s) of commercial housing loan or housing provident fund loan, or the family already has one residential property in Shanghai, the family is required to pay a down payment of no less than 50% or 70% of the purchase price, depending on whether the family purchases an ordinary residential property or a non-ordinary residential property with the individual commercial housing loan. See "Regulation — Real Estate Development — Estate Loan."

On November 29, 2016, the Shanghai Housing Provident Fund Management Committee issued the Circular on Adjusting the Policies of Shanghai Municipality on Housing Provident Fund for Individual Loan 《關於調整本市住房公積金個人貸款政策的通知》, which, among other things, (1) provides that, for any family which has no residential property in Shanghai nor any record of housing provident fund loan, the residential property bought by such family shall be treated as the first residential property for its loan application and the credit policy remains unchanged; (2) provides that, for any family which has no residential property in Shanghai but has one loan record, or has one residential property and intends to purchase the second residential property to improve its living conditions, the residential property bought by such family shall be treated as the second residential property for improving living conditions for its loan application; (3) prohibits the Shanghai Housing Provident Fund Management Center from providing a loan to any applicant if the family already has two loan records or if the purpose of purchasing a second residential property by the family is not for improving living conditions. See "Regulation — Real Estate Development — Estate Loan."

2017 . . . . . On January 13, 2017 Chongqing Municipal Government promulgated the "Chongqing Municipal People's Government's decision on the revision of "Chongqing's tentative approach of implementation of the reform pilot on the taxation on partial individual housing property" and "Chongqing's implementation details of personal housing property tax collection and management": (1) The pilot areas are Yuzhong District, Jiangbei District, Shapingba District, Jiulongpo District, Dadukou District, Nan'an District, Beibei District, Yubei District and Banan District. (2) The people in Chongqing without household registration, business or work at the same time purchasing of the first or more set housing will be included in the first collection of objects. (3) the tax rate is 0.5% for those in Chongqing without household registration, business or work at the same time purchasing the first set or more ordinary housing.

On January 13, 2017, Chongqing municipal government announced "Chongqing Provisional Rules on Collection and Administration of Property Tax of Individual Residential Houses" (重慶市關於開展對部分個人住房徵收房產稅改革試點的暫行辦法). Based on the updated policy, non-resident buyers (who are not employed in and do not own any enterprise in Chongqing) need to pay 0.5% of total housing value every year even for the first time purchase of ordinary residential property in Chongqing (previously only the second or subsequent purchases were liable for payment of property tax).



On March 24, 2017, Foshan municipal government promulgated the “Notice on Further Improving Purchasing Restrictions for New Commodity Housing” (佛山市人民政府辦公室關於進一步完善我市新建商品住房限購政策的通知). Based on the policy, non-residents can only buy one new commodity house in areas which have purchasing restrictions, and must provide either personal income tax or social security records dated within two years of the purchase date which have been paid or accumulated in Foshan city for at least one year.

On December 23, 2017 the Minister of Housing and Urban-Rural Construction indicated that the government will establish a housing system that ensures supply through multiple sources, provide support through multiple channels, and encourage both housing purchase and renting in 2018. The government will apply a differentiated property policy based on local conditions and divide power between central and local governments and promote the steady and healthy development of the real estate market. While imposing control measures on the residential property market, the policy thrust is to meet basic housing needs for first home buyers as well as upgraders demand.

Additional information on housing reforms and recent regulatory developments is set out in the section entitled “Regulation” in this offering memorandum.

### Key growth drivers of the real estate market in the PRC

In addition to ongoing housing reform and the overall growth of the PRC economy, the key factors driving growth of the real estate market in the PRC are increases in disposable income and rapid urbanizations.

The table below sets out selected economic statistics of the PRC for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Urban population (million) .	624	645	670	691	712	731	749	771	793	813	831	848
Urbanization rate (%) . . . .	47	48	50	51	53	54	55	56	57	59	60	61
Per capita disposable income of urban households (RMB) . . . . .	15,781	17,175	19,109	21,810	24,565	26,462	28,844	31,195	33,616	36,396	39,251	42,359

Source: CEIC Data Company Ltd.; National Bureau of Statistics of China

Furthermore, demand for real estate property is also driven by the emergence and growth of the mortgage lending market in China. Due to this favorable market environment, investment in real estate development in China rose from approximately RMB3,058 billion in 2008 to approximately RMB13,219 billion in 2019, representing a CAGR of approximately 14.2%.



The table below sets out selected data relating to the property market in the PRC for the years/ periods indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Real estate development (RMB in billion) . . . . .	3,058	3,623	4,827	6,174	7,180	8,601	9,504	9,598	10,258	10,980	12,026	13,219
GFA of commodity properties sold (million sq.m.) . . . . .	660	948	1,048	1,094	1,113	1,306	1,206	1,285	1,573	1,694	1,715	1,716
GFA of residential properties sold (million sq.m.) . . . . .	593	862	934	965	985	1,157	1,052	1,124	1,375	1,448	1,478	1,501
Average selling price of commodity properties (RMB per sq.m.) . . . . .	3,800	4,681	5,032	5,357	5,791	6,237	6,324	6,793	7,476	7,892	8,726	9,310
Average selling price of residential properties (RMB per sq.m.) . . . . .	3,576	4,459	4,725	4,993	5,430	5,850	5,933	6,472	7,203	7,614	8,553	9,287
Total sales of commodity properties (RMB in billion)	2,507	4,436	5,272	5,859	6,446	8,143	7,629	8,728	11,763	13,370	14,961	15,973
Total sales of residential properties (RMB in billion)	2,120	3,843	4,412	4,820	5,347	6,769	6,241	7,277	9,906	11,024	12,637	13,944

Source: CEIC Data Company Ltd.; National Bureau of Statistics of China

The average selling price of commodity properties sold in China increased from approximately RMB3,800 per sq.m. in 2008 to approximately RMB9,310 per sq.m. in 2019. This represented a year-on-year increase of approximately 6.7% compared to the average selling price of commodity properties sold in China of approximately RMB8,726 in 2018. The average selling price of residential properties increased from approximately RMB3,576 per sq.m. in 2008 to approximately RMB9,287 per sq.m. in 2019. This represented a year-on-year increase of approximately 8.6% from the average selling price of residential properties of approximately RMB8,553 in 2018.

### Recent developments and trends in the real estate market in the PRC

Demand for real estate in China has seen an increase over the years. According to CEIC Data Company Ltd., an independent data provider, and the National Bureau of Statistics of China, the total sales of commodity properties in China increased from approximately RMB2,507 billion in 2008 to approximately RMB15,973 billion in 2019. This represented a year-on-year increase of approximately 6.8% compared to the total sales of commodity properties of approximately RMB14,961 in 2018. During the same period, the aggregate GFA of commodity properties sold in China increased from approximately 660 million sq.m. in 2008 to approximately 1,716 million sq.m. in 2019. This represented a year-on-year increase of 0.1% from aggregate GFA of commodity properties sold of approximately 1,715 million sq.m. in 2018. Of the 1,796 million sq.m. of the aggregate GFA of commodity properties sold in 2019, approximately 1,501 million sq.m. were residential properties.

The table below sets out the comparison of year-on-year changes/period-on-period changes (%) in contracted sales amount between first- and second-tier cities for the years/period indicated:

	Year ended December 31,									
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Nationwide</b> . . . . .	18.9	11.1	10.0	26.3	(6.3)	14.4	34.8	13.7	11.9	6.8
<b>First-tier cities</b>										
Beijing . . . . .	(10.6)	(16.8)	36.4	6.7	(22.4)	28.4	29.7	(38.7)	(13.4)	39.3
Guangzhou . . . . .	30.2	(5.5)	10.8	48.5	(7.1)	(0.2)	32.2	(2.9)	0.1	NA
Shanghai . . . . .	(31.2)	(12.3)	2.1	46.5	(10.5)	45.5	31.5	(39.9)	18.5	9.1
Shenzhen . . . . .	(19.9)	21.6	(5.1)	39.4	(8.3)	114.3	17.8	(3.2)	21.5	NA
<b>Second-tier cities</b>										
Changchun . . . . .	50.8	20.9	(6.9)	1.5	(6.9)	11.6	25.9	20.6	32.0	NA
Changsha . . . . .	44.7	18.8	5.6	25.7	(20.7)	20.3	49.9	3.8	12.6	NA
Chengdu . . . . .	13.9	19.2	14.4	2.4	(2.3)	(0.7)	43.0	16.3	6.0	NA
Chongqing . . . . .	34.1	16.2	7.0	16.8	4.9	4.9	16.3	32.8	15.7	12.7
Dalian . . . . .	18.8	(14.4)	17.6	17.2	(31.9)	(17.3)	16.3	30.9	3.4	NA
Hangzhou . . . . .	(7.6)	(22.4)	35.6	16.5	(8.8)	37.0	71.5	14.0	(4.1)	NA
Harbin . . . . .	57.4	13.0	24.6	28.7	(24.2)	(10.6)	22.9	49.8	(8.6)	NA
Hefei . . . . .	8.1	32.9	(3.0)	33.8	11.6	7.1	60.8	(29.8)	22.3	NA
Jinan . . . . .	54.2	19.8	13.1	30.6	8.4	43.7	28.3	(0.2)	25.7	NA
Nanjing . . . . .	(7.7)	(9.2)	34.5	46.2	(3.7)	31.1	56.0	(19.2)	22.1	NA
Ningbo . . . . .	5.8	(12.4)	(2.3)	22.2	(3.7)	38.2	39.2	37.0	19.6	NA
Qingdao . . . . .	27.2	(13.9)	(0.6)	27.7	(0.8)	30.1	41.7	11.7	14.2	NA
Shenyang . . . . .	38.1	35.6	21.8	(8.0)	(35.1)	(21.6)	15.5	24.2	14.9	NA
Tianjin . . . . .	17.1	14.9	(7.3)	18.3	(8.0)	20.4	94.3	(34.7)	(11.7)	13.3

Source: CEIC Data Company Ltd.

## The real estate markets of selected cities in the PRC

### Shanghai

#### ● Overview

Shanghai is the leading financial and commercial center in China, as well as one of the fastest growing financial capitals in the world. Shanghai has an area of approximately 6,341 sq.km. as of December 31, 2019 and a population of approximately 24.3 million as of December 31, 2019. The table below sets out selected economic statistics of Shanghai for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP												
(RMB in billion) . . . . .	1,407	1,505	1,717	1,920	2,018	2,182	2,357	2,512	2,818	3,063	3,268	3,816
Real GDP growth rate (%) . . . . .	9.7	8.2	10.3	8.2	7.5	7.7	7.0	6.9	6.9	6.9	6.9	6.0
Per capita GDP (RMB) . . . . .	66,932	69,165	76,074	82,560	85,373	90,993	97,370	103,796	116,562	126,634	134,982	157,279
Per capita disposable income of urban households												
(RMB) . . . . .	26,675	28,838	31,838	36,230	40,188	44,878	48,841	52,962	57,692	62,596	68,034	73,165

Source: CEIC Data Company Ltd.; Shanghai Bureau of Statistics

- *The real estate market in Shanghai*

The table below illustrates key figures relating to the real estate market in Shanghai for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed												
(million sq.m.) . . . . .	17.6	15.1	14.0	16.5	16.1	14.2	15.4	15.9	15.3	18.6	17.3	14.5
Total GFA sold												
(million sq.m.) . . . . .	20.0	29.3	16.9	15.0	15.9	20.2	17.8	20.1	20.2	13.4	13.3	13.5
Average selling price												
(RMB per sq.m.) . . . . .	8,115	12,364	14,290	13,566	13,870	16,192	16,415	21,501	25,910	24,866	28,981	32,926
<b>Commercial</b>												
Total GFA completed												
(million sq.m.) . . . . .	2.2	2.0	1.8	2.6	1.8	2.5	2.1	3.1	2.7	3.9	3.5	3.2
Total GFA sold												
(million sq.m.) . . . . .	1.2	1.3	1.3	0.9	1.2	1.2	1.0	1.1	2.1	0.8	1.0	0.9
Average selling price												
(RMB per sq.m.) . . . . .	6,610	15,237	15,779	19,527	16,218	19,294	22,014	20,043	22,854	26,249	26,475	29,003

Source: CEIC Data Company Ltd.; Shanghai Bureau of Statistics and National Bureau of Statistics of China

## **Beijing**

- *Overview*

As the nation's capital, Beijing's economy has developed significantly over the years and this was primarily due to the robust growth of national economy as well as the increasing inflow of foreign direct investments. Beijing has an area of approximately 16,808 sq.km. as of December 31, 2019 and a population of approximately 21.5 million as of December 31, 2019.

The table below sets out selected economic statistics of Beijing for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Nominal GDP</b>												
(RMB in billion) . . . . .	1,112	1,215	1,411	1,625	1,788	1,980	2,133	2,301	2,567	2,801	3,311	3,537
Real GDP growth rate (%) . . . . .	9.1	10.2	10.3	8.1	7.7	7.7	7.3	6.9	6.8	6.7	6.7	6.1
Per capita GDP (RMB) . . . . .	64,491	66,940	73,856	81,658	87,475	94,648	99,995	106,497	118,198	128,994	140,211	164,000
<b>Per capita disposable income of urban households</b>												
(RMB) . . . . .	24,725	26,738	29,073	32,903	36,469	44,564	48,532	52,859	57,275	62,406	67,990	73,849

Source: Beijing Bureau of Statistics

- *The real estate market in Beijing*

The table below illustrates key figures relating to the real estate market in Beijing for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed												
(million sq.m.) . . . . .	14.0	16.1	15.0	13.2	15.2	16.9	18.0	13.8	12.7	6.0	7.7	5.8
Total GFA sold												
(million sq.m.) . . . . .	10.3	18.8	12.0	10.3	14.8	13.6	11.4	11.3	9.8	6.1	5.5	7.9
Average selling price												
(RMB per sq.m.) . . . . .	11,648	13,224	17,151	15,518	16,553	17,854	18,499	22,300	28,489	34,117	36,571	38,433
<b>Commercial</b>												
Total GFA completed												
(million sq.m.) . . . . .	3.1	3.2	2.7	2.3	2.4	1.8	2.2	2.6	1.7	1.7	1.8	1.0
Total GFA sold												
(million sq.m.) . . . . .	1.1	1.6	1.4	1.1	1.1	1.0	0.8	0.8	1.3	0.7	0.4	0.3
Average selling price												
(RMB per sq.m.) . . . . .	17,148	19,091	22,452	24,920	20,476	26,405	25,414	27,312	29,929	36,370	38,728	31,017

Source: CEIC Data Company Ltd.; Beijing Bureau of Statistics and National Bureau of Statistics of China

## **Chongqing**

- *Overview*

Chongqing is one of the four municipalities directly under the administration of the central PRC Government. Chongqing has an area of approximately 82,402 sq.km. as of December 31, 2018 and a population of approximately 31.2 million as of December 31, 2019. The table below sets out selected economic statistics of Chongqing for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Nominal GDP</b>												
(RMB in billion) . . . . .	579	653	793	1,001	1,141	1,278	1,426	1,572	1,774	1,942	2,159	2,361
Real GDP growth rate (%) . . . . .	14.5	14.9	17.1	16.4	13.6	12.3	10.9	11.0	10.7	9.3	6.0	6.3
Per capita GDP (RMB) . . . . .	20,490	22,920	27,596	34,500	38,914	43,223	47,850	52,321	58,502	63,442	65,933	75,828
<b>Per capita disposable income of urban households</b>												
(RMB) . . . . .	14,368	15,749	17,532	20,250	22,968	23,058	25,147	27,239	29,610	32,193	34,889	37,939

Source: CEIC Data Company Ltd.; Chongqing Bureau of Statistics

- *The real estate market in Chongqing*

The table below illustrates key figures relating to the real estate market in Chongqing for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed (million sq.m.) . . . . .	19.5	23.8	21.8	28.3	33.9	28.7	27.7	31.9	30.9	33.2	27.7	34.0
Total GFA sold (million sq.m.) . . . . .	26.7	37.7	39.9	40.6	41.1	43.6	44.2	44.8	51.1	54.5	54.3	51.5
Average selling price (RMB per sq.m.) . . . . .	2,640	3,266	4,040	4,492	4,805	5,239	5,094	5,012	5,162	6,605	8,191	8,657

Source: CEIC Data Company Ltd.; Chongqing Bureau of Statistics and National Bureau of Statistics of China

## *Tianjin*

- *Overview*

Tianjin is one of the four municipalities directly under the administration of the central PRC government. Tianjin has an area of approximately 11,966 sq.km. as of December 31, 2018 and a population of approximately 15.6 million as of December 31, 2019. The table below sets out selected economic statistics of Tianjin for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP (RMB in billion) . . . . .	672	752	922	1,131	1,289	1,444	1,573	1,654	1,789	1,855	1,336	1,410
Real GDP growth rate (%) . . . . .	16.5	16.5	17.4	16.4	13.9	12.5	10.0	9.3	9.1	3.6	3.4	4.8
Per capita GDP (RMB) . . . . .	58,656	62,574	72,994	85,213	93,173	100,105	105,231	107,960	115,053	118,944	120,711	90,371
Per capita disposable income of urban households (RMB) . . . . .	19,423	21,402	24,293	26,921	29,626	28,980	31,506	34,101	37,110	40,278	42,976	46,119

Source: CEIC Data Company Ltd.; Tianjin Bureau of Statistics; National Bureau of Statistics of China

- *The real estate market in Tianjin*

The table below illustrates key figures relating to the real estate market in Tianjin for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed (million sq.m.) . . . . .	14.9	15.8	16.0	16.5	19.1	21.2	21.3	21.8	21.9	14.3	15.6	11.9
Total GFA sold (million sq.m.) . . . . .	11.4	14.6	13.5	13.7	15.1	17.2	14.8	16.7	25.2	13.4	11.4	13.8
Average selling price (RMB per sq.m.) . . . . .	5,598	6,605	7,940	8,548	8,010	8,390	8,828	9,931	12,870	15,139	15,907	15,423

Source: CEIC Data Company Ltd.; National Bureau of Statistics of China

## Suzhou

### ● Overview

Suzhou is a city located in the southern part of Jiangsu Province. It has a total area of approximately 8,657 sq.km. as of December 31, 2018 and a population of approximately 10.7 million as of December 31, 2019. The table below illustrates selected economic statistics of Suzhou for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP												
(RMB in billion) . . . . .	716	785	937	1,089	1,221	1,319	1,399	1,476	1,575	1,732	1,860	1,924
Real GDP growth rate (%) . . . . .	12.5	11.5	13.3	12.0	10.1	9.6	8.3	7.5	7.5	7.1	6.8	5.6
Per capita GDP (RMB) . . . . .	79,825	84,894	94,430	103,739	115,891	124,872	132,131	139,127	148,129	163,388	173,765	179,200

Source: CEIC Data Co. Ltd.; Suzhou Bureau of Statistics

### ● The real estate market in Suzhou

The table below illustrates key figures relating to the real estate market in Suzhou for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed												
(million sq.m.) . . . . .	11.3	11.0	11.2	9.2	13.9	12.3	11.3	12.7	14.0	14.7	10.1	NA
Total GFA sold												
(million sq.m.) . . . . .	8.3	20.1	11.8	9.8	12.6	16.3	14.5	19.4	22.6	16.9	17.9	19.8
Average selling price												
(RMB per sq.m.) . . . . .	5,533	6,331	8,213	9,028	8,980	9,479	9,639	NA	NA	NA	NA	NA

Source: CEIC Data Company Ltd.; Suzhou Bureau of Statistics and Jiangsu Bureau of Statistics

## Hangzhou

### ● Overview

Hangzhou is the capital and largest city of Zhejiang Province in Eastern China. The city grew to become one of the most renowned and prosperous cities in China partly due to its beautiful natural scenery. Hangzhou has an area of approximately 16,850 sq.km. as of December 31, 2018 and a population of approximately 10.4 million as of December 31, 2019. The table below sets out selected economic statistics of Hangzhou for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP												
(RMB in billion) . . . . .	479	511	597	704	783	840	921	1,005	1,131	1,260	1,431	1,537
Real GDP growth rate (%) . . . . .	11.0	10.0	12.0	10.1	9.0	8.0	8.2	10.2	9.6	8.1	6.7	6.8
Per capital GDP (RMB) . . . . .	58,862	61,821	70,024	80,689	89,323	95,190	103,813	112,230	124,286	135,113	140,180	152,465
Per capita disposable income of urban households												
(RMB) . . . . .	23,534	26,171	30,034	32,434	35,704	40,909	44,632	48,316	52,185	56,276	61,172	66,068

Sources: CEIC Data Company Ltd.; Hangzhou Bureau of Statistics; Hangzhou Economic and Social Development Report

The table below illustrates key figures relating to the real estate market in Hangzhou for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed (million sq.m.) . . . . .	7.7	6.3	8.0	8.4	6.7	8.5	9.3	10.7	11.1	11.7	8.4	NA
Total GFA sold (million sq.m.) . . . . .	6.8	13.1	8.0	6.0	9.2	9.7	9.5	12.9	18.9	15.2	13.3	12.8
Average selling price (RMB per sq.m.) . . . . .	8,212	10,613	14,259	12,743	13,291	14,679	14,041	14,750	16,213	21,226	24,364	NA
<b>Commercial</b>												
Total GFA completed (million sq.m.) . . . . .	0.6	0.7	1.0	1.0	0.7	0.8	1.1	1.2	1.5	2.2	2.0	NA
Total GFA sold (million sq.m.) . . . . .	0.3	0.5	0.7	0.5	0.7	0.5	0.6	0.6	1.3	1.7	1.6	NA
Average selling price (RMB per sq.m.) . . . . .	8,332	10,355	13,421	16,598	12,549	17,511	17,242	15,192	18,002	20,856	24,583	NA

Sources: CEIC Data Company Ltd.; Hangzhou Bureau of Statistics

## Wuhan

### Overview

Wuhan is the capital of Hubei Province and is the most populous city in Central China. The city is recognized as the political, economic, financial, cultural, and educational and transportation centre of central China. Wuhan covers an area of approximately 8,494 sq.km. as of December 31, 2018 and a population of 11.2 million as of December 31, 2019. The table below sets out selected economic statistics of Wuhan for the years/period indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Nominal GDP</b>												
(RMB in billion) . . . . .	412	462	557	676	800	905	1,007	1,091	1,191	1,341	1,485	1,622
Real GDP growth rate (%) . . . . .	15.1	13.7	14.7	12.5	11.4	10.0	9.7	8.8	7.8	8.0	8.0	7.4
Per capital GDP (RMB) . . . . .	46,035	51,144	58,961	68,315	79,482	89,000	98,000	104,132	111,469	123,831	135,136	145,545
Per capita disposable income of urban households (RMB) . . . . .	16,712	18,385	20,806	23,738	27,061	30,273	33,270	36,436	39,737	43,405	47,359	51,706

Sources: CEIC Data Company Ltd.; Wuhan Bureau of Statistics; Wuhan Economic and Social Development Report 2013

The table below illustrates key figures relating to the real estate market in Wuhan for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed (million sq.m.) . . . . .	7.7	8.2	7.3	9.7	9.0	5.3	6.5	6.5	6.0	6.0	3.1	NA
Total GFA sold (million sq.m.) . . . . .	6.8	10.4	11.0	11.8	13.9	17.5	19.8	24.1	29.3	30.9	32.3	NA
Average selling price (RMB per sq.m.) . . . . .	4,681	5,199	5,552	6,768	6,895	7,250	7,399	8,404	9,819	11,453	12,679	NA
<b>Commercial</b>												
Total GFA completed (million sq.m.) . . . . .	0.4	0.4	1.0	1.0	0.9	0.6	0.5	0.6	0.9	0.8	0.4	NA
Total GFA sold (million sq.m.) . . . . .	0.2	0.3	0.5	0.8	0.7	1.2	1.6	1.0	1.3	1.9	1.5	NA
Average selling price (RMB per sq.m.) . . . . .	8,099	11,161	11,576	14,116	13,155	13,903	14,410	14,193	14,660	15,185	18,678	NA

Sources: CEIC Data Company Ltd.; Wuhan Bureau of Statistics



## Hefei

### • Overview

Hefei is the capital city of Anhui Province. It has a total area of approximately 11,445 sq.km. as of December 31, 2018 and a population of approximately 8.2 million as of December 31, 2019. The table below illustrates selected economic statistics of Hefei for the years/period indicated.

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Nominal GDP												
(RMB in billion) . . . . .	178	210	270	364	416	468	518	566	627	700	861	941
Real GDP growth rate (%) . . . . .	17.7	17.8	17.5	15.4	13.6	11.5	10.0	10.5	9.8	8.5	8.5	7.6
Per capita GDP (RMB) . . . . .	34,482	41,543	48,312	48,540	55,182	61,701	67,689	73,102	80,138	88,456	97,470	NA

Source: CEIC Data Company Ltd.; Hefei Bureau of Statistics

### • The real estate market in Hefei

The table below illustrates key figures relating to the real estate market in Hefei for the years indicated:

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Residential</b>												
Total GFA completed												
(million sq.m.) . . . . .	4.6	4.8	5.8	6.6	7.3	10.7	7.0	7.1	8.6	7.8	9.3	NA
Total GFA sold												
(million sq.m.) . . . . .	8.7	11.8	8.6	10.6	11.2	14.5	13.3	12.9	17.1	9.6	11.0	NA
Average selling price												
(RMB per sq.m.) . . . . .	3,425	4,095	5,502	5,608	5,754	6,084	6,917	7,512	9,312	11,442	13,069	NA

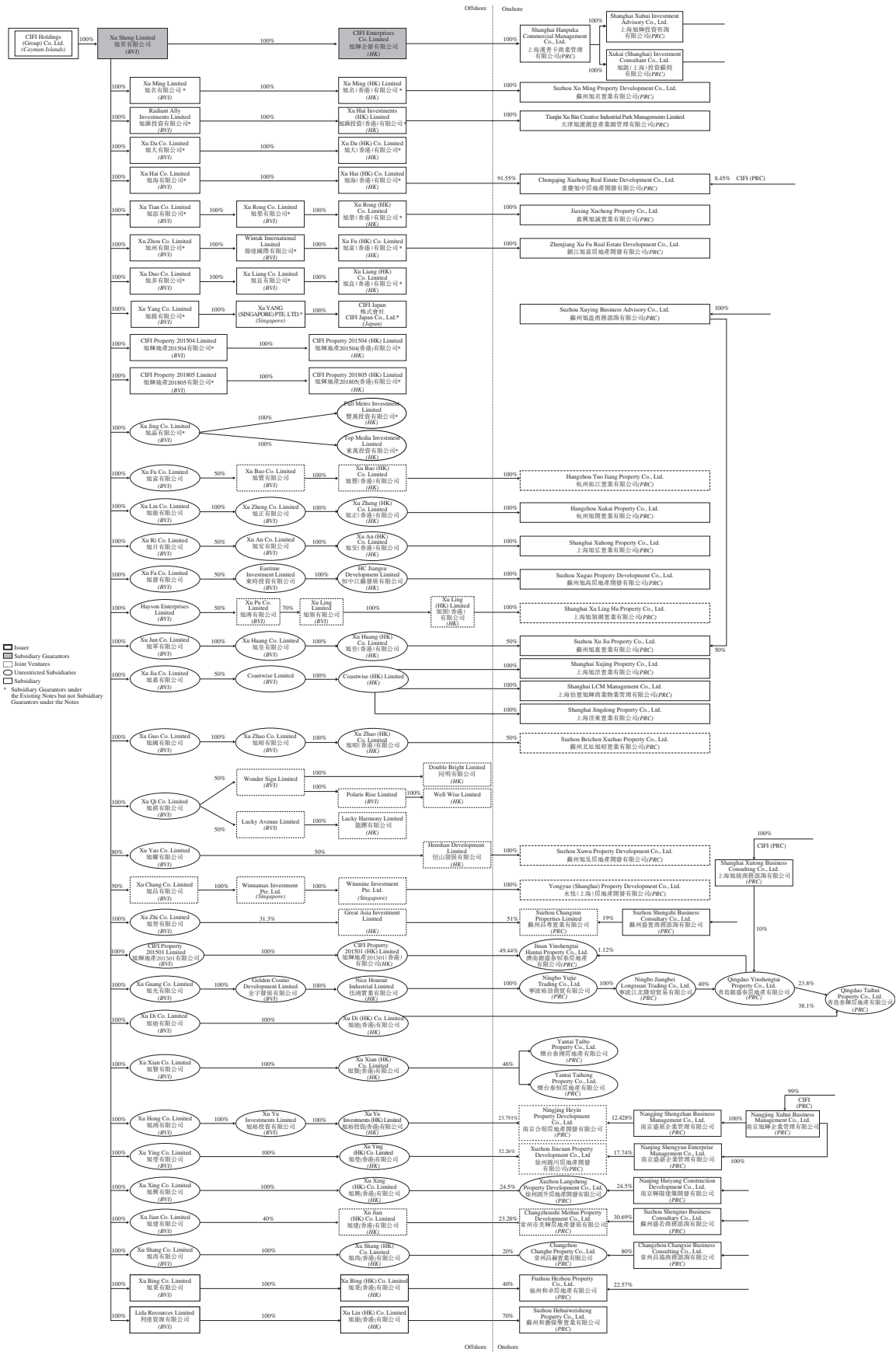
Source: CEIC Data Company Ltd.; China Real Estate Statistics Yearbook 2014 and Hefei Bureau of Statistics

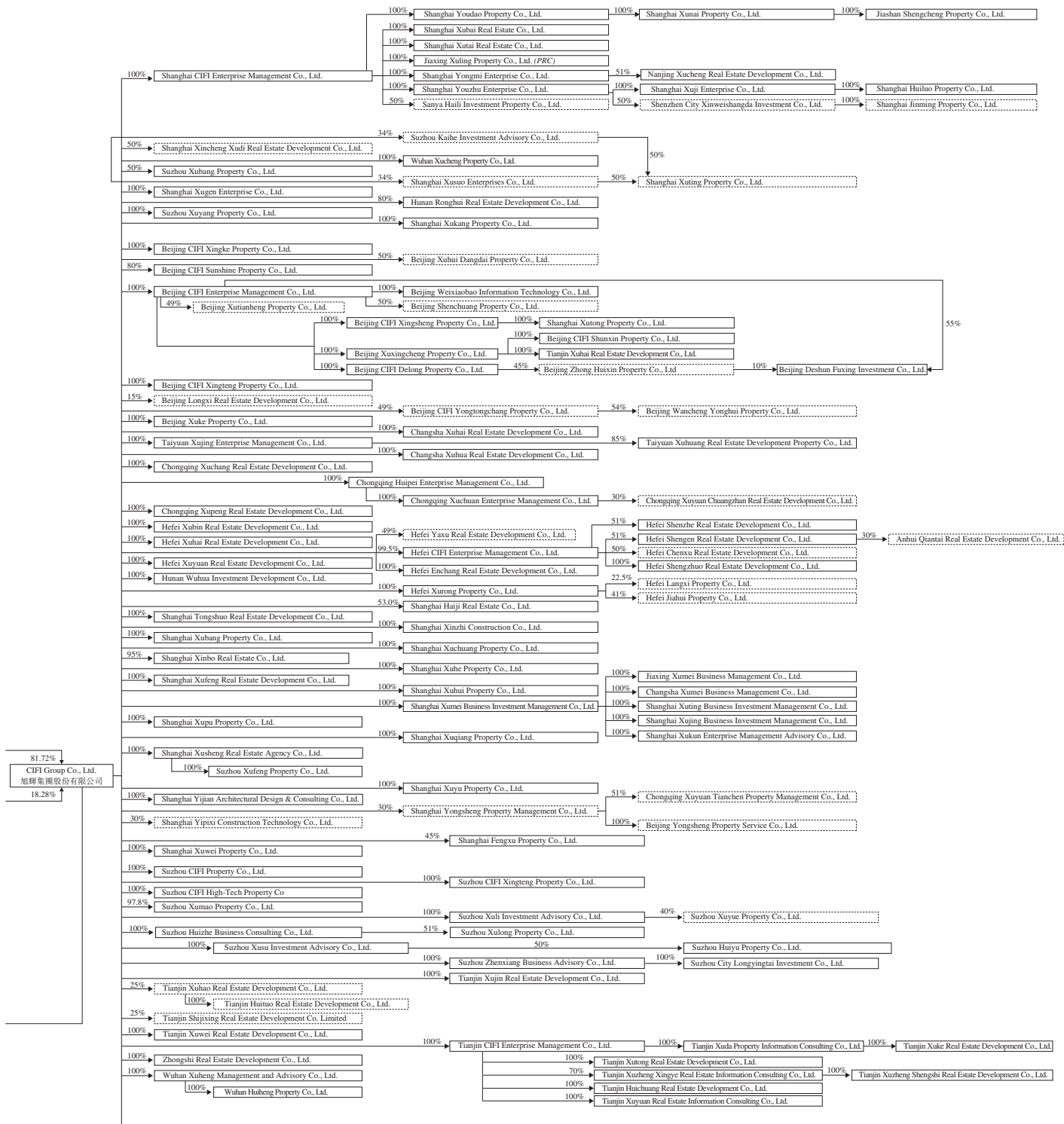
## Competition in the real estate market of the PRC

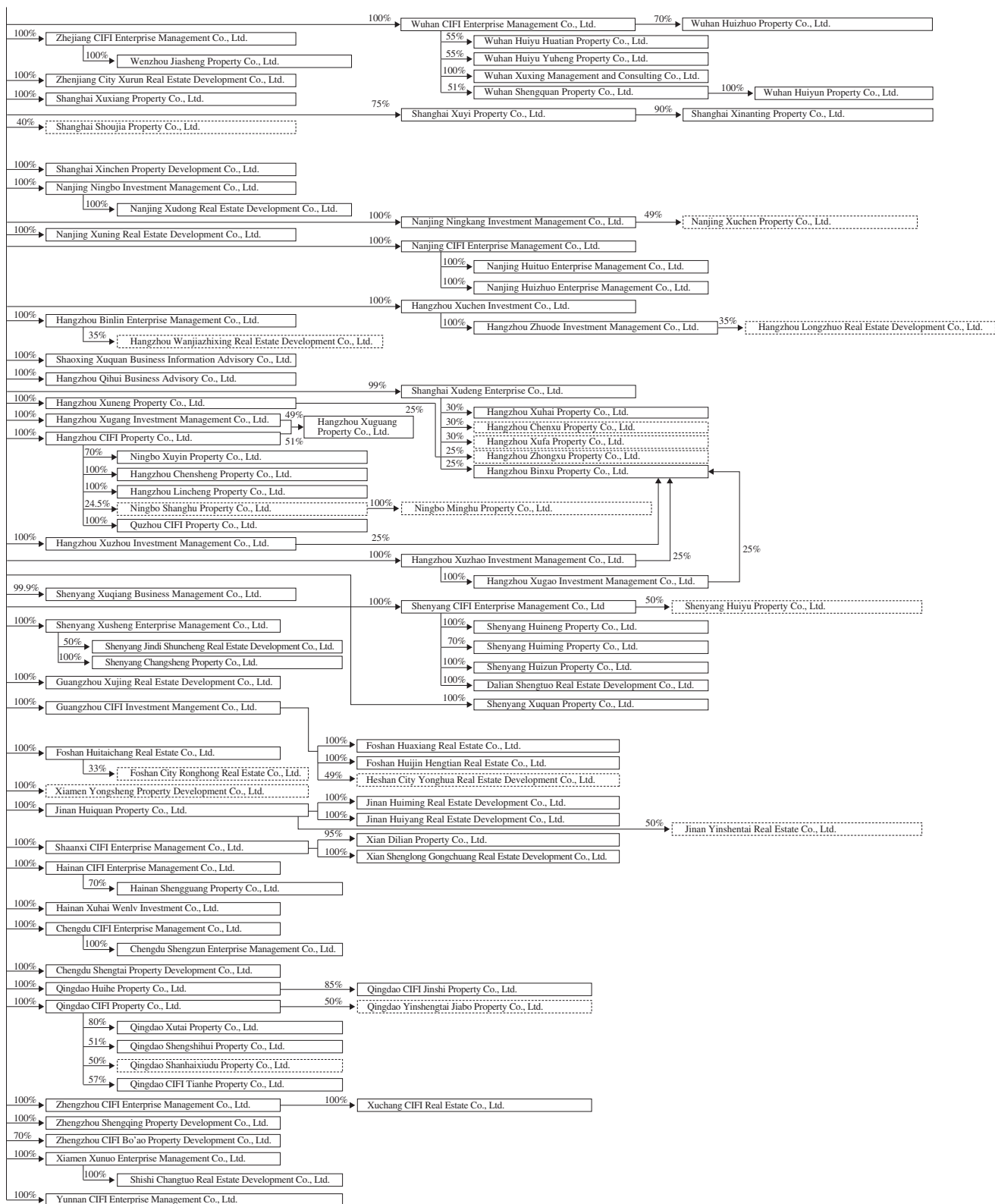
While our Directors believe that there is no reliable and consistent industry source publishing respective market share of major PRC real estate developers over the years, the real estate market in the PRC is highly fragmented. Competition in the real estate market in the PRC has intensified over the past few years. Industry participants in different cities in the PRC include national, regional and local real estate developers. We compete with other real estate developers on the basis of a number of factors, including product quality, service quality, price, financial resources, brand recognition, ability to acquire land and other factors. We believe that the real estate market in the PRC still has large growth potential. Please refer to the section headed “Business — Competition” in this offering memorandum for further details on the competitive landscape of the real estate market in the PRC.

# CORPORATE STRUCTURE

The following chart shows our simplified corporate structure as of the date of this offering circular:







## BUSINESS

### OVERVIEW

Headquartered in Shanghai, we are engaged in property development and property investment business in the PRC. In 2019, in terms of contracted sales, we were ranked 15th according to the list of “China Real Estate Enterprises Sales Ranking in 2019” published by China Real Estate Information Corporation Information Group.

We principally focus on developing high quality and end-users driven properties in first- and second-tier cities in China. Our development projects cover various properties types including residential, office and commercial complexes. For our residential property development, we mainly develop residential products that offer our end-users comfortable living environment and proximity to good ancillary facilities and transportation links. For our commercial property development, we mainly develop offices and community commercial properties.

We have achieved a nationwide geographical coverage and a strong presence in selected first-tier cities and second-tier cities in China. Our business operations are diversified in terms of geographic locations, which facilitates our future expansion. As of December 31, 2019, we had projects in 71 cities in four geographic regions in the PRC: the Yangtze River Delta Region, which mainly includes Shanghai, Suzhou, Hangzhou, Hefei, Nanjing, Ningbo, Kunshan, Zhenjiang, Wuxi, Wenzhou, Jiaxing, Changzhou, Xuzhou, Wuhu, Taizhou, Nantong, Yixing, Quzhou, Yiwu, Zhoushan, Jiangyin and Nanchang, the Pan Bohai Rim, which includes Beijing, Tianjin, Langfang, Shenyang, Changchun, Jinan, Yantai, Qingdao, Dalian, Shijiazhuang, Linyi, Weifang, Zibo, Taiyuan and Jining, the Central Western Region, which includes Chongqing, Chengdu, Zhengzhou, Xi'an, Changsha, Wuhan, Kunming, Xiangtan, Yinchuan, Luoyang, Kaifeng, Meishan, Ürümqi, Guiyang and Xuchang, and the South China Region, which includes Hong Kong, Shenzhen, Sanya, Haikou, Guangzhou, Dongguan, Foshan, Zhongshan, Fuzhou, Xiamen, Nanning, Jiangmen, Huizhou, Zhangzhou and Quanzhou. As of December 31, 2019, we had a land bank with an aggregate total GFA of approximately 50.7 million sq.m. and an aggregate GFA attributable to us of approximately 26.5 million sq.m.

Leveraging our effective business model focused on rapid asset turnover, strong execution capabilities and business strategies developed in line with government policies on China's real estate sector, we are poised to continue our rapid growth and develop into a leading nationwide property developer.

### COMPETITIVE STRENGTHS

We are a strategy-oriented real estate enterprise and our focused operating strategies give us the following competitive strengths:

**We principally focus on developing high quality and end-users driven residential, office and community commercial properties, primarily in first- and second-tier cities in the PRC.**

We believe that having a product positioning in line with government policies and market trends is essential to our success. The main focus of the current government measures is to curb speculative real estate investment, whereas properties targeted at end-users are less susceptible to such policy risk. Since 2010, we have reinforced our development strategies to target end-users' demand in first- and second-tier cities with large population, of substantial market size and with sustainable inflow of residents and investment capital. Our residential products offer end-users with comfortable living environment and proximity to good ancillary facilities and transportation links. Our office-for-sale properties offer a compelling value proposition for small- to medium-size enterprises which are typically seeking properties with the right balance amongst cost, quality and location.

We believe that there are solid end-users' demand for mass-market residential products due to growing new population and for office products with the increasing investment from a diverse range of industries in first- and second-tier cities. This focus in the past years has thus helped to ensure that our overall business operations have been less susceptible to the government policies and real estate-related austerity measures. In addition, we believe our community commercial properties serve to enhance our product structure and to better satisfy our end-users' demand. As of December 31, 2019, projects in first- and second-tier cities in aggregate accounted for approximately 64% of the total GFA of our land bank; while residential and office-for-sale projects in aggregate accounted for approximately 98% of the total GFA of our land bank.

**We adopt a high asset turnover and high sell-through business model with strong execution capabilities that allows us to achieve a development cycle of typically three years, which not only improves our return and operating cash flow but also helps us achieve financial stability.**

We have strong execution capabilities to achieve high asset turnover and high sell-through. These capabilities include:

- Our strategy-driven disciplined approach to land acquisition. In order to achieve high asset turnover and high sell-through, we typically focus on buying land which fulfills our stated product strategies, and we generally do not buy land that has title and planning issues or that requires resettlement. These issues can often take a long time to resolve, resulting in difficulties to ascertain the development schedules of the projects;
- Our efficient project planning and design capabilities, which enable us to determine and implement the positioning and design of projects on a timely basis. With these efficient project planning and design capabilities, we are generally able to obtain project planning and construction approvals within a short period of time after land acquisition;
- Our standardized products and operating procedures covering various phases of our development process, including planning and design, selection of construction contractors and suppliers, construction supervision and quality control, and sales and marketing. With these standardized operating procedures, we are able to (i) commence construction within a short period of time after land acquisition and start pre-sale of the property as soon as practicable, (ii) sell most of our projects during the pre-sale period, (iii) avoid carrying a large inventory of un-sold projects upon completion, and (iv) achieve a development cycle of typically three years for projects; and
- minimal exposure to low-yielding investment properties.

Our high asset turnover and high sell through business model not only improves our return and operating cash flow but also helps us achieve financial stability, which in turn helps mitigate adverse effects from market volatilities. In 2017, 2018 and 2019, our average asset turnover rate was approximately 94.5%, 83.9% and 75.7% respectively. The calculation of average asset turnover rate is based on (a) contracted sales divided by (b) average total asset less investment properties during a financial year.

**We have achieved a nationwide geographical coverage and a solid presence in our selected first- and second-tier cities in the PRC.**

We believe that our established geographical coverage is a key factor supporting our pursuit of sustainable growth in the real estate industry in the PRC. We established our business in Shanghai in 2000 and entered into Beijing in 2001 and have since strengthened our position in these two first-tier cities. We started our national expansion into other second- and third-tier cities as early as in 2006. We



began acquiring land in Suzhou and Jiaxing in 2006, in Hefei, Chongqing, Zhenjiang and Changsha in 2007, in Langfang in 2008, in Tianjin in 2011, in Hangzhou, Wuhan and Shenyang in 2013, in Nanjing in 2014, in Guangzhou in 2015, in Ningbo, Foshan, Yixing, Jinan and Sanya in 2016. As of December 31, 2019, our property development projects covered 71 cities in four geographic regions in the PRC: the Yangtze River Delta Region, the Pan Bohai Rim, the Central Western Region and the South China Region. As of December 31, 2019, approximately 4.8% and 58.7% of our aggregate total GFA was located in first-tier and second-tier cities, respectively.

Compared with other real estate developers, our early implementation of national geographical coverage has given us a solid foothold in the property markets in the PRC. Over the years, we have accumulated extensive knowledge of the business environment and the distinctive subcultures of the regional real estate markets where we operate, including (i) enhancing our local planning and execution capability, (ii) transplanting our standardized products to shorten project development cycle, and (iii) developing extensive working relationships with the various local governments and local business partners. Our established regional presence gives us a first-mover advantage compared to our competitors without operations in these cities and reduces our future investment risks when we continue to grow in these regional markets.

Overall, our established nationwide coverage and our solid presence in our selected first- and second-tier cities has thus helped to ensure that our overall business operations have been less susceptible to the government policies and real estate-related austerity measures.

**We have a highly disciplined and systematic approach to land acquisitions and have strategically acquired low-cost land reserves in a prudent manner.**

We have adopted a highly disciplined and systematic approach to land acquisition. We aim to capture opportunities in China's fluctuating land market by avoiding acquisitions when the land market overheats and by engaging in land acquisitions when a low cost opportunity becomes available. In order to achieve high asset turnover and high sell-through, we typically focus on buying land which fulfills our stated product strategies, and we generally do not buy land that has title and planning issues or that requires resettlement. These issues can often take a long time to resolve, resulting in difficulties to ascertain the development schedules of the projects. We generally acquire land based on stringent evaluations on market demand, financial and return criteria. We actively participate in land auctions but bid cautiously with strict price limit to ensure that our acquired land prices are not overly expensive.

We have a policy of building a land bank sufficient for our project developments and well diversified in terms of number of projects and different geographical regions in a prudent manner. Most of our development projects within our existing land bank are single-phase projects. These characteristics of our land bank facilitate quick asset turnover and ensure financial stability.

We acquire most of our land sites through public tenders, auctions and listings-for-sale, but we also diversify our acquisition channels by making private acquisitions, which include (i) investing in or taking over property holding companies, (ii) acquiring construction-in-progress from original project owners, or (iii) establishing joint ventures with other real estate developers for land acquisition. By having joint ventures with other renowned real estate developers for land acquisition, we believe that we are able to create synergies through collaboration, diversify our project risks and enhance our brand value. We believe that such joint ventures also show recognition of our execution capacities and governance standards.

During the year ended December 31, 2019, we acquired 79 new projects with an aggregate contracted land cost attributable to us of approximately RMB53.2 billion (US\$7.6 billion). During such period, we continued to collaborate with joint venture partners to jointly develop a majority of our



newly acquired projects. While we continue to focus on first-tier and strong second-tier cities, the land acquisitions we made during this period had an emphasis on laggard second-tier cities, which we believe have a potential for re-rating into a higher tier or stronger second-tier city.

In the past years, we systematically monitored and evaluated hundreds of land acquisition opportunities in cities within our operational coverage. Out of these acquisition opportunities, we pursued selected parcels of land by taking into consideration various criteria including: (i) location, as well as development and growth potential of a particular site, (ii) local governmental planning and development requirements or restrictions applicable to the site, and (iii) local market conditions and consumer behavior.

As of December 31, 2019, the total GFA of our land bank was approximately 50.7 million sq.m. and the attributable GFA of our land bank was approximately 26.5 million sq.m. As of December 31, 2019, average acquisition cost of our overall land bank (excluding Hong Kong) was approximately RMB5,425 per sq.m.

**We have adopted coherent business and financial strategies which balance solid growth and financial prudence.**

We have adopted coherent strategies in business expansion and cashflow management, which are well balanced for solid growth and financial stability, and enable us to lower risks.

We generate most of our operating cash from property sales. Our strong cash position enables us to strategically acquire land at competitive prices, primarily using our internally generated funds and proceeds from our offshore fundraisings. We have a policy of maintaining sufficient operating cash and saleable resources every month to cover our accumulated debt on loans maturing within one year.

We strive to maintain a prudent financial gearing with sufficient financial resources for our operations and to further improve our debt structure by targeting a longer average duration, a lower proportion of non-bank borrowings, and a lower average cost of borrowings. Following our initial public offering in November 2012, we have substantially lowered our financial gearing. As of December 31, 2019, our net debt-to-equity ratio was approximately 68.5%. Our net debt-to-equity ratio is calculated by our total indebtedness including bank and other borrowings, senior notes, and onshore bonds under IFRS less bank balances and cash including restricted cash and pledged bank deposits as a percentage of total equity at the end of the relevant financial year/period.

**We have a highly experienced senior management team and an efficient management structure between our headquarters and regional companies which support nationwide coverage.**

We have a highly experienced senior management team comprising well-regarded professionals in real estate development, planning, design, finance and other relevant aspects. Our Chairman, Mr. Lin Zhong, has about 29 years of experience in the real estate business. Our Vice Chairman, Mr. Lin Wei, and our Chief Executive Officer, Mr. Lin Feng, have about 24 years and 20 years of experience, respectively, in the real estate business. We have adopted a three-tier management system comprising our board of directors, senior management at the headquarters level and senior management at the regional project company level. This management structure ensures a direct reporting line between our regional project companies and our headquarters, which facilitates the operating efficiency for our expansion and enhances our overall internal control.

## BUSINESS STRATEGIES

We aim to become (i) one of the leading real estate enterprises in the PRC in terms of sales, (ii) a nationally renowned real estate brand name, and (iii) a mainstream real estate company in each city where we have a presence. We plan to implement the following future business strategies to achieve our stated growth objectives:

**We adopt the “balanced development and sustainable growth” strategy to pursue sustainable and quality growth.**

We target an expansion pace higher than growth rates of the industry average and those of the leading developers while stress balance and discipline to avoid radical, high gearing and low margin expansions. We will manage our expansion cautiously by taking into account our sales performance, profitability and shareholders’ return while maintain financial prudence. We will continue to follow our disciplined investment criteria and selectively acquire quality sites as and when suitable opportunities arise in order to maintain sustainable growth in saleable resources and reduce our expansion risk. We will also mitigate our business risks through lowering our exposures using joint ventures, maintaining balanced operating cash flows, lowering our finance costs and developing popular differentiating products in the mainstream end-users’ segment.

**We seek to maintain appropriate pace for land acquisition with precise product positioning and execution of development and sales.**

In the course of expansion, we emphasize on maintaining the appropriate pace for land acquisition with precise product positioning and execution of development and sales. We strive to acquire land parcels at an attractive cost during the appropriate industry cycle and sell our properties when the market demand is robust. We continue to place strong emphasis in acquiring land to develop two main products: mass-market residential properties and office properties. We will focus on expanding in primarily China’s first- and second-tier cities with large populations, of substantial market size, and with sustainable inflow of residents and investment capital. We further plan to place priority on quality sites in locations better suited for products targeted at self-use upgraders, the product segment which offers the best profit margin potential under current market condition.

**We plan to further enhance our brand recognition and improve customer satisfaction and loyalty.**

We are dedicated to improve its product quality and customer service to meet the ever-demanding preferences and needs by consumers. Based on the customer satisfaction survey conducted annually by the third-party consultancy firm engaged by us, we recorded new highs in overall customer satisfaction in property sales in 2015 compared to previous yearly ratings, evidencing that our brand recognition has further strengthened. We aim to further enhance our brand recognition by providing a higher value of our products through better architectural designs and improved landscaping. We plan to allocate more resources to brand management and brand promotion, and to incorporate customers’ satisfaction as an integral and significant part of our management evaluation and appraisal system.

**We aim to further improve our product capabilities and apply innovations to our operations.**

We plan to allocate and invest more resources to enhance our product capabilities and innovations. In line with our strategy of tapping into the upgraders’ market and improving our profit margin, we are committed to enhance our product capabilities and increase the proportion of our properties that are fully-fitted residential products. In 2014, the “CIFI Product Research Center” commenced operations and began its research and development of standardized fully-fitted residential product modules. Our

research center studies the application of a range of construction and fitting materials and simulates the corresponding customer experience on different residential unit layouts and configurations and will strengthen our product capabilities for future development.

We strive to embrace innovations to revolutionize our business process, enhance our sales channels, and improve our product designs and provision of value-added customer services. For example, in 2014, we pioneered the industry trend of utilizing mobile Internet applications and successfully developed and applied our “CIFI Wei-Sales” platform to facilitate third-party agency sales of our properties.

## RECENT DEVELOPMENTS

### Land Acquisitions

Subsequent to December 31, 2019, we have purchased 27 land projects. The following table sets forth certain information concerning such land projects.

	City	Project	Intended Primary Use	The Group's equity interest (%)	Total Planned GFA (excluding carparks) (sq.m.)	Total Consideration (RMB in millions)	Attributable consideration (RMB in millions)	Average land cost (RMB/sq.m.)
1	Hangzhou	Lin'an District, Central Economic Development Zone Project	Residential	100	81,800	1,007.2	1,007.2	12,311
2	Luoyang	Xigong District, Shijiatur Project	Residential	100	149,000	313.0	313.0	2,100
3	Shanghai	Yading District, Anting Town, 03-01A Project	Residential	100	68,100	953.0	953.0	14,000
4	Changsha	Yuhua District, No. 115 Project	Residential	100	489,600	2,546.0	2,546.0	5,200
5	Chongqing	Shapingba District, F-2/03 Project	Residential/Commercial	50	10,200	58.0	29.0	5,737
6	Fuzhou	Jin'an District, Houpu Country 2020-02 Project	Residential	100	45,500	542.0	542.0	11,903
7	Nanning	Wuxiang Zongbao District, Yin Hai Da Dao 147 Acres Project	Residential	100	392,700	1,532.0	1,532.0	3,900
8	Wenzhou	The Oujiang River Estuary Area, Bandao Qibu District, A-02 Project	Residential	100	87,400	339.0	339.0	3,878
9	Suzhou	Taichang High-tech Zone, Science and Education New Town, 2020-WG-1-1 Project	Residential	100	114,600	1,147.0	1,147.0	10,006
10	Hangzhou	Xiaoshan District, Xintang Unit, D-83-1/D-83-2 Project	Residential	100	164,700	2,137.0	2,137.0	12,977
11	Beijing	Miyun District, Tanying Town, 6023 Project	Residential	23	124,400	1,496.0	336.6	12,027
12	Qingdao	Jimo District, Zaohang Resettlement Project	Residential	100	141,800	252.6	252.6	1,781
13	Qingdao	Jimo District, Zaohang Development Project	Residential	100	241,700	654.4	654.4	2,708
14	Nanchang	Economic Development Zone, No. DAGJ2020004 Project	Residential/Commercial	100	498,800	2,020.1	2,020.1	4,050
15	Chongqing	Banan District, Yudong Yunzhuang Mountain, P07-03-01 Project	Residential	51	82,500	277.3	141.4	3,362
16	Wuxi	Jiangyin City, Yunting Street, Experimental Primary School North Project	Residential	33	81,800	777.2	256.5	9,498
17	Suzhou	Wujiang District, Yundong Dongtaihu Avenue North Project	Residential	50	163,700	1,980.5	990.2	12,098
18	Chengdu	Xindu District, Xindu Avenue, XD2019-18-252 Project	Residential	50	241,800	1,837.7	918.9	7,600
19	Hefei	Feixi Country, No. FX202005 Project	Residential	50	192,800	1,619.9	809.9	8,400
20	Wuxi	Economic Development Zone, Huazhuang Middle School Project	Residential	50	150,100	2,597.8	1,298.9	17,305
21	Wuxi	Binhu District Xinba Road, Project	Residential	100	127,000	1,946.1	1,946.1	15,322
22	Suqian	Suhu Park Tonghu, Avenue East Project	Residential	65	121,800	543.1	353.0	4,459
23	Beijing	Chaoyang District, Dongba 613 Project	Residential	33	45,300	2,055.0	678.2	45,336
24	Guangzhou	Nansha District, Hengli, Town, Hengli, Avenue Project	Residential/Commercial	100	323,800	3,804.8	3,804.8	11,750
25	Qingdao	Huangdao District, Chang'an Road Project	Residential	100	158,500	366.8	366.8	2,314
26	Xiamen	Huli District, Gaolin Project	Residential	100	58,000	2,935.0	2,935.0	50,603
27	Linyi	Luozhuang District, Fenglin New Town Project	Residential	80	287,800	298.2	238.6	1,036
					<u>4,645,200</u>	<u>36,036.6</u>	<u>28,547.1</u>	<u>7,758</u>

## **Entry into the Sale and Purchase Agreement for the Sale of a Property**

On June 12, 2020, Shanghai Xuting Property Co., Ltd., our indirect non-wholly-owned subsidiary, and Shanghai Lingqing Commercial Consultancy Co., Ltd., an indirect wholly-owned subsidiary of LingYu International Group Co., Ltd., entered into a sale and purchase agreement for the sale of a property of approximately 13,326.6 sq.m. located in Shanghai, PRC, at a consideration of approximately RMB219.9 million.

## **Placement of 185.0 million New Shares**

On June 7, 2020, we placed 185,000,000 shares at the price of HK\$6.28 per share, with total net proceeds of approximately HK\$1,152.8 million.

## **COVID-19 Pandemic**

Since early March 2020, the outbreak of COVID-19, a highly infectious novel coronavirus initially detected toward the end of 2019, has started a pandemic. Several cities in China where we have significant land bank and operations had imposed travel restrictions in an effort to curb the spread of the highly infectious COVID-19. The COVID-19 outbreak has affected our business operation and financial condition. During the six months ended June 30, 2020, both of our aggregated contracted sales (including contracted sales by joint ventures and associated companies) and contracted GFA decreased by 8.7% and 3.8%, respectively, as compared to the corresponding period in the prior year due to the impact of COVID-19. However, the PRC central and local governments have taken various measures to manage cases and reduce potential spread and impact of infection, and further introduced various policies to boost the economy and stimulate the local property markets. Since April 2020, China and some other countries gradually lifted stay-at-home orders and began to resume work and school at varying levels and scopes. Given the uncertainties as to the development of the COVID-19 outbreak at the moment, it is difficult to predict how long these conditions will persist and to what extent to which we may be affected in the long run. We cannot assure you that our business, financial condition and results of operations will not be materially and adversely affected. See “Risk Factors — Our results of operation, financial condition and cash flow may be adversely and materially affected by the COVID-19 pandemic.”

## **Connected Transaction in Respect of Share Acquisition and Entrusted Voting Arrangement**

On May 29, 2020, Spectron Enterprises Limited (“Spectron”), our indirect wholly owned subsidiary, entered into a share sale and purchase agreement (the “Share Sale and Purchase Agreement”) with Elite Force Development Limited (“Elite Force”), a company incorporated in the BVI and in turn held by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng (“Mr. LINS”). Pursuant to the Share Sale and Purchase Agreement, Spectron agreed to acquire and Elite Force agreed to sell 76,820,000 ordinary share(s) (the “Ever Sunshine Shares”) in the share capital of Ever Sunshine Lifestyle Services Group Limited (永升生活服務集團有限公司) (“Ever Sunshine Lifestyle”) for a consideration of HK\$782,795,800. In late June 2020, the share acquisition under the Share Sale and Purchase Agreement was completed.

On May 29, 2020, Spectron also entered into the voting rights entrustment agreement (as supplemented and amended on June 28, 2020) (the “Voting Rights Entrustment Agreement”) with Elite Force and Mr. LINS, pursuant to which Elite Force has irrevocably and unconditionally entrusted Spectron to exercise the voting rights of 363,180,000 Ever Sunshine Shares (the “Entrusted Shares”) that Elite Force directly holds in Ever Sunshine Lifestyle with effect from June 30, 2020 (the “Entrusted Voting Rights Arrangement”). Elite Force shall continue to own the Entrusted Shares as the sole legal

and beneficial owner, and except for the voting rights, Elite Force shall continue to be entitled to the dividends, distributions and all other rights and benefits attaching to the Entrusted Shares. No consideration is payable by the contracting parties under the Entrusted Voting Rights Arrangement.

Upon effectiveness of the Entrusted Voting Rights Arrangement, Spectron holds a total of approximately 46.1% in Ever Sunshine Lifestyle.

### **Entry into the Sale and Purchase Agreement for the Sale of Assets**

On May 29, 2020, Xu Sheng Limited, our direct wholly-owned subsidiary, Elite Force Development Limited, a company controlled by our directors and controlling shareholder, and our directors and controlling shareholders entered into a sale and purchase agreement for the sale shares and sale loans for an aggregate consideration of HK\$1,800.0 million.

### **Redemption and Cancellation of the May 2018 Notes**

On May 2, 2020, we completed the redemption of all outstanding May 2018 Notes in full at their principal amount, plus accrued interest to (but not including) May 2, 2020. The Notes were cancelled and delisted from the Singapore Exchange Securities Trading Limited.

### **Entry into the US\$382.0 million Facility Agreement**

On April 3, 2020, we entered into a facility agreement with The Hongkong Shanghai Banking Corporation Limited for a USD and HKD transferrable term loan facility in an aggregate initial amount of approximately US\$382,000,000 (with a green-shoe option of an additional US\$318,000,000 (or its equivalent in HKD)).

### **Entry into the US\$200.0 million Facility Agreement**

On February 18, 2020, we entered into a facility agreement with Standard Chartered Bank (Hong Kong) Limited, for a USD term loan facility of US\$200.0 million with final maturity of six months after the first utilization date.

### **Entry into the HK\$385.0 million Facility Agreement**

On January 22, 2020, we entered into a facility agreement with China Merchants Bank Co., Ltd., Offshore Banking Center, for a term loan facility of a total of HK\$385.0 million with final maturity of 24 months after the utilization date of each loan.

### **Issuance of the January 2020 Notes**

On January 16, 2020, we issued 6.0% senior notes due 2025 in the aggregate principal amount of US\$567,000,000. For details, see “Description of Other Material Indebtedness and Obligations.”

## **OVERVIEW OF OUR PROPERTY DEVELOPMENTS**

As of December 31, 2019, our property portfolio consisted of over 217 property projects under various stages of development located in the Yangtze River Delta Region, the Pan Bohai Rim, the Central Western Region and the South China Region. As of December 31, 2019, approximately 94.8% of the total GFA of our projects were residential projects while the remaining were office and community commercial projects.

For our residential property development, we principally focus on developing residential units with comfortable living environment and proximity to public transportation networks. We target to sell these residential properties to end-users who are mainly first-time purchasers or upgraders. Within our residential property development, we mainly develop the following types of residential properties:

- high-rise and mid-rise apartments — which are typically buildings higher than nine stories;
- low-rise garden apartments — which are typically low-rise buildings of five to eight stories; and
- townhouses — which typically include connected townhouses, courtyard townhouses and split-level townhouses.

For our office and commercial property development, we principally focus on developing office projects at locations on the outskirts of first-tier cities and in city area locations in second-tier cities. Within our commercial property development, we mainly develop office projects which are office blocks used by enterprises or small or home office units used by individuals. We offer to sell these office properties both on en-bloc basis and on strata-title unit basis. These office projects offer a compelling value proposition for our customers, which are typically seeking property with the right balance amongst cost, product quality, and location.

We also develop community commercial projects, which are integrated city complexes comprising different property elements with residential, office and/or retail components. For these integrated projects, we typically intend to sell the street-level retail areas while retaining the podium retail complex and lease them out as our investment properties.

Our property development projects may be broadly categorized as follows:

- Completed projects — comprising property projects which we have completed and of which we have received the relevant certificates of completion issued by the relevant governmental authorities;
- Projects under development — comprising property projects in respect of which we have received the relevant construction work commencement permits and which or certain phase(s) of which are pending completion; and
- Projects for future development — comprising property projects in respect of which we have (a) received the relevant land use rights certificates, (b) signed the relevant land grant contracts but not yet obtained land use rights certificates, or (c) received the confirmation letter on bidding for granting land use right but not yet signed the relevant land grant contracts and, in each case, construction work has not yet commenced.

Certain of our property development projects comprising multiple phases of development may fall into any one or more of the above categories.

As of December 31, 2019, we had a land bank with an aggregate GFA of approximately 50.7 million sq.m., comprising completed unsold and undelivered projects with an aggregate GFA of approximately 5.7 million sq.m., projects under development and projects for future development with an aggregate GFA of approximately 45.0 million sq.m.



## PORTFOLIO OF OUR PROPERTY DEVELOPMENT PROJECTS

The tables below is a summary of our portfolio of property development projects as of December 31, 2019.

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded) (sq.m.)	Interest attributable to us (%)
<b>Completed projects</b>			
<i>Yangtze River Delta</i>			
Shanghai CIFI Haishang International . . . . .	Investment properties	40,325	100.0
Shanghai CIFI Evianbay . . . . .	Residential	632	100.0
Shanghai CIFI Luxury Courtyard . . . . .	Residential	3,590	100.0
Shanghai CIFI Park Mansion West . . . . .	Residential	6,276	67.5
Shanghai CIFI Pebble Beach . . . . .	Residential	10,047	100.0
Shanghai CIFI Pujiang International . . . . .	Office/Commercial	452	100.0
Shanghai CIFI U Block . . . . .	Office/Commercial	5,407	100.0
Shanghai Baoshan District Luodian Town Meiluo Jiayuan Community No. 01 Project . . . . .	Investment properties	30,983	25.0
Shanghai Changning District, Huashanliyu Project . . . . .	Residential	10,538	100.0
Shanghai CIFI Pure Center . . . . .	Office/Commercial	7,353	45.0
Shanghai CIFI Pure Center . . . . .	Investment properties	29,663	45.0
Shanghai Greenland CIFI E World Center . . . . .	Investment properties	10,386	50.0
Shanghai Henderson CIFI Center . . . . .	Office	15,438	50.0
Shanghai Jiuting Center . . . . .	Residential/Commercial	50,577	34.0
Shanghai Jiuting Center . . . . .	Investment properties	72,540	34.0
Shanghai LCM . . . . .	Investment properties	131,937	50.0
Shanghai Office Park . . . . .	Investment properties	51,378	50.0
Shanghai Gaohe Building . . . . .	Investment properties	1,022	100.0
Shanghai Pudong New Area, Pujiang Overseas Chinese Town Project . . . . .	Office/Commercial	31,868	30.0
Shanghai Pudong New Area, Yangjing Subdistrict, C000204 Project . . . . .	Investment properties	2,241	100.0
Hefei CIFI Lake Betsuin . . . . .	Residential	120,529	50.0
Hefei North Star CIFI Park Mansion Luzhou . . . . .	Residential	41,969	50.0
Hefei CIFI Wonderful Mansion . . . . .	Residential	2,614	20.1
Hefei CIFI Glory Land (First Phase) . . . . .	Residential	8,383	30.0
Hefei CIFI Jiuzhu Mansion . . . . .	Residential	8,750	100.0
Hefei CIFI Metro Politan (First Phase) . . . . .	Residential	1,791	17.0
Hefei CIFI Jade Seal (Second Phase, Third Phase) . . . . .	Residential/Commercial	7,554	25.4
Hefei CIFI Lake Mansion (First Phase, Second Phase) . . . . .	Residential/Commercial	93,770	21.5
Hangzhou CIFI Powerlong East Lake City (First Phase) . . . . .	Residential	761	50.0
Hangzhou Haishang Mingyue West . . . . .	Residential	305	33.0
Hangzhou Henderson CIFI Palace . . . . .	Residential	1,457	100.0
Hangzhou Vanke CIFI Luna Sea . . . . .	Residential/Commercial	1,863	33.0
Hangzhou CIFI Dongyuan Guobin Mansion . . . . .	Residential/Commercial	2,393	33.0
Hangzhou CIFI Powerlong East Lake City (Second Phase) . . . . .	Residential	71,083	50.0
Hangzhou CIFI Dongyuan Majestic Mansion (First Phase) . . . . .	Residential	26,612	50.0
Suzhou CIFI Lake Mansion . . . . .	Residential	3,903	40.0
Suzhou CIFI Private Mansion . . . . .	Residential	2,906	100.0
Suzhou CIFI Wujiang Mansion . . . . .	Residential	143	50.0
Suzhou North Star CIFI No. 1 Courtyard . . . . .	Residential	2,618	50.0
Suzhou Wuzhong District, Luzhi Project . . . . .	Residential	9,620	50.0
Suzhou Wuzhong District, Xukou Project . . . . .	Residential	68,202	40.0
Suzhou Zhangjiagang Jingang Avenue, No. 2013-B27 Project . . . . .	Residential	19,262	50.0
Suzhou Taicang Coastal Mansion (Shaxi Town Project 1-4, 1-5) . . . . .	Residential	33,212	27.9
Suzhou Taicang Coastal Mansion (Shaxi Town Project 1-7) . . . . .	Residential	15,251	27.9
Nanjing CIFI Honor Mansion (First Phase, Second Phase) . . . . .	Residential	33,338	49.0
Nanjing CIFI Park Mansion Qinhuai . . . . .	Residential	1,770	100.0



Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded) (sq.m.)	Interest attributable to us (%)
Nanjing CIFI Yincheng Baimalanshan . . . . .	Residential	1,986	51.0
Nanjing CIFI Mansion (First Phase) . . . . .	Residential	16,263	49.0
Ningbo CIFI Bochenfu . . . . .	Residential/Commercial	7,279	70.0
Ningbo CIFI Shanghuchengzhang . . . . .	Residential	142,961	33.0
Nanchang CIFI Lingyun Mansion . . . . .	Residential	2,721	34.0
Wenzhou CIFI Future City . . . . .	Residential	1,818	34.0
Wenzhou Country Garden CIFI Lake Mansion . . . . .	Residential	2,492	50.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-03AE Project) (First Phase) . . . . .	Residential	4,274	34.0
Wuxi CIFI Times (First Phase) . . . . .	Residential	3,460	30.0
Jiaxing CIFI Exquisite Mansion . . . . .	Residential	5,132	50.0
Jiaxing CIFI Ronchamp Town . . . . .	Residential	2,217	100.0
Jiaxing CIFI Square (Commercial) . . . . .	Investment properties	82,540	100.0
Jiaxing CIFI Jimei Jiayue (Jiashan County, No. 2012-42 Project) . . . . .	Residential	2,473	49.0
Jiaxing CIFI One City . . . . .	Residential	100,797	49.0
Jiaxing CIFI Star City . . . . .	Residential	28,501	50.0
Jiaxing Jiashan CIFI M City . . . . .	Residential	58,247	51.0
Zhenjiang CIFI Times . . . . .	Residential	2,408	100.0
<i>Pan Bohai Rim</i>			
Beijing CIFI Wangxin Commercial Centre . . . . .	Investment properties	4,860	100.0
Beijing MOMA CIFI Residence . . . . .	Residential	3,753	65.0
Beijing Tianheng CIFI No. 7 Courtyard . . . . .	Residential/Commercial	122,211	49.0
Beijing Vanke World . . . . .	Office/Commercial	17,544	32.4
Qingdao CIFI Yinshengtai Boguanjinan . . . . .	Residential	148,540	100.0
Qingdao CIFI Yinshengtai Dejun (Fifth Phase) . . . . .	Residential	3,621	100.0
Qingdao CIFI Yinshengtai Starry City . . . . .	Residential	134	50.0
Qingdao Boguanxinghai . . . . .	Residential	6,519	100.0
Shenyang CIFI Dongyuecheng . . . . .	Residential	56,508	70.0
Shenyang CIFI Luxury Mansion . . . . .	Residential	40,218	100.0
Shenyang Jingchen Mansion (First Phase) . . . . .	Residential/Commercial	22,965	100.0
Shenyang CIFI Metropolis A.D. . . . .	Residential/Commercial	113,504	20.0
Shenyang Eastern Tree Shade City North (First Phase, Second Phase) . . . . .	Residential	1,398	50.0
Tianjin Chengshizhiguang . . . . .	Residential	1,008	25.0
Tianjin CIFI Private Mansion . . . . .	Residential	9,731	100.0
Tianjin CIFI Rosedale . . . . .	Residential	807	100.0
Tianjin CIFI Tianyuefenghua (First Phase, Second Phase) . . . . .	Residential	107	25.0
Jinan CIFI Yinshengtai Jinyulanshan . . . . .	Residential	15,729	50.0
Dalian Family Villa . . . . .	Residential/Commercial	10,777	100.0
Linyi CIFI Yinshengtai Boguanxincheng East (First Phase) . . . . .	Residential	170	68.6
Zibo Starry City . . . . .	Residential	1,391	100.0
<i>Central Western Region</i>			
Chongqing CIFI City . . . . .	Residential/Office/Commercial	7,807	100.0
Chongqing CIFI City . . . . .	Investment properties	43,915	100.0
Chongqing CIFI Jiangzhou Impression (First Phase) . . . . .	Residential	17,551	35.0
Chongqing CIFI Panorama (First Phase, Second Phase) . . . . .	Residential/Office/Commercial	23,311	30.0
Chongqing CIFI Prime Orienting . . . . .	Residential/Office/Commercial	281,192	33.3
Chongqing CIFI Purple City . . . . .	Office/Commercial	38,700	100.0
Chongqing CIFI The Essence of River . . . . .	Residential	2,640	50.0
Chongqing CIFI Waves River Lingyunfeng (First Phase) . . . . .	Residential	4,156	33.0
Chongqing Dongyuan CIFI Jiangshan Yue . . . . .	Residential/Commercial	73,000	30.0
Chongqing CIFI Huayu Jinsha Jiuyue . . . . .	Residential/Commercial	5,153	50.0
Chongqing Xingyi . . . . .	Residential	402	100.0
Chongqing Verdant Landscape (First Phase) . . . . .	Residential	33,196	70.0
Chongqing Yuzhong District, Shidaitianje Project . . . . .	Residential	44,758	33.0

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded) (sq.m.)	Interest attributable to us (%)
Chongqing CIFI Waves River Qianjiangfeng (First Phase, Second Phase) . . . . .	Residential	111,439	33.0
Wuhan CIFI Private Mansion . . . . .	Residential	1,338	100.0
Wuhan CIFI Tower . . . . .	Office/Commercial	41,883	51.0
Wuhan Yulong CIFI Peninsula . . . . .	Residential	24,919	55.0
Changsha CIFI International Plaza . . . . .	Office/Commercial	11,206	100.0
Changsha CIFI International Plaza . . . . .	Investment properties	24,012	100.0
Changsha CIFI City Mansion (Tianxin District, Aoyuan South Project) . . . . .	Residential/Commercial	35,489	70.0
Changsha Henderson CIFI Hushan Mansion (First Phase) . . . . .	Residential	24,994	50.0
Chengdu Rivera Impression . . . . .	Residential	20,333	22.5
Chengdu Glorious Flower City (Chenghua District, Jinxiuhuacheng Project) . . . . .	Residential	176	30.0
Chengdu Chenghua District, Beichengzhongyang Project (First Phase) . . . . .	Residential/Commercial	3,053	30.0
Xi'an CIFI Centre . . . . .	Investment properties	41,129	100.0
Xi'an CIFI Centre . . . . .	Office/Commercial	908	100.0
Xi'an CIFI Park Avenue . . . . .	Office/Commercial	124,613	70.0
<i>South China</i>			
Nanning CIFI Landscape (Liangqing District, GC2017-095 Project) . . . . .	Residential	652	90.0
Xiamen Hailian Centre . . . . .	Investment properties	1,470	100.0
Foshan CIFI City . . . . .	Residential/Commercial	30,516	100.0
Foshan CIFI Homeland (Second Phase, Third Phase) . . . . .	Residential	79,798	100.0
Foshan CIFI One City . . . . .	Residential	24,071	100.0
Foshan Binjiang Mansion (First Phase) . . . . .	Residential	101,964	33.3

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded) (sq.m.)	Interest attributable to us (%)
Dongguan Landscape . . . . .	Residential	82,090	100.0
Hong Kong Nos. 44, 46, 48 & 50, Chung Hom Kok Road, No. 1 Horizon Drive . . . . .		Net saleable area: 2,450 sq.m. (26,369 sq.ft.)	100.0
Carparks . . . . .	Carparks	2,105,219	
TOTAL GFA of completed properties . . . . .		5,609,279	

*Notes:*

- (1) “Saleable/Rentable GFA remaining unsold (carpark excluded)” figures are rounded to the nearest sq.m.
- (2) “Saleable GFA” represents the GFA of a property which we intend to sell and which does not exceed the multiple of the site area and the maximum permissible plot ratio as specified in the relevant land grant contracts or other approval documents from the local governments relating to the project. “Rentable GFA” refers to GFA that is not for sale and is available for rental purposes.
- (3) The figures for aggregate GFA, total GFA, saleable GFA and rentable GFA that appear in this offering memorandum are based on figures provided in the relevant governmental documents, such as the property ownership certificate, the construction work planning permit, the pre-sale permit, the construction land planning permit or the land use rights certificate. The categories of information contained in this offering memorandum are based on our internal records. Figures for GFA under development and GFA for future development and information regarding planned construction period are estimates only. The information setting out the construction period for completed blocks or phases of our projects in this offering memorandum is based on the relevant governmental documents or our internal records.
- (4) Our effective equity interest in the project refers to our effective equity interest in the project as of the date of this offering memorandum.

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
<b>Property under development and held for future development</b>						
<i>Yangtze River Delta</i>						
Shanghai Huangpu District, Madang Road Project . . . . .	Investment properties	2020	8,594	44,481	—	50.0
Shanghai Putuo District Changshou Community D5-6 Project . . . . .	Investment properties	2020	11,648	54,426	—	50.0
Shanghai Pudong New Area, Pujiang Overseas Chinese Town Project . . . . .	Office/Commercial	2020	25,439	64,032	—	30.0
Shanghai Huangchuang Business Centre (Yangpu District, Dinghai Community Project) . . . . .	Investment properties	2020	24,843	143,829	—	50.0
Shanghai Minhang District, Pujiang Town, Pujiang Major Residential Area Expansion 39-01 Project . . . . .	Residential	2021	30,200	60,400	—	51.0
Hefei Feixi County, No. 2018-26 Project	Residential/Commercial	2021	142,100	307,100	61,087	100.0
Hefei CIFI Metro Politan (Second Phase)	Residential	2020	64,027	139,161	139,161	17.0
Hefei CIFI Jade Seal (Fisrt Phase, Forth Phase) . . . . .	Residential/Commercial	2020	103,103	204,368	168,197	25.4
Hefei CIFI Lake Mansion (Third Phase) .	Residential/Commercial	2020	27,673	74,981	8,146	21.5

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Hefei New Station District, No. 215 Project . . . . .	Residential	2020	80,056	150,269	75,415	50.0
Hefei Jiangshan Luzhou Seal (Luyang District, No. 1704 Project) .	Residential	2020–2022	92,216	174,200	51,136	35.0
Hefei Xinzhan District, No. XZQTD238 Project . . . . .	Residential	2020–2021	86,012	157,410	89,078	34.0
Hefei Xinzhan District, XZQTD237 Project . . . . .	Residential	2020	54,800	82,200	52,293	50.0
Hefei Yaohai District, No. E1805 Project	Residential	2020	49,500	109,000	109,000	33.0
Hefei Binhu Area, No. 2019-12 Project .	Residential	2021	50,600	119,000	15,486	50.0
Hefei CIFI Glory Land (Third Phase, Forth Phase) . . . . .	Residential	2020	73,062	79,812	60,677	30.0
Hefei Feixi County, No. 2019-18 Project	Residential	2022–2023	119,500	239,000	—	100.0
Hangzhou CIFI Dongyuan Majestic Mansion (Second Phase, Third Phase) . . . . .	Residential	2021	62,066	132,715	34,725	50.0
Hangzhou Lin'an District, Qingshan Lake Sci-tech City Light Rail Project . . . . .	Residential/Commercial	2020	120,783	333,400	311,398	50.0
Hangzhou Linan District, Qingshanhu, Keji Cheng Project . . . . .	Residential	2020	63,473	154,079	147,220	50.0
Hangzhou Yuhang District, Chaoshan No. 13 Project . . . . .	Residential	2020	62,243	78,994	39,284	49.0
Hangzhou Linan District, Tianmushan Project . . . . .	Office/Commercial	2021	16,660	37,020	—	100.0
Hangzhou Linan District, Tianmushan Project . . . . .	Residential	2021	16,625	12,908	—	100.0
Hangzhou Linan District, Yuqian Project . . . . .	Office/Commercial	2021	23,915	32,873	—	100.0
Hangzhou Dongyuan CIFI Prime Land (Xiaoshan District, Shushan Project) .	Residential	2020	26,602	72,307	70,374	50.0
Hangzhou Xiaoshan District, Shushan Unit, Zengjiaqiao Project . .	Residential	2021	98,261	269,397	70,536	40.0
Hangzhou Xiaoshan District, Puyang Town Centre Project . . . . .	Residential	2022	77,300	139,200	—	100.0
Hangzhou Ronshine CIFI Xianghu Glory . . . . .	Residential	2021	93,039	246,859	113,605	18.0
Suzhou Taicang County, Chengxiang No. 3 Project . . . . .	Residential	2020	49,046	81,681	2,265	33.3
Suzhou Wuzhong District, Luzhi Town, No. 2018-WG-43 North Yanli Project . . . . .	Residential	2021	45,112	99,200	60,659	100.0
Suzhou Wuzhong District, Mudu Town, No. 2018-WG-41 Jinmao Road Project . . . . .	Residential	2021	46,614	102,600	26,558	70.0
Suzhou Wuzhong District, Xukou Town, No. 2018-WG-32 Sunwu Road Project . . . . .	Residential	2020	45,157	76,800	33,727	100.0
Suzhou Henderson CIFI Discovery Island . . . . .	Office/Commercial	2022	14,710	100,874	—	30.0
Suzhou Wuzhong District, West Mountain Project . . . . .	Residential	2020	161,766	31,455	—	100.0
Suzhou Great Nasion (Huqiu District, No. 60 Project) . . . .	Residential	2020	80,651	165,715	164,267	35.0
Suzhou Kunshan Lakeside Mansion (Bacheng County No. 12-8 Project) .	Residential	2020	128,204	218,248	174,528	31.1

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Suzhou Kunshan City						
Bacheng Zuchongzhi Project . . . . .	Residential	2021–2022	83,781	188,435	—	32.0
Suzhou Wuyue Mansion . . . . .	Residential	2020	69,826	73,300	37,036	50.0
Suzhou Taicang City Xiyue Mansion . . .	Residential	2021	58,526	114,455	—	100.0
Zhenjiang Jurong Grand Mansion (Jurong City Baohua Mudan Road West Side Project) . . . . .	Residential	2021	52,384	130,582	71,930	33.0
Zhenjiang Jurong City, 2019-J1-1-01 to 06 Project . . . . .	Residential	2021–2025	257,700	496,600	—	100.0
Nanjing CIFI Mansion . . . . .	Residential	2020	73,216	43,923	—	49.0
Nanjing CIFI Times Mansion . . . . .	Residential/Commercial	2020	54,173	175,998	68,899	20.0
Nanjing Jiangning District, Jiulong Lake G58 Project . . . . .	Office/Commercial	2022	26,669	77,674	—	24.1
Nanjing Noble Mansion . . . . .	Residential	2020	14,711	28,844	28,723	50.0
Ningbo CIFI Landscape Poetry . . . . .	Residential	2020–2021	184,155	293,521	141,490	50.0
Ningbo Yinzhou District, Zhanyu Town ZQ01-02-h2a, ZQ01-02-h4 Project . .	Residential	2021	61,200	97,900	17,784	100.0
Ningbo Hangzhou Bay, Kangleyiju No. 9-10 Project . . . . .	Residential	2021	209,500	390,900	—	40.0
Nanchang Honggutan New District, 2019003 Project . . . . .	Residential	2021	96,125	211,500	139,032	50.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-03AE Project) (Second Phase) . . . . .	Residential	2020	77,199	143,629	141,785	34.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-05A Project) . . . . .	Residential	2020	141,768	213,737	186,267	31.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-11FH Project) . . . . .	Residential	2021	148,404	170,295	162,514	34.0
Wenzhou Yueqing City, Central District, E-b11-1 Project . . . . .	Residential	2020	25,314	64,944	40,205	33.0
Wenzhou Dongchen Mansion . . . . .	Residential	2020	47,248	102,114	36,269	35.0
Wenzhou Yongzhong D-15 Project . . . .	Residential	2021	42,557	80,228	35,829	50.0
Wenzhou Binjiang Business District, Taohua Island, T05-14 Project . . . . .	Residential	2022	39,600	134,700	—	32.0
Wenzhou Longwan District, Longwanyongzhong B-18 Project . . .	Residential	2022	47,816	86,100	—	50.0
Wenzhou Luchen Yin . . . . .	Residential	2022	41,421	118,899	9,860	34.0
Wuxi CIFI Mansion . . . . .	Residential	2020–2021	126,342	216,377	151,943	71.8
Wuxi CIFI Times (Second Phase, Third Phase) . . . . .	Residential	2021	92,273	279,009	236,125	30.0
Wuxi Agile CIFI Canglong Mansion . .	Residential	2020	21,590	42,481	25,564	50.0
Wuxi Jiangyin County, Chengxi Outlet, C6–C7 Project . . . . .	Residential	2021–2022	73,400	190,800	—	100.0
Wuxi Xishan District Dongbeitang Project . . . . .	Residential	2022	101,700	183,000	—	20.0
Jiaxing Jiaying Star City (Jiashan County, No. 2016-52-1 Project) . . . .	Residential	2020	43,077	96,134	69,974	30.0
Jiaxing Jiashan County, Yaozhuang No. 2018-6 Project . . . .	Residential	2020	39,065	76,122	48,320	50.0
Jiaxing Jimei Jiayue (Jiashan County, No. 2016-7 Project) . . . . .	Residential	2022	14,500	40,350	15,827	49.0
Jiaxing Jiashan County, No. 54 Project .	Residential	2020	48,041	117,265	117,265	29.0
Jiaxing Jiashan County, No. 34 Project .	Residential	2020	35,635	86,853	86,853	30.0

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Changzhou Tianning District, Changgaoji South Project . . . . .	Residential	2020–2021	67,986	131,891	44,572	100.0
Changzhou Zhonglou District, Huanhua Project . . . . .	Residential	2020	51,572	98,758	76,656	40.0
Changzhou Jingkai District, Weilan Tiandi West Project . . . . .	Residential	2021	58,400	133,300	—	100.0
Changzhou Jingkai District West Mingui Fang West Project . . . . .	Residential	2021	26,700	58,800	6,263	100.0
Yixing Grand Lakeview (Second Phase, Third Phase) . . . . .	Residential/Commercial	2020	160,000	413,204	262,393	50.0
Xuzhou Aristocrat Palace (Gulou District, Huanghe North Road Project) . . . . .	Residential/Commercial	2021	62,619	169,710	79,899	49.0
Xuzhou CIFI Noble Mansion (Tongshan District, No. 36 Project) .	Residential	2020	48,000	75,402	72,553	50.0
Xuzhou CIFI Dragon Regency (Xingshanzi Industrial Park, Dasanjiao Project) . . . . .	Residential	2020	57,430	156,876	137,663	50.0
Wuhu New Joy Mansion (Yijiang District, Yuanmutang Project) . . . . .	Residential	2020–2021	124,059	267,374	153,359	40.0
Taizhou Jiaojiang District, Hongjia Street Project . . . . .	Residential/Commercial	2020	26,111	57,809	17,103	95.0
Taizhou Jiaojiang District, Xiachen Project . . . . .	Residential	2021	103,400	186,100	—	100.0
Yiwu Jiangdong Street Qingkou Project .	Residential/Commercial	2022	72,268	194,887	—	34.0
Quzhou Guojin CIFI City (Kecheng District, Railway Station Wanda East Project) . . . . .	Residential	2020	80,203	151,201	123,444	50.0
Quzhou Guojin CIFI City (Kecheng District, Railway Station Wanda East Project) . . . . .	Office/Commercial	2020	17,346	30,000	—	50.0
Nantong Jinghai Mansion (Gangzha District, No. R18013 Project) . . . . .	Residential	2020	56,500	82,931	76,809	51.0
Zhoushan Boyue Xihu . . . . .	Residential	2022	27,442	72,193	5,275	51.0
Jiangyin City, Shanghaihui Project . . . .	Residential	2021	16,400	32,800	20,126	100.0
<i>Pan Bohai Rim</i>						
Beijing Fengtai District, Zhuangwei B10 Project . . . . .	Office/Commercial	2021	5,151	28,828	—	50.0
Beijing Fangshan District, Gongchen Street, No. 0007 Project . . . . .	Office/Commercial	2021	10,384	26,920	—	50.0
Beijing Brocade To Home (Chaoyang District, Dongba Project) .	Residential	2021	77,973	194,900	192,589	26.0
Beijing Tianrui Chengzhang (Chaoyang District, Sunhe Project) . .	Residential	2020	53,526	58,900	33,738	20.0
Beijing CIFI Lakeside Mansion (Shunyi District, Shayu Town Matouzhuang Project) . . . . .	Residential/Commercial	2020	65,603	120,200	86,289	24.5
Beijing Daxing Huangcun Sanhezhuang F1 Project . . . . .	Residential	2021	34,940	98,182	19,793	50.0
Beijing Shunyi District, Shunyi New Town Project . . . . .	Residential	2021	66,500	133,000	44,120	33.0
Qingdao CIFI Yinshengtai Zhengyang Mansion . . . . .	Residential	2020–2021	98,610	240,440	145,418	50.0

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Qingdao Mansion Spiritual Bay . . . . .	Residential/Commercial	2021–2023	232,500	302,200	18,191	25.5
Qingdao Fairview Park Mansion (Jiaozhou City, Taihu Road Project) .	Residential/Commercial	2020–2022	156,426	291,308	148,438	50.0
Qingdao Jiaozhou City, North-3 50 acres Project . . . . .	Residential	2021	33,200	53,100	—	100.0
Qingdao Huangdao District, Boguanxinghai Phase 3 Project . . . .	Residential	2021	20,071	50,200	38,702	100.0
Qingdao The West Coast New Area, Chengshiyangtai Project . . . . .	Residential	2022	19,436	52,900	—	35.0
Qingdao The West Coast New Area, Xiaozhushan Project . . . . .	Residential	2022–2023	73,000	146,000	—	35.0
Shenyang Eastern Tree Shade City North (Third Phase, Fourth Phase) . . . . .	Residential	2020–2022	23,918	54,046	51,879	50.0
Shenyang CIFI Central Palace . . . . .	Residential	2020–2022	29,424	171,729	91,944	100.0
Shenyang CIFI Central Palace . . . . .	Investment properties	2021	1,500	50,922	—	100.0
Shenyang Zhongnan CIFI Harmonious . .	Residential/Commercial	2020	99,541	199,053	64,282	40.0
Shenyang Huanggu District, West Rail Yard Project . . . . .	Residential	2020	6,500	19,600	19,247	100.0
Shenyang Dadong District, Dongwang Street Project . . . . .	Residential	2021	41,582	103,955	52,794	33.5
Shenyang Jingchen Mansion (Second Phase) . . . . .	Residential/Commercial	2021	39,645	90,883	5,822	100.0
Shenyang Dadong District, Yulin resettlement housing 1 Project .	Residential	2023	42,769	86,351	—	100.0
Shenyang Dadong District, Yulin resettlement housing 2 Project .	Residential	2021	39,480	78,149	—	100.0
Tianjin Binhai New Area, Tanggu Bay No. 7 Project . . . . .	Residential	2020	34,500	51,800	20,171	50.0
Tianjin Binhai New Area, Tanggu Bay Project . . . . .	Residential	2020	41,600	62,400	27,108	50.0
Tianjin Binhai New District, Hujiayuan Project . . . . .	Residential	2020–2021	36,042	79,098	10,291	50.0
Tianjin Binhai New District, Sino-Singapore Tianjin Eco-city, Tourism Area Project . . . . .	Residential	2021	20,305	48,664	33,379	35.7
Tianjin CIFI Tianyuefenghua (Third Phase) . . . . .	Residential	2021	27,018	31,863	13,960	25.0
Tianjin Hexi District, Diecai Road Project . . . . .	Residential	2021	24,013	45,055	11,949	35.0
Tianjin Olympic New Era (Second Phase) . . . . .	Residential	2020	31,939	75,831	42,046	40.0
Tianjin Ninghe District, Liangku Project .	Residential	2021	28,700	57,300	19,453	50.0
Tianjin Xiqing District, Jinwu Town, West Binshui Road Project . . . . .	Residential	2021–2023	127,390	246,100	2,941	51.0
Tianjin Xiqing District, Jinwu Town, West Binshui Road Project . . . . .	Office/Commercial	2021–2023	11,619	41,700	—	51.0
Jinan Boguanshanyue . . . . .	Residential	2021	24,890	49,568	15,036	51.0
Jinan CIFI Stage (Licheng District, Fengshenlu Project) . . . . .	Residential	2021	40,000	112,000	14,072	50.0
Jinan City of Starry (Licheng District, Hancanghe Project) . . . . .	Residential/Commercial	2020–2023	126,632	278,600	82,265	22.5
Jinan Ruigongguan . . . . .	Residential	2021	37,827	128,600	103,214	50.0
Shijiazhuang Wise Mansion . . . . .	Residential/Commercial	2020	28,717	75,273	49,407	65.0
Shijiazhuang Changan District, 2019-018 Project . . . . .	Residential	2021	213,400	452,800	—	100.0



Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Shijiazhuang Changan District, 17 acres Project . . . . .	Residential	2022	11,400	32,600	—	100.0
Shijiazhuang Qiaoxi District, No. 1 Vocational Specialized Secondary School Project . . . . .	Residential	2022	8,600	19,200	—	51.0
Dalian Bonded Zone, IE-52 block project . . . . .	Residential	2021	24,863	53,728	—	50.0
Dalian Jinpu District, Xiaoyaowan District C Project . . . . .	Residential	2021	39,957	99,900	—	100.0
Taiyuan Jiancaoping District, Sanji Area, SP1919-SP1924 Project . . . . .	Residential	2021–2027	317,889	1,221,029	62,627	35.0
Taiyuan Jiancaoping District, Sanji Area, SP1925-SP1928 Project . . . . .	Residential	2021–2025	354,886	1,298,971	66,706	35.0
Linyi CIFI Yinshengtai Boguanxincheng East (Second Phase) . . . . .	Residential	2020	37,981	85,845	83,509	68.6
Linyi CIFI Yinshengtai Boguanxincheng West . . . . .	Residential	2020	59,946	175,373	142,318	34.3
Linyi Luozhuang District, Huawu Road Project . . . . .	Residential/Commercial	2022	74,574	158,481	89,010	45.0
Linyi Xinghe City . . . . .	Residential/Commercial	2021	202,383	365,900	308,166	25.5
Yantai Development Zone, A2 Project . .	Residential/Commercial	2021–2022	110,362	218,445	75,647	46.0
Yantai Development Zone, A10 Project .	Residential/Commercial	2022	78,727	156,341	—	46.0
Yantai High-tech Zone, Nanzhai Project .	Residential	2021–2022	64,782	174,863	—	75.0
Changchun Qikai District, Dongfeng Street South-1 Project . . .	Residential/Commercial	2023–2024	120,100	240,200	—	30.0
Changchun Qikai District, Dongfeng Street South-2 Project . . .	Residential/Commercial	2021–2022	92,000	184,000	—	30.0
Weifang Waterfront Mansion . . . . .	Residential	2020	68,845	140,195	117,959	51.0
Weifang Hi-Tech Zone, G17 Project . . .	Residential	2022	61,800	154,500	—	100.0
Jining City of Starry Life . . . . .	Residential	2020	58,381	64,832	64,832	55.0
Jining Rencheng District E1 Project . . .	Residential/Commercial	2021	37,700	82,812	—	80.0
Jining Rencheng District E2 Project . . .	Residential/Commercial	2022	20,300	44,788	—	80.0
Zibo Huisheng Xinyuan . . . . .	Residential	2021	38,324	99,187	26,185	40.0
<i>Central Western Region</i>						
Chongqing Airport Development Area, 19049 Project . . . . .	Residential	2021	133,029	134,500	—	50.0
Chongqing Airport Development Area, 19058 Project . . . . .	Residential	2021	50,400	70,500	—	50.0
Chongqing Verdant Landscape (Second–Seventh Phase) . . . . .	Residential/Commercial	2020	200,222	336,128	67,875	70.0
Chongqing Cloud Poem . . . . .	Residential	2020	92,020	226,526	106,004	35.0
Chongqing CIFI Jiangzhou Impression (Second–Fourth Phase) . . . . .	Residential	2020–2022	81,629	290,092	13,733	35.0
Chongqing The Landscape . . . . .	Residential	2020–2022	161,749	387,300	41,518	33.4
Chongqing Nature Grace . . . . .	Residential/Commercial	2020–2022	161,962	440,236	108,654	33.3
Chongqing CIFI Panorama (Third–Seventh Phase) . . . . .	Residential/Commercial	2020–2021	147,091	374,435	81,652	30.0
Chongqing CIFI Waves River Qianjiangfeng (Third Phase, Forth Phase) . . . . .	Residential	2021	81,559	230,690	50,550	33.0
Chongqing CIFI Waves River Lingyunfeng (Second Phase, Third Phase) . . . . .	Residential	2021	85,063	245,107	105,880	33.0
Wuhan Hongshan District, Qingling Village, K3 Project . . . . .	Residential	2020–2021	211,444	619,982	350,130	51.0

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Wuhan Noble Wonderland (Hongshan District, Qingling Village K1-2-4 Project) . . . . .	Residential/Commercial	2020–2022	246,944	766,003	40,165	34.7
Wuhan Hanyang Village, Shuguang Village Project . . . . .	Residential	2021–2023	100,100	521,600	31,812	84.0
Wuhan Jiangxia District, Qixin Village Project . . . . .	Residential	2020	70,200	238,400	136,569	29.0
Wuhan Hanyang District, Hanqiao Village Project Section B . .	Residential/Commercial	2021–2022	103,820	470,395	102,459	55.0
Wuhan Blue Cloud Sky . . . . .	Residential	2020–2021	35,700	120,158	27,171	45.0
Wuhan Qiaokou District, Fantasia Hanzheng Street Project . . .	Residential/Commercial	2023	50,400	239,800	—	50.0
Wuhan CIFI Skyline . . . . .	Office/Commercial	2020–2022	45,993	159,558	50,823	70.0
Changsha Yuelu District, No. 037 Project . . . . .	Residential/Commercial	2022	27,900	147,900	37,251	70.0
Changsha Henderson CIFI Hushan Mansion (Second to Fifth phase) . . .	Residential	2020–2022	347,514	753,811	227,199	50.0
Changsha Changsha County, No. 081 Project . . . . .	Residential	2021	63,900	191,600	72,535	50.0
Changsha Changsha County, Renmin East Road Project . . . . .	Residential	2021	72,700	216,600	—	34.0
Changsha Yuelu District, Meixi A-09 Project . . . . .	Residential/Commercial	2022	56,369	224,109	—	34.3
Chengdu Jinniu District, Weijianian 102 mu Project . . . . .	Residential	2020–2021	68,510	135,725	49,950	51.0
Chengdu Xindu District, 123 acres Project . . . . .	Residential	2021–2022	62,500	187,800	—	100.0
Chengdu Xindu District, 123 acres Project . . . . .	Office/Commercial	2021–2022	20,000	86,000	—	100.0
Chengdu Tang Mansion (Shuangliu District, 75 Mu Project) .	Residential/Commercial	2020	49,777	87,269	53,280	34.0
Chengdu Chenghua District, Beichengzhongyang Project (Second Phase, Third Phase) . . . . .	Residential/Commercial	2021	23,949	88,644	86,490	30.0
Chengdu Chenghua District, Beichengzhongyang Project . . . . .	Investment properties	2021	13,322	67,044	—	30.0
Chengdu Jianyang City, Hedong New Area, 77 acres Project . . . . .	Residential	2021–2022	51,700	206,600	10,086	60.0
Chengdu Jianyang City, Hedong New Area, 96 acres Project . . . . .	Residential	2021–2022	64,253	160,273	11,742	33.0
Xi'an Essence Mansion . . . . .	Residential	2020	20,618	38,132	38,132	34.0
Xi'an CIFI Honor Mansion . . . . .	Residential	2020	30,689	105,671	104,481	49.0
Xi'an Weiyang District, Chanba Road 1 Project . . . . .	Residential	2021	92,000	299,800	—	61.0
Xi'an Landscape . . . . .	Residential	2020	200,309	387,900	122,405	80.0
Yinchuan Jinfeng District, No. G2018-19 Project . . . . .	Residential	2020	101,415	149,341	42,918	40.0
Yinchuan Jinfeng District, Yindi No. G-2018-20 Project . . . . .	Residential	2020	88,693	133,457	80,953	40.0
Yinchuan Jinfeng District Pingfuqiao 243 Project . . . . .	Residential	2022	162,100	259,300	—	75.0
Zhengzhou CIFI Grand Mansion . . . . .	Residential	2020	69,439	168,572	135,619	21.0
Zhengzhou Gongyi City, No. 2019-139 Project . . . . .	Residential	2022	60,700	145,800	—	51.0
Zhengzhou CIFI The Park Mansion . . . .	Residential	2021–2022	67,779	146,674	18,654	100.0
Guiyang CIFI Skyline . . . . .	Residential	2020	35,762	64,373	62,715	100.0

Project	Primary intended use of the project	Estimated Completion date	Site Area (sq.m.)	Total GFA under Development and held for Future development (Carpark excluded) (sq.m.)	Pre-sold (sq.m.)	Interest attributable to us %
Guiyang CIFI Skyline . . . . .	Office/Commercial	2020	28,505	130,621	60,892	100.0
Guiyang Qingzhen City, No. QZ-19-023 Project . . . . .	Residential/Commercial	2021–2022	67,800	169,500	—	100.0
Guiyang Qingzhen City No. 022 Project . . . . .	Residential	2021	21,030	54,457	—	49.9
Guiyang Qingzhen City No. 022 Project . . . . .	Office/Commercial	2021	8,000	14,515	—	49.9
Kunming Economic and Technological Development Zone, KCJ2018-5 Project . . . . .	Residential	2022	71,800	179,500	95,676	51.0
Kaifeng Southern Zone of Airport Area, No. 2019-A12 to 16 Project . . . . .	Residential	2021–2025	203,900	554,000	—	100.0
Luoyang Yibin District, No. 2019-55 Project . . . . .	Residential	2022	73,200	219,500	—	50.0
Meishan Dongpo District, 120 Acres Project . . . . .	Residential	2021–2022	80,600	201,500	9,032	100.0
Xiangtan Yuetang District, No. 2018-20 Project . . . . .	Residential	2020–2023	66,603	186,500	7,436	50.0
Xuchang Anno Domini (Dongcheng District Project) . . . . .	Residential	2020–2021	55,350	156,129	56,477	50.0
Ürümqi Saybag District, Laoman City Project . . . . .	Residential	2021–2022	70,500	118,800	—	100.0
<i>South China</i>						
Shenzhen Pingshan District, Jiangshan Phase I Project . . . . .	Residential	2022	88,200	229,200	—	50.0
Fuzhou Jinan District, Qianyu Village Project . . . . .	Residential	2021	30,600	79,600	36,890	63.0
Fuzhou Cangshan District, Jinpu Old Factory Transfer Project . . . . .	Residential	2021	12,762	31,900	—	70.0
Fuzhou Cangshan District Olympic Sports 2019-48 Project . . . . .	Residential	2021	94,700	178,100	15,000	70.0
Fuzhou Xindian Project . . . . .	Residential	2021	31,885	82,319	15,896	100.0
Guangzhou CIFI Poly Flowers Bay . . . . .	Residential/Commercial	2020–2021	40,508	140,619	120,887	23.5
Nanning City of Midea & CIFI (Xixiangtang District, Xiu'an Road 39 acres Project) . . . . .	Residential	2020	26,339	68,945	42,557	50.0
Xiamen Xiang'an District, 12 Mu Project . . . . .	Residential	2021	8,074	11,065	—	100.0
Foshan Joy & Peace . . . . .	Residential	2020–2021	81,455	195,741	21,849	33.0
Foshan Gaoming District, Xijiang New Town Project . . . . .	Residential	2021	81,136	232,682	46,926	34.0
Foshan Sanshui District, Yundonghai Street No. 009 Project . . . . .	Residential	2020	27,916	69,278	—	100.0
Foshan Bin Jiang Mansion (Phase 2, Phase 3) . . . . .	Residential	2021–2022	72,964	124,229	46,014	33.3
Foshan Sanshui Beijiang Project . . . . .	Residential	2021–2022	79,015	246,759	55,607	33.0
Huizhou Midea Jiangshan Mansion . . . . .	Residential	2021	42,702	118,090	7,491	50.0
Huizhou Huicheng District, Ma'an Town, GP2019-36 Project . . . . .	Residential	2022	155,600	369,400	—	100.0
Jiangmen Nature Gift Garden . . . . .	Residential	2021–2022	51,233	152,813	—	49.0
Jiangmen The One Mansion . . . . .	Residential	2020	59,612	166,322	49,196	40.0
Jiangmen Pengjiang District, No. 11 Project . . . . .	Residential	2020	3,921	10,554	3,383	100.0
Zhongshan Nantou Town, Suixi Village No. W02-17-0135 Project . . . . .	Residential	2021	11,029	32,080	—	33.0
Zhongshan Nantou Town, Suixi Village No. W02-17-0137 Project . . . . .	Residential	2020	34,272	80,639	56,615	22.0

Project	Primary intended use of the project	Estimated Completion date	Site Area	Total GFA under Development and held for Future development (Carpark excluded)	Pre-sold	Interest attributable to us
			(sq.m.)	(sq.m.)	(sq.m.)	%
Zhongshan Nantou Town, Suixi Village No. 162-163 Project . . . . .	Residential	2021	39,758	93,868	—	33.0
Zhongshan Nantou Town, Suixi Village Project . . . . .	Residential	2020	26,323	61,861	17,243	34.0
Quanzhou Shishi CIFI City . . . . .	Residential	2020-2021	67,964	168,496	37,418	50.0
Zhangzhou Longhai City, Jiaomei Town, 2019P01 Project . . . . .	Residential	2021	23,900	71,600	12,020	70.0
Zhangzhou Longhai City, Jiaomei Town, 2019P02 Project . . . . .	Residential	2021	15,748	30,536	—	70.0
Sanya Yalong Bay Project . . . . .	Office/Commercial	2020	46,930	18,852	8,685	50.0
Hong Kong Wang On CIFI Maya . . . . .	Residential	2020	3,816 sq.m. (41,080 sq.ft.)	Net saleable area: 21,368 sq.m. (230,000 sq.ft.)	Net saleable area: 10,132 sq.m. (109,062 sq.ft.)	50.0
Carpark . . . . .				8,423,332	608,472	
TOTAL GFA of properties under development and held for future development . . . . .				45,048,582	11,431,127	
GRAND TOTAL (Completed, under development and for future development) . . . . .				50,657,861		

*Notes:*

- (1) “Saleable/Rentable GFA remaining unsold” figures are rounded to the nearest hundred sq.m.
- (2) The site area information for an entire project is based on the relevant land use rights certificates, land grant contracts or tender documents, depending on which documents are available. If more than one such document is available, such information is based on the most recent document available.
- (3) The figures for aggregate GFA, total GFA, saleable GFA and rentable GFA that appear in this offering memorandum are based on figures provided in the relevant governmental documents, such as the property ownership certificate, the construction work planning permit, the pre-sale permit, the construction land planning permit or the land use rights certificate. The categories of information contained in this offering memorandum are based on our internal records. Figures for GFA under development and GFA for future development and information regarding planned construction period are estimates only. The information setting out the construction period for completed blocks or phases of our projects in this offering memorandum is based on the relevant governmental documents or our internal records.
- (4) Our effective equity interest in the project refers to our effective equity interest in the project as of the date of this offering memorandum.

The table below is a summary of our land bank for property projects as of December 31, 2019 by city and region.

**By City and Region**

	<u>Completed</u>	<u>Under Development and held for future development</u>	<u>Total Land Bank</u>	<u>% of Total Land Bank</u>
	<u>Saleable/Rentable GFA Remaining Unsold</u>	<u>GFA</u>	<u>Total GFA</u>	
	<u>sq. m.</u>	<u>sq. m.</u>	<u>sq. m.</u>	
<b>Yangtze River Delta</b>				
Shanghai . . . . .	512,653	367,168	879,821	1.7%
Hefei . . . . .	285,360	1,836,501	2,121,861	4.2%
Hangzhou . . . . .	104,474	1,509,752	1,614,226	3.3%
Suzhou . . . . .	155,117	1,064,328	1,219,445	2.4%
Ningbo . . . . .	150,240	782,321	932,561	1.8%
Nanjing . . . . .	53,357	326,439	379,796	0.7%
Nanchang . . . . .	2,721	211,500	214,221	0.4%
Kunshan . . . . .	—	188,435	188,435	0.4%
Wenzhou . . . . .	8,584	1,114,646	1,123,230	2.2%
Wuxi . . . . .	3,460	911,667	915,127	1.8%
Jiaxing . . . . .	279,907	416,724	696,631	1.4%
Zhenjiang . . . . .	2,408	627,182	629,590	1.2%
Changzhou . . . . .	—	422,749	422,749	0.8%
Yixing . . . . .	—	413,204	413,204	0.8%
Xuzhou . . . . .	—	401,988	401,988	0.8%
Wuhu . . . . .	—	267,374	267,374	0.5%
Taizhou . . . . .	—	243,909	243,909	0.5%
Yiwu . . . . .	—	194,887	194,887	0.4%
Quzhou . . . . .	—	181,201	181,201	0.4%
Nantong . . . . .	—	82,931	82,931	0.2%
Zhoushan . . . . .	—	72,193	72,193	0.1%
Jiangyin . . . . .	—	32,800	32,800	0.1%
<b>Sub-total</b> . . . . .	<b>1,558,281</b>	<b>11,669,899</b>	<b>13,228,180</b>	<b>26.1%</b>
<b>Pan Bohai Rim</b>				
Beijing . . . . .	148,368	660,930	809,298	1.6%
Qingdao . . . . .	158,814	1,136,148	1,294,962	2.6%
Shenyang . . . . .	234,593	854,688	1,089,281	2.1%
Tianjin . . . . .	11,653	739,811	751,464	1.5%
Jinan . . . . .	15,729	568,768	584,497	1.2%
Shijiazhuang . . . . .	—	579,873	579,873	1.1%
Dalian . . . . .	10,777	153,628	164,405	0.3%
Taiyuan . . . . .	—	2,520,000	2,520,000	5.0%
Linyi . . . . .	170	785,599	785,769	1.5%
Yantai . . . . .	—	549,649	549,649	1.1%
Changchun . . . . .	—	424,200	424,200	0.8%
Weifang . . . . .	—	294,695	294,695	0.6%
Jining . . . . .	—	192,432	192,432	0.4%
Zibo . . . . .	1,391	99,187	100,578	0.2%
<b>Sub-total</b> . . . . .	<b>581,495</b>	<b>9,559,608</b>	<b>10,141,103</b>	<b>20.0%</b>

	<u>Completed</u>	<u>Under Development and held for future development</u>	<u>Total Land Bank</u>	<u>% of Total Land Bank</u>
	<u>Saleable/Rentable GFA Remaining Unsold</u>	<u>GFA</u>	<u>Total GFA</u>	
	<u>sq. m.</u>	<u>sq. m.</u>	<u>sq. m.</u>	
<b>Central Western Region</b>				
Chongqing . . . . .	687,220	2,735,514	3,422,734	6.8%
Wuhan . . . . .	68,140	3,135,896	3,204,036	6.3%
Changsha . . . . .	95,701	1,534,020	1,629,721	3.2%
Chengdu . . . . .	23,562	1,019,355	1,042,917	2.1%
Xi'an . . . . .	166,650	831,503	998,153	2.0%
Yinchuan . . . . .	—	542,098	542,098	1.1%
Zhengzhou . . . . .	—	461,046	461,046	0.9%
Guiyang . . . . .	—	433,466	433,466	0.9%
Kunming . . . . .	—	179,500	179,500	0.3%
Kaifeng . . . . .	—	554,000	554,000	1.1%
Luoyang . . . . .	—	219,500	219,500	0.4%
Meishan . . . . .	—	201,500	201,500	0.4%
Xiangtan . . . . .	—	186,500	186,500	0.4%
Xuchang . . . . .	—	156,129	156,129	0.3%
Ürümqi . . . . .	—	118,800	118,800	0.2%
<b>Sub-total</b> . . . . .	<u>1,041,273</u>	<u>12,308,827</u>	<u>13,350,100</u>	<u>26.4%</u>
<b>South China Region</b>				
Shenzhen . . . . .	—	229,200	229,200	0.5%
Fuzhou . . . . .	—	371,919	371,919	0.7%
Guangzhou . . . . .	—	140,619	140,619	0.3%
Nanning . . . . .	652	68,945	69,597	0.1%
Xiamen . . . . .	1,470	11,065	12,535	*
Foshan . . . . .	236,349	868,689	1,105,038	2.2%
Huizhou . . . . .	—	487,490	487,490	1.0%
Jiangmen . . . . .	—	329,689	329,689	0.7%
Zhongshan . . . . .	—	268,448	268,448	0.5%
Quanzhou . . . . .	—	168,496	168,496	0.3%
Zhangzhou . . . . .	—	102,136	102,136	0.2%
Dongguan . . . . .	82,090	—	82,090	0.2%
Sanya . . . . .	—	18,852	18,852	*
Hong Kong . . . . .	Net saleable area: 2,450 sq. m. (26,369 sq. ft.)	Net saleable area: 21,368 sq. m. (230,000 sq. ft.)	Net saleable area: 23,818 sq. m. (256,369 sq. ft.)	*
<b>Sub-total</b> . . . . .	<u>323,011</u>	<u>3,086,916</u>	<u>3,409,927</u>	<u>6.7%</u>
Other — Carpark . . . . .	<u>2,105,219</u>	<u>8,423,332</u>	<u>10,528,551</u>	<u>20.8%</u>
	<u>5,609,279</u>	<u>45,048,582</u>	<u>50,657,861</u>	<u>100.0%</u>

\* less than 0.1%

\*\* Net saleable area

See “— Overview of Our Property Developments” for further details of our property development projects.

## PROPERTY DEVELOPMENT

In developing a project, we follow a process of planning and execution that is systematic in approach while being flexible enough to accommodate new development in the fast-evolving business and regulatory environments of the real estate market in the PRC. Our headquarters and our regional project companies work closely together in developing a project. Our headquarters are responsible for making strategic decisions about project development, while the regional project companies generally oversee the day-to-day operations of the project development. We have adopted a three-tier management

system comprising the board of directors, senior management at the headquarters level and senior management at the regional project company level. Our three-tier management system ensures a direct reporting line between the regional project companies and our headquarters, which enhances the overall internal control of our Group. We established this management and project development structure primarily because of the importance of local market conditions and other local factors to the property development industry in the PRC.

We have established key departments at our headquarters, including the Sales and Marketing Center (營銷管理中心), Operation Department (運營管理部), Design Department (設計管理部), Cost Control Department (成本審算管理部), Contract Procurement Department (合約採購管理部), Construction Management Department (工程管理部), Business Development Department (業務拓展部), Chief Executive Officer's Office (總裁辦公室), Human Resources Department (人力資源部), Financial Management Center (財務管理中心) and Legal Department (法務審計部), to oversee, support and facilitate the operations of our project companies. These include city and site selection, product positioning, design, cost planning, public tenders, contract preparation, construction, sales and marketing, financing, legal matters, human resources and other operations.

### **City and Site Selection**

City and site selection is one of the most important and fundamental steps in the property development process. Our Business Development Department is primarily involved in the city and site selection process by identifying and evaluating a range of cities and sites in the PRC for potential property development opportunities. We collect relevant information regarding the potential acquisition opportunity and conduct preliminary feasibility studies and market research to evaluate the potential risks and returns of the investment, potential property demand in that area, preferences of the target customer groups and potential competition from other property developers in the vicinity. If we are satisfied with the result of the feasibility study, we will continue with our due diligence investigations and conduct a more detailed analysis of the potential acquisition. If the due diligence result is satisfactory, we will prepare a detailed project design and investment return analysis. This will then be passed to our Investment Committee, which consists of our Chairman, Mr. Lin Zhong, our Chief Executive Officer, Mr. Lin Feng and senior management including those from our Business Development Department, Operation Department, Design Department, Cost Control Department, Sales and Marketing Center and Financial Management Department, for consideration.

We generally take into consideration various criteria when deciding whether to pursue a site at a particular time, which include: (i) adhering to land sites suitable for our development strategies, and focusing on superior locations, such as areas identified by the PRC government to be the key development areas, (ii) following our disciplined approach to land acquisition, particularly our policy of generally not buying land that has title and planning issues or that requires resettlement, (iii) taking into consideration the real estate-related austerity measures, such as the prevailing national and local governmental policies, (iv) researching on the local market conditions and consumer behaviors, (v) considering the growth potential of a particular site, and (vi) focusing on locations with rapid economic growth and significant property appreciation potential and that offer a comfortable living environment with generous supporting infrastructure and proximity to cultural, leisure and commercial facilities, as well as sites with convenient access to public transportation.

### **Land Acquisition**

We acquire land from the PRC government through public tenders, auctions and listings-for-sale. According to the “Regulations on the Grant of State-owned Land Use Rights by Tender, Auction or Listing-for-Sale” 《招標拍賣掛牌出讓國有建設用地使用權規定》, which were promulgated by the MLR on September 28, 2007 and became effective on November 1, 2007, the PRC government may only



grant land use rights in respect of State-owned land for business, tourism, entertainment and residential commodity property development purposes by way of public tenders, auctions or listings-for-sale. Please refer to the section headed “Regulation” for further details of the applicable PRC laws and regulations.

In addition, we may acquire land in the PRC by (i) investing in or taking over property holding companies, (ii) acquiring construction-in-progress from the original project owners, or (iii) establishing joint ventures with other real estate developers for land acquisition. As a property developer focusing on the development and operation of integrated residential and commercial properties, our directors believe that acquiring land at competitive prices is critical to our overall development strategy.

### **Project Planning and Design**

We have standardized operating procedures that cover various phases in our development process, including planning and design. Our efficient and standardized project planning and design capabilities enable us to quickly determine and implement the positioning and design of projects. Our Design Department is responsible for generating the core concepts and master planning for our projects. Once the master design concept of a property development project is established, we outsource the detailed project design work to reputable architectural and design firms. Based on the master design concept, our Design Department collaborates with the selected architectural and design firms to transform the concept into a more detailed design drawing, which must be approved by the relevant PRC governmental authorities. Once approved, the design drawing becomes the basis of the project.

In 2014, we further established the “CIFI Product Research Center”, which focuses on the research and development of standardized fully-fitted residential product modules. Our research center studies the application of a range of construction and fitting materials and simulates the corresponding customer experience on different residential unit layouts and configurations.

### **Construction**

#### ***Appointment of Construction Companies***

We outsource substantially all of our construction work to external construction contractors and select the construction contractors through a tender process. From 2010 to 2018, we engaged over 100 construction contractors. We have maintained relationships typically ranging from two to six years with these contractors. We have established a selection procedure to choose our construction contractors in order to ensure compliance with our quality and workmanship standards. We conduct detailed due diligence on the construction contractors during the bidding process. We typically take into account a construction contractor’s professional qualifications, reputation in the industry, track record, prices tendered, financial condition and technical abilities.

The construction contractor is typically obliged to undertake the construction work in strict compliance with our designs and requirements, and to provide regular progress reports to enable us to closely monitor the construction progress. Payments to construction contractors are made in stages in accordance with the terms and conditions stipulated in the construction contract signed between the construction contractors and us. The percentage of each stage payment varies from project to project. Upon signing a construction contract with us, generally, the construction contractor will be required to give us a performance bond of approximately 5% to 10% of the total payment. At closing and settlement, generally, we will settle approximately 95% of the total payment, and retain approximately 5% as retention money. The retention money is used to cover any contingent expenses incurred as a result of any construction defects. The construction contractors are required to provide us with warranties, with warranty periods generally ranging from two to five years, for any losses we incur as a result of not meeting contractually or statutorily specified quality standards. The unused portion of the retention money will be returned to the contractors after the expiry of the warranty period. In general,

where the construction schedules are delayed for more than the period of time as stipulated in the contracts, we will be entitled to a pre-determined amount as penalty and, in some cases, we will have the right to terminate the contracts. Our directors believe that the amount of retention money we withhold under our construction contracts is in line with the industry practice in the PRC and is sufficient to cover the construction warranties we give to our customers under the sale and purchase agreements.

### ***Quality Control and Construction Supervision***

We place a heavy emphasis on quality control and construction supervision of our projects. The construction contracts we enter into with the construction contractors typically contain warranties with respect to quality and timely completion of the construction projects. The following are some important measures or procedures we adopt for quality control and supervision of our property development:

- we require construction contractors to comply with the relevant PRC laws and regulations relating to the quality of construction, such as environmental, labor, social and safety regulations, as well as our own standards and specifications;
- in compliance with the relevant PRC laws and regulations, we engage certified construction supervision companies to monitor certain aspects of our project construction as specified by the relevant PRC laws and regulations. These construction supervision companies conduct quality and safety control checks on all building materials and workmanship on-site. They also monitor the progress of construction, work site safety and the construction completion schedule;
- we generally designate a few reputable suppliers from which our construction contractors can source material; and
- we exercise on-site inspection from time to time.

We did not encounter any material quality problems nor receive any material complaints in this regard nor experience any material adverse losses resulting from quality problems in 2017, 2018 and 2019.

### ***Procurement***

We typically procure the construction materials to be used in our projects through our construction contractors. However, in certain circumstances, we are responsible for procuring specialized building materials, such as elevators, windows, doors and interior fixtures, while the construction contractors are responsible for procuring more general construction materials such as cement and steel. In most circumstances, we designate a few reputable suppliers from which our construction contractors can source materials. This is done in order to ensure that the construction materials meet our particular standards and requirements. The construction contractors also procure all equipment necessary for each project in accordance with specifications provided by us.

### ***Sales and Marketing***

#### ***Sales and Marketing Plan***

Our Sales and Marketing Center at the headquarters level formulates our nationwide marketing strategies and coordinates our promotion activities with our project companies.

The sales and marketing departments of our regional project companies are responsible for marketing our property products. Our sales and marketing personnel at the headquarters and regional levels co-operate closely to determine the appropriate sales and marketing plans for a particular project. They also conduct comprehensive market research, formulate pre-sale, sales and pricing strategies and plan and organize on-site pre-sale and sales procedures. We market our properties through traditional advertising channels such as billboard advertisements, newspapers, magazines, model displays, as well as through internet, mobile communication and e-commerce marketing platforms. We utilized customary sales and promotional methods such as price discounts, gifts and lucky draws (with normal gifts), weekend sales events to promote sales. We also employed external professional property sales agencies from time to time to provide sales and marketing services for certain of our property development projects. In 2014, we pioneered the industry trend of utilizing mobile Internet applications and successfully developed and applied our “CIFI Wei-Sales” platform to facilitate third-party agency sales of our properties. In 2017, 2018 and 2019, the total selling and marketing expenses that we paid for our property development were RMB609.5 million, RMB1,153.1 million and RMB1,739.4 million (US\$249.8 million), respectively, which represented 1.9%, 2.7% and 3.2% of our revenue for the same period.

The performance of our sales and marketing personnel is assessed throughout the sales and pre-sale process. Personnel who have met their pre-determined sales target have the opportunity to be awarded with monetary bonuses in addition to the monthly salary.

### ***Pre-sale***

The sales process of our property projects generally begins with pre-sale. There are various PRC laws and regulations governing pre-sale of properties which impose conditions to be fulfilled before the pre-sale of a particular property can commence. These include obtaining the relevant land use rights certificate, the construction work planning permit and the construction work commencement permit. For further details of the laws and regulations governing pre-sale, please refer to the section headed “Regulations.”

The pre-sale/sale contracts for the contracted sales of the Group are based on the standard forms regulated by the relevant land and commercial bureaus and vary from city to city. Such standard pre-sale/sales contract typically requires the purchaser to pay deposits according to a payment schedule stipulated under the pre-sale/sales contract, and also stipulates the penalty in the case of late payments or default payment by the purchasers. In the case of cancelled contracted sales, which are transactions cancelled after the pre-sale contracts have been signed and registered with the relevant government authorities but before the delivery of completed properties, we generally cannot claim any damages against the purchasers under the pre-sale/sales contracts, except for the late payment penalty and the forfeiture of certain portion of monies out of paid deposits as stipulated in the pre-sale/sales contracts. The amount of deposit paid by our customers and the amount forfeited as penalty for cancelled contracted sales are based on pre-sales/sales contracts regulated by the relevant land and commercial bureaus and we are not in the position to govern or determine such amount. The actual forfeited deposit income has not and is not expected to account for a significant percentage of the contracted sales income.

For most of the properties under cancelled contracted sales, we have been able to sell them to new purchasers. As a result, our business, financial condition and operating results have not been materially and adversely affected by these cancelled contracted sales.

## ***Payment Arrangements***

Our customers, including those purchasing pre-sale properties, can choose between payment by mortgage financing or by cash. The payment terms for pre-sale and sales of properties are substantially identical. We typically require our customers to pay a non-refundable deposit before entering into formal sale and purchase agreements. Generally, this deposit will be forfeited if the customers subsequently decide not to enter into formal sale and purchase agreements with us. Upon executing formal sale and purchase agreements, customers who choose to make cash payments are typically required to make payments in full or by installment (less any non-refundable deposit paid by them) before delivery of the property. For customers who choose to fund their purchase using mortgage loans provided by mortgage banks, they are typically required to pay at least 30% to 70% of the purchase price as a down payment in full or by installment, and settle the outstanding balance with mortgage loan drawdowns within one to six months from the date of the formal sale and purchase agreement based on the prevailing bank mortgage policies and practices in the PRC. Our customers may need to secure additional funds if the mortgage is insufficient to settle the outstanding balance. Under the relevant PRC laws and regulations, they may obtain mortgage loans with a repayment period of up to 30 years.

In line with the industry practice in the PRC, we assist our customers with mortgage loans and provide guarantees as security for mortgage loans from the banks to our customers. As a guarantor, we are jointly responsible for the payment of amounts due under the mortgage loans. These guarantees are released upon the earlier of (i) the relevant property ownership certificates being obtained and the certificates of other interests with respect to the relevant properties being delivered to the mortgagee banks, or (ii) the settlement of mortgage loans between the mortgagee banks and our customers.

The payment method for customers of our commercial properties is similar to the payment arrangement for our residential properties, the key difference being that the down payment is typically at least 50% of the purchase price, to be paid in full or in installments, as required by the PRC laws and regulations governing commercial properties.

As of December 31, 2019, our outstanding guarantees for our customers' mortgage loans amounted to RMB22,444.8 million (US\$3,224.0 million). See "Risk Factors-Risks Relating to Our Business-The terms on which mortgage loans are available to purchasers of our properties, if at all, may affect our sales" included elsewhere in this offering memorandum.

## ***Delivery and After-sales Services***

We have a dedicated customer service department to manage our after-sales services. Telephone hotlines are available to our customers to conveniently express their feedback and complaints about our properties and services. Our customers can also join our membership club, CIFI Property Customers Club (旭客會), and we provide free publications to our members to cultivate a sense of belonging and community.

## ***Delivery of Completed Properties***

We endeavor to deliver our properties to our customers on a timely basis. We closely monitor the progress of construction of our property development projects. The time frame for delivery is set out in the sale and purchase agreements entered into with our customers. Our sales and marketing staff and our construction team will inspect the properties prior to delivery to ensure quality.

Once a property development project has passed the requisite completion and acceptance inspections, we will notify our customers in respect of delivery. If we fail to deliver the property to our customers on the date of delivery stipulated in the sale and purchase agreement, we will be liable to refund a certain percentage of the pre-sale proceeds.

After delivery of completed properties, we are typically required to obtain a general property ownership certificate for each of our completed projects and, in general, will assist our customers in obtaining their property ownership certificates by providing the requisite information to the local title office for registration. Based on our experience, the actual timing for the issuance of property ownership certificates is subject to government administrative procedures and is not within our control (other than the submission of application), and it may take more time for certain cities to issue property ownership certificates. We are subject to the risk of failing to obtain property ownership certificates. For further information, see “Risk Factors — Risks Relating to Our Business — We may not be able to complete or deliver our development projects on time.”

According to our accounting policies, our revenue is recognized when properties are delivered to our customers. The recognition of our revenue from sales of properties is not subject to the grant of the property ownership certificates to the purchasers.

### **Information Technology System**

We have invested in information technology to make our project development process more efficient and product know-how easy to use and convenient to share. We have implemented information technology systems including office automation, knowledge management, cost management, project planning and human resources. We are also in the process of implementing additional systems to complement our existing ones, such as a customer relationship management system and an enterprise resource planning system. Our human resources system enables our employees to access to our company policies and regulations and handle administrative procedures. Our enterprise resource planning system, upon implementation, will enable us to check the cost status and progress of each project, review contracts and analyze project operations.

### **INVESTMENT PROPERTIES**

Along with our residential property projects, we also develop commercial properties and retain ownership of a portion of our commercial properties for lease. As we intend to hold these properties for long-term investment purposes, they are treated as investment properties. As of December 31, 2019, we held 21 completed or under-development properties with an aggregate GFA of approximately 1,023,800 sq.m. as investment properties. We plan to selectively increase investment properties located in prime locations that are likely to appreciate in value.

### **PROPERTY MANAGEMENT SERVICES**

We provided property management services to the owners of our residential and commercial properties through Shanghai Yongsheng, our majority-owned subsidiary. The services provided by the above property management companies include security, maintenance of common facilities, gardening, landscaping and other ancillary services. On July 15, 2016, we entered into an equity transfer agreement to sell our majority equity interest in Shanghai Yongsheng, which has become our associated company and ceased to be consolidated into our financial statements.

Under PRC laws and regulations, the home owners of a residential community of a certain scale have the right to change the property management service provider upon consent of a certain percentage of home owners. In 2017, 2018 and 2019, we did not experience any incident where the owners of our properties terminated services of our property management companies.

## **SUPPLIERS AND CUSTOMERS**

In 2017, 2018 and 2019, our five largest customers, comprising individual purchasers of our residential properties and commercial properties for sale, in aggregate, accounted for approximately 10.2%, 1.2% and 1.7% of our total revenue, respectively, and our single largest customer accounted for approximately 3.5%, 0.5% and 0.5% of our total revenue in the same years, respectively.

In 2017, 2018 and 2019, our five largest suppliers, primarily comprising construction companies and general contractors, accounted for approximately 9.3%, 6.3% and 5.3% of our total cost of sales, respectively, and our single largest supplier accounted for approximately 2.9%, 2.2% and 1.4% of our cost of sales in the same years, respectively.

None of our directors, their close associates and any shareholders (who or which to the knowledge of our directors owns more than 5% of our Company's share capital) has any interest in any of our five largest customers or suppliers.

## **COMPETITION**

Competition in the real estate market in the PRC has intensified over the past few years. We compete against national and regional real estate developers in the PRC. We compete with other real estate developers on the basis of a number of factors, including product quality, service quality, price, financial resources, brand recognition, ability to acquire land and other factors. We believe that the real estate market in the PRC has large growth potential. However, different regions of the PRC have different regulatory restrictions on property development, and consumer preferences typically vary between different regions of the PRC. We believe that, with our solid and strong foothold in a number of cities and our ability to differentiate our products, we are less affected by the changes in market conditions. Furthermore, given our product differentiation, creditworthiness, reputation, quality products and services and our management skills in developing properties in the past decade, we believe we can react promptly to challenges in the real estate market in the PRC. For further information, see "Risk Factors — Risks Relating to Our Business — Intensified competition may materially and adversely affect our business, financial condition and results of operations."

## **INSURANCE**

In accordance with the relevant PRC laws and regulations, we contribute to social welfare insurance for our full-time employees in the PRC, including basic pension insurance, basic medical insurance, unemployment insurance, work-related injury insurance and maternity insurance.

Property developers are not required under PRC national and local laws and regulations to maintain insurance coverage in respect of their property development operations. In general, our construction contractors are required to purchase certain insurance coverage for our properties. Our construction contractors typically have to maintain an all-risk policy for our properties under construction and, in general, cover the insurance of the subcontractors. We do not separately maintain all-risk policies for our properties, whether they are under development or have been completed prior to delivery. We also do not separately carry insurance against personal injury or other liabilities that may occur during the construction of our property development. Our directors consider that the insurance coverage of our Group is adequate and the insurance policy of our Group is in line with the industry standards. There is a risk that we may incur uninsured losses, damage or liabilities. For further information, see "Risk Factors — Risks Relating to Our Business — We may not have adequate insurance to cover our potential losses and claims."



## EMPLOYEES

As of December 31, 2019, we had approximately 7,870 full-time employees in Mainland China and in Hong Kong, of whom 7,470 employees worked for our property development business and of whom approximately 400 employees worked for our commercial property leasing and management business.

We remunerate our employees based on their performance, working experience and the prevailing market wage level. As of December 31, 2019, the total remuneration of our employees consisted of basic salary, cash bonus and share-based incentives.

## LEGAL PROCEEDINGS AND COMPLIANCE

From time to time, we are involved in legal or other disputes in the ordinary course of our business, primarily disputes with purchasers, construction contractors and employees. See “Risk Factors — Risks Relating to Our Business — We may be involved in disputes, administrative, legal and other proceedings arising out of our operations from time to time and may face significant liabilities or damage to our reputation as a result” for more details.

Save as disclosed above and based on information available to us, in 2017, 2018 and 2019, we were not involved in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our directors to be pending or threatened by or against us that may have a material adverse effect on our business, financial condition and operating results.

Property developers in China are subject to a number of environmental laws and regulations including the “PRC Environmental Protection Law” 《中華人民共和國環境保護法》, the “PRC Environmental Impact Assessment Law” 《中華人民共和國環境影響評價法》, the “PRC Prevention and Control of Noise Pollution Law” 《中華人民共和國環境噪聲污染防治法》 and the “PRC Administrative Regulations on Environmental Protection for Development Projects” 《建設項目環境保護管理條例》. Please refer to the section headed “Regulations” for details of these environmental laws and regulations.

We believe we are in compliance in all material respects with applicable environmental laws and regulations in China. In 2017, 2018 and 2019, we did not experience any problems in the inspections conducted by the relevant environmental authorities upon delivery of our properties to our customers. See “Risk Factors — We are subject to potential environmental liability that could result in substantial costs.”

All of our PRC subsidiaries have obtained all material licenses, permits or certificates required for our business operations and have been in compliance in all material respects with all relevant PRC laws, regulations and rules in relation to main aspects of our business operations, with the exception of a number of our PRC subsidiaries which are in the process of renewing their Real Estate Enterprise Certificates as of the date of this offering memorandum. We do not expect material legal impediments for them to renew such certificates.



## REGULATION

*Set out below is a summary of certain aspects of PRC legal and regulatory provisions relating to our operations and business. These include laws and regulations relating to land, real estate development, real estate management, hotel operation, foreign investment enterprises, foreign exchange control, overseas listing, taxation, intellectual property and labor protection.*

### LAND

#### Categories of Land

Land in the PRC is categorized by ownership type or by usage. By ownership type, land can be divided into: (i) State-owned land (“SOL”) owned by the State and (ii) collectively-owned land (“COL”) which is collectively owned, under the Land Administration Law of the PRC 《中華人民共和國土地管理法》 adopted by the Standing Committee of NPC on June 25, 1986, as recently revised and amended on August 26, 2019 and came into effect on January 1, 2020. Unless otherwise specified by law, SOL is located in urban areas while COL comprises all land in rural and suburban areas. All land for residential construction and land and hills reserved for farmers in rural and suburban areas are allowed to be retained by farmers. COL is not allowed to be used for non-agricultural construction purposes. COL may be converted into SOL by and such conversion is subject to the approval of the State Council or the local government depending on the size and the original use of the relevant parcel of COL.

According to the Land Administration Law of the PRC 《中華人民共和國土地管理法》, land can also be divided into (i) land designated for agricultural use, (ii) land designated for construction use, and (iii) unutilized land. Land designated for agricultural use refers to land used directly in agricultural production, including cultivated land, wooded land, grassland, land for farmland water conservancy and water surfaces for breeding, etc. Land designated for construction use refers to land on which buildings and structures are built, including land for urban and rural housing and public facilities, land for industrial and mining use, land for building communications and water conservancy facilities, land for tourism and land for building military installations etc. Unutilized land refers to land other than that for agricultural and construction uses. The land user shall use the land in accordance with the approved use.

The land use rights of SOL can be further divided into two categories in terms of acquisition methods pursuant to the Provisional Regulations of the PRC on the Assignment and Transfer of the Right to the Use of the State-owned Land in Urban Areas 《中華人民共和國城鎮國有土地使用權出讓和轉讓暫行條例》 promulgated by the State Council on May 19, 1990. The first category, “allocated SOL” refers to the SOL which can be acquired by a user without paying compensation in accordance with law. The second category, “granted SOL” refers to the SOL which requires the acquirer to pay a land premium in accordance with law. On condition that the requirements are satisfied, the allocated right to the use of the land and the ownership of the above-ground buildings and other attached objects may, subject to the approval of the land administration departments and the housing administration departments under the people’s governments at the municipal and county levels, be transferred, leased or mortgaged, all the income gained from the allocated land shall be confiscated by the relevant land authority. Furthermore, the entity or individual that illegally transfers, leases or mortgages the parcel of allocated land shall be fined in accordance with the seriousness of the case.

On April 1, 2017, the MOHURD and the Ministry of Land and Resources jointly issued the “Circular of Relevant Work on Strengthening the Recent Administration and Control of Housing and Land Supply” 《關於加強近期住房及用地供應管理和調控有關工作的通知》 which provides, among others, that the cities above the prefecture level, the regions where prefecture, state or league is located, or the counties (or county-level cities) that have more than one million inhabitants should make a three-year (2017–2019) plan and a five-year (2017–2021) rolling plan for housing land supply, and publicize

such plans by the end of June 2017. The circular further requires that local governments should adjust the size, structure and timing of land supply for residential housing in due course based on the period of depleting commodity residential housing inventory. For example, if the above period is longer than 36 months, no more land is to be supplied; if the said period is over 18 months but shorter than 36 months, land supply shall be reduced in size; if the said period is longer than six months but shorter than 12 months, more land shall be provided; however, if the current inventory could be sold in less than six months, land supply shall increase significantly and the rhythm of land supply shall be accelerated. In addition, the circular stipulates that local authorities should adopt the examination system of land acquisition capital to insure that the property developers use internal funds to acquire lands and that, if the land bid capital originates from a questionable source, the property developers shall be disqualified and prohibited from bidding, auction or listing of land within a certain period of time.

## **REAL ESTATE DEVELOPMENT**

### **Establishment of a Real Estate Development Enterprise**

Pursuant to the PRC Urban Real Estate Administration Law 《中華人民共和國城市房地產管理法》 (the “Urban Real Estate Law”) promulgated by the Standing Committee of NPC, which became effective on January 1, 1995 and was recently revised on August 26, 2019 and came into effect on January 1, 2020, a “real estate developer” refers to an enterprise which engages in the development and operation of real estate for profit-making purposes. Under the Regulations on Administration of Development of Urban Real Estate 《城市房地產開發經營管理條例》 (the “Development Regulations”) promulgated by the State Council on July 20, 1998, revised on March 24, 2019, an enterprise engaging in real estate development must satisfy the following requirements in addition to other enterprise establishment conditions provided in the relevant laws and administrative regulations:

- its registered capital must be RMB1 million or more; and
- it must have four or more full-time professional real estate/construction technicians and two or more full-time accounting officers, each of whom must hold the relevant qualification certificate.

To establish a real estate development enterprise, the developer must apply for registration with the local SAIC at or above the county level, which should, in examining the application for the registration, seek the views of the real estate development authority at the relevant level. The developer must also report its establishment to the department of real estate development in the location of its registration within 30 days of receipt of its business license.

A foreign investor intending to engage in real estate development may establish an equity joint venture, a contractual cooperative joint venture or a wholly foreign owned enterprise in accordance with the PRC laws and regulations regarding foreign-invested enterprises. Pursuant to the latest catalogue of industries for guiding foreign investment the Special 《鼓勵外商投資產業目錄》 (2019年版) and the special Administrative Measures for Access 《外商投資准入特別管理措施(負面清單)》 (2019年版), which was promulgated by the NDRC and the MOFCOM on June 30, 2019, and the real estate developments industry doesn’t fall within the negative list for access of foreign investment.

### **Qualification of a Real Estate Developer**

Under the Provisions on Administration of Qualifications of Real Estate Developers 《房地產開發企業資質管理規定》 (the “Provisions on Administration of Qualifications”) promulgated by the Ministry of Construction on March 29, 2000 and revised on May 4, 2015 and December 22, 2018, a real estate developer must apply for a classification certificate. An enterprise may not engage in property development without a qualification classification certificate for real estate development. The competent

authorities of construction under the State Council is in charge of monitoring the qualifications of all real estate developers within the PRC, and local real estate development authorities at or above the county level are in charge of monitoring the qualifications of local real estate developers. Under the Provisions on Administration of Qualifications, real estate developers are divided into four classes:

- Class 1 qualification is subject to preliminary examination by the construction authorities at the provincial level and the final approval of the competent authorities of construction under the State Council. A Class 1 real estate developer is not restricted as to the scale of its real estate projects and may undertake a real estate development anywhere in the country.
- Class 2, 3 or 4 qualifications and provisional qualifications are regulated by the construction authorities at the provincial level. A real estate developer of the Class 2 qualification or lower may undertake a project with a GFA of less than 250,000 sq.m., detailed business scope of the developer of the Class 2 qualification or lower is determined by the construction authorities at the provincial level.

Under the Provisions on Administration of Qualifications, the real estate development authorities will examine applications for registration of qualifications submitted by real estate developers by mainly considering their financial condition, and the length of time they have conducted real estate development business, the professional personnel they employ, the performance and operating results from their past real estate operations and their quality control systems. A real estate developer that passes the qualification examination will be issued a qualification certificate of the relevant class by the qualification examination authority. A developer of any qualification classification may only engage in the development and sale of real estate within its approved scope of business and may not engage in business which is limited to another higher classification. The real estate development authorities perform annual inspections of qualified developers. Developers who fail to meet the qualification requirements or which operate in breach of the requirements may have their qualification classification certificates degraded or revoked.

For a newly established real estate developer, which passes the qualification examination, the real estate development authority will issue a provisional qualification certificate within 30 days of receipt by the authority of the relevant application for filing. The real estate developer must apply to the real estate development authority within one month before the expiry of its provisional qualification certificate for a formal qualification classification certificate. Any failure to obtain the required provisional or formal qualification certificate or a development of a project exceeding the prescribed scope of the qualification may result in a fine ranging from RMB50,000 to RMB100,000 and, if such failure is not rectified within the prescribed period, the developer's qualification certificate and/or business license may be revoked.

### **Acquisition of Land Use Rights**

Although all land in the PRC is owned by the State or is collectively owned, individuals and entities may obtain land use rights and hold such land use rights for development purposes. Individuals and entities may acquire land use rights in different ways, the two most important ways of which are either a grant of land use rights by local land authorities or a transfer of land use rights by land users who have obtained land use rights. The grant of land use rights from local land authorities may be carried out by means of tender, auction or listing-for-sale and subject to the regulations discussed below as applicable, pursuant to agreements entered into directly with the local governments.

## Grant of Land Use Rights

Pursuant to the Regulation on the Grant of Land Use Rights Through Bilateral Agreement 《協議出讓國有土地使用權規定》 promulgated by the MLR, which became effective on August 1, 2003, land use rights may be granted by way of a bilateral agreement between the relevant land authority and a grantee other than by means of tender, auction or listing-for-sale as required by laws, regulations or rules. The land premium set out in a bilateral agreement should not be lower than the minimum price set by the central government. For land in areas with standard land prices, the land premium pursuant to any bilateral agreement should not be less than 70% of the standard land price of the relevant land category. If the price guidelines are not adhered to, the land use rights cannot be granted. If there is only one prospective land user on the plot of land to be granted, the land authority may grant the land use rights through a bilateral agreement with the exception of land used for business, tourism, entertainment, residential commodity properties and other purposes for business operations. Upon full payment of the land premium, a land user may register with the land administration authority and obtain a land use rights certificate as evidence of the acquisition of the land use rights. As of July 1, 2002, the grant of land use rights by way of competitive processes is governed by the Regulations on the Grant of State-owned Land Use Rights by Tender, Auction or Listing-for-Sale 《招標拍賣掛牌出讓國有土地使用權規定》 (the “2002 Regulations”), issued by the MLR in May 2002. The 2002 Regulations specifically provide that the land to be used for operational purposes, including business, tourism, entertainment, and residential commodity properties, or land for which there are two or more prospective land users, must be granted by way of tender, auction or listing-for-sale. A number of measures are provided by the 2002 Regulations to ensure such grant of land use rights for commercial purposes is conducted openly and fairly. On November 1, 2007, the Regulations on the Grant of State-owned Construction Land Use Rights by Tender, Auction or Listing-for-Sale 《招標拍賣掛牌出讓國有建設用地使用權規定》 (the “2007 Regulations”), became effective to further strengthen the 2002 Regulations. The 2007 Regulations also require that the land used for industrial purpose (except land for mining) shall be granted by way of tender, auction or listing-for-sale. The 2007 Regulations further specify that the grantee of State-owned construction land use rights shall pay the premium for the grant of State-owned land use rights fully in accordance with the land grant contract before it could proceed with the relevant procedures for grant of State-owned land use rights registration and apply for a land use rights certificate. No grantee could be granted a land use rights certificate for the land in proportion to the partial payment of the premium that the grantee has paid. The Circular of the State Council on Promoting the Economical and Intensive Use of Land 《國務院關於促進節約集約用地的通知》 which was promulgated by the State Council on January 3, 2008, land for residential purpose should be arranged in a reasonable manner and land supply for villa-type real estate development projects should be ceased on a continual basis.

July 24, 2019, the Ministry of Natural Resources of the PRC (the “MNR”) issued the Provisions on the Economical and Intensive Use of Land 《節約集約利用土地規定》, which came into effect on the same day. The provisions require the use and price of commercial land to be determined by tender, auction or listing-for-sale. Compensation for all types of land supply shall not be lower than the lowest standards stipulated by the government. No circumvention of land transferring fees shall be allowed by means of land-exchange projects, return of fees after collection or subsidies.

On March 31, 2004, the MLR and the Ministry of Supervision issued the Notice Regarding Supervision Work of Legal Enforcement Situation of Granting Business Land Use Rights Through Tender, Auction or Listing-for-Sale 《關於繼續開展經營性土地使用權招標拍賣掛牌出讓情況執法監察工作的通知》, which requires that commencing on August 31, 2004, land designated for the purposes of business operations shall be granted through tender, auction or listing-for-sale and may not be granted pursuant to the bilateral agreements entered into directly with the local land authority for any historical reasons.

The Notice on Issues Relating to the Strengthening of Land Control 《關於加強土地調控有關問題的通知》 promulgated by the State Council on August 31, 2006 sets out the administration of the income and expenditure relating to land premium, modifies the tax policies relating to the land and created a system of the publication of the standards of the lowest price in respect of the grant of the land use rights for SOL for industrial purposes.

On November 18, 2009, five governmental authorities, including the MOF, Ministry of Supervision, National Audit Office of the PRC, MLR and PBOC issued the Notice on Further Strengthening the Management of the Income and Expenditure Relating to Land Grants 《關於進一步加強土地出讓收支管理的通知》 to regulate the management of income and expenditure on land grants. In particular, property developers are required to provide a down payment of no less than 50% of the land premium and are required in principle to pay all of the land premium in installments within one year.

Pursuant to the Notice on Issues relating to Strict Enforcement of Adjustment Policies on Real Estate Land and Improvement of the Healthy Development of Land Market 《關於嚴格落實房地產用地調控政策促進土地市場健康發展有關問題的通知》 promulgated by the MLR on December 19, 2010 and became effective on the same date:

- provincial MLR shall reinforce the examination of public notices relating to the grant of land use rights by way of public tenders, auctions or listings-for-sale, and shall require the municipal and county MLR to withdraw these public notices and formulate a new plan for granting land use rights if any of the following events occur:
  - (i) land use rights granted over a parcel of land where the land area exceeds the size approved by the relevant competent authorities;
  - (ii) more than one parcel of land is granted to the same bidder at the same time;
  - (iii) land use rights granted over a parcel of land where the demolition of buildings erected on such land has not been carried out or the occupants of such land have not been compensated for the demolition and resettlement;
  - (iv) land use rights granted over a parcel of residential land with a plot ratio of less than one;
  - (v) land use rights granted to an unlawful entities; and
  - (vi) land use rights granted in other circumstances which will be in contravention of the relevant PRC laws and regulations.
- bidders for the land use rights and their controlling shareholders are not allowed to pass the bidder qualification examination if they, among other things, (i) fraudulently obtain land use rights by falsifying documents, (ii) resell or transfer land use rights illegally, (iii) leave the land idle for more than one year due to the their own acts, and/or (iv) develop land in manners which contravenes the terms of the land use rights contracts. In addition, the bidders and their controlling shareholders are prohibited from participating in the grant of land use rights process before they rectify the above acts.

On January 26, 2011, the General Office of the State Council issued the Notice on Further Adjustment and Control of the Real Estate Market 《國務院辦公廳關於進一步做好房地產市場調控工作有關問題的通知》 to provide stricter management regulations of housing land supply. Among the various requirement set out by the notice, entities and persons participating in the bidding of land shall state the source of capital and provide the relevant evidence.



The Emergency Notice on Further Tightening the Administration on Real Estate Land Use and Reinforcing the Control Results of Real Estate Market 《關於進一步嚴格房地產用地管理鞏固房地產市場調控成果的緊急通知》 (the “Emergency Notice”) promulgated on July 19, 2012, further emphasized the strict enforcement of current regulations on land grants:

- the plot area ratio for residential land shall not be less than 1.0;
- for all types of housing construction projects, construction work shall be commenced within one year of the date when the land is delivered as set forth in the land grant contract and shall be completed within three years after its commencement date;
- the bidding deposit for a land grant shall not be less than 20% of the base price; and
- the land grant contract shall be signed within 10 working days after a land grant deal is concluded, a down payment of 50% of the land premium shall be made within one month after signing the contract, and the remaining payment shall be made in a timely manner in accordance with the contract and in any event no more than one year.

According to the Circular on the Implementation of the Catalog for Restricted Land Use Projects (2012 Edition) 《限制用地項目目錄(2012年本)》 and the Catalog for Prohibited Land Use Projects (2012 Edition) 《禁止用地項目目錄(2012年本)》 promulgated by the MLR and the NDRC on May 23, 2012, the area of a plot of land to be granted for residential use may not exceed (i) seven hectares for small cities and towns, (ii) 14 hectares for medium-sized cities or (iii) 20 hectares for large cities. The plot area ratio for residential land shall not be lower than 1.0. No land may be granted for “villa” property projects.

Under the Urban Real Estate Law 《中華人民共和國城市房地產管理法》, those who have obtained the land use rights through grant must develop the land in accordance with the terms of use and within the period of commencement prescribed in grant contract for the land use rights.

### **Transfer of Real Estate**

According to the Law of the People’s Republic of China on the Administration of Urban Real Estate 《中華人民共和國城市房地產管理法》 promulgated by Standing Committee of the National People’s Congress on August 27, 2009, a real estate owner may transfers his real estate to another party by means of sale, gift or other legitimate methods. When transferring a building, the ownership of the building and the land use rights attached are transferred together. The parties to the transfer must enter into a written real estate transfer contract and register the transfer with the competent real estate authority within 90 days of the execution of the transfer contract.

If the land use rights are initially obtained by way of a grant from a local land authority, the following conditions shall be satisfied when the real estate is transferred:

- the land premium having been paid in full according to the terms of the land grant contract, and land use rights certificate having been obtained;
- where investment and development is carried out in accordance with the terms of the land grant contract if it relates to (i) house construction projects, not less than 25% of the total development project shall be completed; and (ii) development of whole plot of land, the land having been developed and constructed according to the planning, and the construction of the civil infrastructure and public facilities such as water supply, drainage, power supply, heat supply, roads, traffic and communications having been completed, and the conditions for industrial use or construction having been fulfilled; and

- where the building was completed, the property ownership certificate have been obtained. If the land use rights are initially obtained by way of a grant from a local land authority, the term of the land use rights after the real estate transfer will be the remaining portion of the original grant obtained by the original land users.

If the land use rights transferred are initially obtained by way of allocation, the transfer shall be approved by the competent government authorities. Except as provided by relevant laws, the transferee must complete the formalities for the transfer of land use rights and pay the land premium after the transfer approval is obtained.

### **Pre-examination of the Construction Sites**

Under the Measures for Administration of Examination and Approval for Construction Sites 《建設用地審查報批管理辦法》 promulgated by the MLR on March 2, 1999 and amended on November 30, 2010 and November 29, 2016, and the Measures for Administration of Preliminary Examination of Construction Project Sites 《建設項目用地預審管理辦法》 promulgated by the MLR on November 29, 2008 and became effective on January 1, 2009 which was amended on November 29, 2016 and became effective on January 1, 2017, a real estate developer must make a preliminary application for construction to the relevant land administrative authority when carrying out a feasibility study on a construction project. Upon receipt of a preliminary application, the land administration authority will carry out a preliminary examination of various aspects of the construction project in compliance with the overall zoning plans and land supply policies of the PRC Government, and will issue a preliminary approval if it is satisfied with the result of its examination. The opinions derived from this preliminary examination are requisite documents for the approval of the construction project.

### **Planning Permits and Construction Permits**

Under the Measures for Administration on Planning of Granting and Transfer of Right to Use Urban State-owned Land 《城市國有土地使用權出讓轉讓規劃管理辦法》 promulgated by the Ministry of Construction on December 4, 1992 and which became effective on January 1, 1993 and was amended on January 26, 2011, after obtaining a construction land planning permit, the real estate developer shall organize the necessary planning and design work in accordance with planning and design requirements and apply for a construction work planning permit from the relevant urban planning authority pursuant to the Law of the PRC on Urban and Rural Planning 《中華人民共和國城鄉規劃法》 promulgated by Standing Committee of the NPC in October 2007 and effective on January 1, 2008 and recently revised on April 23, 2019.

A real estate developer must apply for a construction work commencement permit from the relevant construction administrative authority under the local people's government above the county level pursuant to the Measures for the Administration of a Construction Permit of Construction Projects 《建築工程施工許可管理辦法》 promulgated by the MOHURD on June 25, 2014 and became effective on October 25, 2014 and was amended on September 19, 2018.

The Notice on Forwarding the Opinions of Such Departments as the Ministry of Construction relating to the Adjustment House Supply Control Structure and Stabilizing Property Prices (the “Guo Ban No.37 Document”) 《國務院辦公廳轉發建設部等部門關於調整住房供應結構穩定住房價格意見的通知》 promulgated by the General Office of the State Council on May 24, 2006 stipulates that since June 1, 2006, with regard to newly approved or constructed residential commodity properties, houses with a construction area of less than 90 sq.m. (including economically affordable houses) shall take up more than 70% of the total area to be constructed. The projects which have received project development approvals prior to the date on which Guo Ban No. 37 Document became effective but have not obtained construction work commencement permits must adjust their planning in order to confirm with the above-mentioned requirement. The Certain Opinions regarding the Implementation of the Ratio



Requirements for the Structure of Newly Constructed Residential Properties 《關於落實新建住房結構比例要求的若干意見》 issued by the Ministry of Construction on July 6, 2006 restates that since June 1, 2006, houses in individual cities (or counties) with a construction area of less than 90 sq.m. shall comprise 70% of the total area of commodity houses newly approved and commenced in one year (calculated from June 1). All cities are required to implement the conditions for the planning and design of newly-built residential commodity properties and determine the structural proportion of residential commodity properties strictly in compliance with the above-mentioned requirements, and may not violate such requirement without authorization. The urban planning administration will not issue the construction work planning permit if any entity violates these requirements without authorization. If the planning and design is not in compliance, the examination and approval authorities of the design documents and the construction drawings will not issue the qualification certificate and, consequently, the construction administrative authority shall not issue the construction work commencement permit, and the real estate development authority shall not issue the Pre-sale Permit.

### **Completion of a Real Estate Project**

Construction projects shall be delivered for use only after passing the inspection and acceptance test under Article 61 of the PRC Construction Law 《中華人民共和國建築法》, which became effective on March 1, 1998 and subsequently amended on April 23, 2019.

A real estate development project must comply with various laws and legal requirements concerning planning, construction quality, safety and environment and technical guidance on architecture, design and construction work, as well as provisions contained in the relevant contracts. On January 30, 2000, the State Council promulgated and implemented the Regulation on the Quality Management of Construction Projects 《建設工程質量管理條例》 (revised on April 23, 2019), which sets out the respective quality responsibilities and liabilities for developers, construction companies, exploration companies, design companies and construction supervision companies. After the construction of a project is complete, the real estate developer must arrange an inspection and acceptance test under the supervision of the relevant competent governmental authorities together with the relevant parties involved in the construction and experts (if necessary) according to the Provisions on Inspection Upon Completion of Buildings and Municipal Infrastructure 《房屋建築和市政基礎設施工程竣工驗收規定》 promulgated by the MOHURD on December 2, 2013. The real estate developer shall submit records for filing to the departments in charge of project construction of the relevant local governmental authorities above the county level in the area where the projects are constructed within 15 days after the projects having successfully passed the completion acceptance inspection, pursuant to the Measures for the Administration on the Filing of Inspection Upon Completion of Buildings and Municipal Infrastructure 《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》, promulgated by the Ministry of Construction on April 4, 2000 and amended by the MOHURD on October 19, 2009.

### **Sale of Commodity Properties**

Under the Measures for Administration of Sale of Commodity Properties 《商品房銷售管理辦法》 promulgated by the Ministry of Construction on April 4, 2001 and became effective on June 1, 2001, the sale of commodity properties can include both sales prior to the completion of the properties and sales after the completion of the properties.

### **Pre-Sale of Commodity Properties**

Any pre-sale of commodity properties must be conducted in accordance with the Measures for Administration of Pre-sale of Commodity Properties 《城市商品房預售管理辦法》 (the “Pre-sale Measures”) promulgated by the Ministry of Construction on November 15 1994, as amended on August 15, 2001 and July 20, 2004. The Pre-sale Measures provide that any pre-sale of commodity properties is subject to specified procedures. The pre-sale of commodity properties shall be subject to a licensing

system. If a real estate developer intends to sell commodity properties in advance, it shall apply to the real estate administrative authority to obtain a pre-sale permit. The pre-sale of commodity properties is required to meet the following conditions:

- the related land premium having been fully paid up and a land use rights certificate having been obtained;
- a construction work planning permit and a construction work commencement permit having been obtained; and
- the funds invested in the development of the commodity properties intended for pre-sale representing 25% or more of the total investment in the project and the progress of construction and the completion and delivery dates having been properly determined.

The proceeds of pre-sale of commodity properties must be used to develop the relevant project. Further, the Pre-sale Measures authorizes the real estate administrative authority on the provincial autonomous regional and municipal level to set up their implementation rules in accordance with the Pre-sale Measures.

### **Sales after the Completion of Commodity Properties**

Commodity properties may be put up for post-completion sale only when the preconditions for such sale have been satisfied. Under the Regulatory Measures on the Sale of Commodity Properties 《商品房銷售管理辦法》, the sale of commodity properties after the completion shall meet the following conditions:

- the real estate development enterprise has a business license and a qualification classification certificate for real estate development;
- the land use rights certificates or approval documents of land use having been obtained;
- the construction work planning permit and the construction work commencement permit having been obtained;
- the commodity properties having been completed, inspected and accepted as qualified;
- the relocation of the original residents having been completed;
- the supplementary essential facilities such as the supply of water, electricity, heating and gas, and communications are ready for use, and other public facilities are ready for use, or the schedule of the property management plan is completed; and
- the property management plan shall have been completed.

The Provisions on Sales of Commodity Properties at Clearly Marked Price 《商品房銷售明碼標價規定》 was promulgated by the NDRC on March 16, 2011 and became effective on May 1, 2011. According to the provisions, any real estate developer or real estate agency (“real estate operators”) is required to mark the selling price explicitly and clearly for both newly-build and second-hand commodity properties. The provisions require real estate operators to clearly indicate the prices and relevant fees of commodity properties, as well as other factors affecting the prices of commodity properties to the public. With respect to the estate development projects that have received property pre-sale license or have completed the filing procedures for constructed properties, real estate operators shall announce all the commodity properties available for sales on at once within the specified time limit. Furthermore, with regard to a property that has been sold out, real estate operators are obliged to

disclose this information and to disclose the actual transaction price. Real estate operators cannot sell commodity properties beyond the explicit marked price or charge any other fees not explicitly marked. Moreover, real estate operators may neither mislead properties purchasers with false or irregular price marking, nor engage in price fraud by using false or misleading price marking methods.

## **Estate Loan**

In June 2003, the PBOC issued the Notice on Further Strengthening the Management of Real Estate Credit Business 《關於進一步加強房地產信貸業務管理的通知》 to tighten the criteria for banks to issue loans to real estate development enterprises, governmental land reserve institutions, construction enterprises, individual buyers of residential properties and individual buyers of commercial properties.

On August 30, 2004, the CBRC issued the Guidance on Risk Management of Property Loans Granted by Commercial Banks 《商業銀行房地產貸款風險管理指引》. Pursuant to this guidance, commercial banks: (i) may not grant land reserve loans to borrowers whose capital funds are not in place or are seriously inadequate or whose operational management is non-standard; (ii) shall not grant loans in any form to projects that have not obtained the land use rights certificate, the construction land planning permit, the construction work planning permit or the construction work commencement permit; and (iii) shall require that the capital ratio of development projects of real estate enterprises applying for loans be not less than 35%.

On September 27, 2007, the PBOC and the CBRC promulgated the Notice on Strengthening the Credit Management of Commercial Real Estate 《關於加強商業性房地產信貸管理的通知》, with a supplemental notice issued on December 5, 2007, aiming to tighten the control over real-estate loans from commercial banks to prevent excessive credit granting. The measures adopted include:

- If the loan is used for the purchase of a first self-use residential property with a GFA not larger than 90 sq.m., the proportion of down payment to the loan (including loans denominated in RMB and foreign currencies) shall not be less than 20%.
- If the loan is used for the purchase of a first self-use residential property with a GFA larger than 90 sq.m., the proportion of down payment to the loan shall not be less than 30%; if a borrower has already purchased a house with a loan and applies to purchase another one, the proportion of down payment to the loan shall not be less than 40%, and the loan interest rate shall not be less than 1.1 times that of the corresponding benchmark interest rate over the same corresponding period released by the PBOC.
- Commercial banks shall not issue housing mortgage loans where the loan amount fluctuates with the appraised value of the real estate and the usage is not clearly specified. For a house purchased with a mortgage, before the purchaser of such property repays the loan in full, its re-appraised net value shall not be used as the mortgage for additional loans.
- Houses for commercial use that are purchased with loans shall be houses of which the construction has been completed and accepted. The proportion of down payment for purchasing houses for commercial use shall not be less than 50%, with the loan period not exceeding ten years and the loan interest rate not less than 1.1 times that of the corresponding benchmark interest rate over the same corresponding period released by the PBOC.
- If a borrower applies for loans for houses to be used for both commercial and residential purposes, the proportion of down payment shall not be less than 45% and the provisions governing the administration of loans for houses for commercial use shall apply with regard to the loan period and interest rate level.

- Commercial banks shall not issue loans to real estate development enterprises that have been found by relevant governmental authorities to be hoarding land and houses.

In addition, commercial banks shall not issue loans to the real estate development enterprises with a capital ratio of development projects of less than 35%, or the real estate development enterprises that fail to obtain the land use rights certificate, construction land planning permits, construction work planning permits and construction work commencement permits. Commercial banks shall not accept commodity properties that have been vacant for more than three years as collateral for loans. In principle, real estate loans provided by commercial banks should only be used for projects in the areas where the commercial banks are located. Commercial banks shall not provide loans to real estate development enterprises to finance their payments for land premiums.

On July 29, 2008, the PBOC and CBRC promulgated the Notice on Financially Promoting Saving and Intensification of Use of Land 《關於金融促進節約集約用地的通知》, which, among other things, has the effect of:

- prohibiting commercial banks from granting loans to real estate developers for the purpose of paying land premiums;
- regulating secured loans for land reserves in various respects, including the requirements to obtain a land use rights certificate, to secure up to 70% value of the security's appraised valuation, and to limit the length of maturity to no more than two years;
- requiring lenders to be cautious in granting or extending loans to any property developer that (i) delays the commencement of development date specified in the land grant contract by more than one year, and (ii) has not finished one-third of the land area for the intended project, or (iii) has not invested a quarter of the intended total project investment amount; and
- prohibiting the grant of loans to the property developer for land which is recognized as being idle for over two years by the PRC land and resources authorities and the acceptance of such idle land as security for loans.

On October 22, 2008, the PBOC issued the Notice on Several Issues Regarding the Expansion of Downward Floating Interest Rate for Individual Commercial Housing Loans 《關於擴大商業性個人住房貸款利率下浮幅度等有關問題的通知》 to reduce the down payment requirements to 20% of the purchase price, and to lower the lending rate for residential properties of a commercial nature for individuals to 70% of the benchmark lending rate.

On May 25, 2009, the State Council issued the Notice on Adjusting Capital Ratio of Fixed Asset Investment Projects 《關於調整固定資產投資項目資本金比例的通知》, which sets out the minimum capital ratio for ordinary residential property development projects and social security housing development projects as 20%, and the minimum capital ratio for other property development projects as 30%.

On January 7, 2010, the General Office of the State Council promulgated the Notice on Promoting the Stable and Sound Development of the Real Estate Market 《關於促進房地產市場平穩健康發展的通知》, which, among other things, provides that family units (including the borrower, the borrower's spouse and minors) with outstanding mortgage loans intending to buy second residential properties for themselves are required to pay a down payment of no less than 40% of the purchase price for these second residential properties, and the applicable interest rate shall be set strictly based upon the associated risk level.

On April 17, 2010, the State Council also issued the Notice on Strict Control of the Escalation of Property Prices in Certain Cities 《關於堅決遏制部分城市房價過快上漲的通知》, which further increased the minimum down payment in respect of mortgage loans on purchases of a second residential property by individuals to 50% of the purchase price and provides that the applicable mortgage rate must be at least 1.1 times that of the corresponding benchmark interest rate over the same corresponding period released by the PBOC. The minimum down payment in respect of mortgage loans on purchases of a third or a further residential property by individuals may be substantially increased at the commercial bank's discretion and based on its risk control policies. The notice also specifies that the down payment for first self-used residential properties with a GFA of more than 90 sq.m. must be at least 30% of the purchase price. In addition, in those areas where property prices have escalated and property supply is tight, commercial banks may, depending on the level of risk, suspend granting mortgage loans to buyers purchasing a third or a further residential property or to those non-local residents who fail to provide certificates evidencing their payment for over one year of local tax or social insurance.

On September 29, 2010, the PBOC and CBRC promulgated the Notice on Promoting Differentiated Housing Credit Policy 《關於完善差別化住房信貸政策有關問題的通知》, which, among other things:

- prohibits commercial banks from granting or extending loans to property developers that violate laws and regulations such as:
  - (i) holding idle land;
  - (ii) changing the land use and nature;
  - (iii) delaying the commencement and completion of development; and
  - (iv) intentionally holding back the sale of properties in the market for the purpose of selling these properties at a higher price in the future;
- prohibits commercial banks from granting housing loans to families that purchase three or more houses or non-local residents who fail to provide certificates evidencing their payment for over one year of local tax or social insurance; and
- increases the minimum of down payment to at least 30% for all first home purchases with mortgage loans.

On November 2, 2010, the MOHURD, the MOF, the PBOC and the CBRC jointly promulgated the Notice on Relevant Issues Concerning Policies of Regulation of Housing Provident Fund for Individual Housing Loan 《關於規範住房公積金個人住房貸款政策有關問題的通知》, which provided that, among other things:

- where a first-time home buyer (including the borrower, the borrower's spouse and minors) uses the housing provident fund for individual housing loans to buy an ordinary residential property for self-use, the minimum down payment shall be at least:
  - (i) 20%, if the GFA of the property is equal to or less than 90 sq.m.;
  - (ii) 30%, if the GFA of the property is more than 90 sq.m.;
- for a second-time home buyer that uses housing provident fund for individual housing loans, the minimum down payment shall be at least 50% and the minimum lending interest rate shall be 110% of the lending interest rate of a first-time home buyer of the same corresponding period;

- the second housing provident fund for individual housing loan will only be available to families whose per capita housing area is below the average in locality and such loan must only be used to purchase an ordinary house for self-use to improve residence conditions; and
- the housing provident fund for individual housing loans to families for their third or further residential property will be suspended.

On January 26, 2011, the General Office of the State Council issued the Notice on Further Adjustment and Control of Real Estate Market 《國務院辦公廳關於進一步做好房地產市場調控工作有關問題的通知》. According to this notice, second residential property purchasers are required to pay a down payment of no less than 60% of the purchase price for these second residential properties and the applicable mortgage rate must be at least 1.1 times that of the corresponding benchmark interest rate. Local branches of the PBOC may raise the down payment ratio and interest rate on loans for second residential properties based on the following factors: the price control target set by the local government for newly constructed residential properties and policy requirements, as well as national unified credit policies.

On February 26, 2013, the General Office of the State Council issued the Notice on Continuing Adjustment and Control of Property Markets 《關於繼續做好房地產市場調控工作的通知》 which reaffirmed the above measures.

On September 29, 2014, PBOC and CBRC issued the Notice on Further Improvement of Housing Finance Service 《關於進一步做好住房金融服務工作的通知》, which states that, among other things:

- For the family to purchase its first residential property for private use with an individual loan, the down payment of the purchase shall be 30% of the total purchase price and the minimum of the interest rate of the loan is 70% of the base interest rate, and the specific rate may be determined by the bank at its discretion based on the risk.
- For the family which has already owned one residential property and paid up the relevant loan, should it apply for loan again for the second residential property to improve its living conditions, the bank can treat it as the first residential property for its loan application.
- In cities where the measures of “restrictions on house buying” are lifted or not imposed, for the family who has already owned two or more residential properties and paid up the relevant loans, should it apply for loan again for another residential property, the bank shall decide on the percentage of down payment and interest rate by prudently considering the borrower’s solvency and credit status.

Banks may approve loan applications submitted by non-residents who satisfy the relevant policies and qualifications based on local urbanization development plans.

On March 30, 2015, the PBOC, CBRC and the MOHURD jointly issued the Notice on Issues of Individual Mortgage Loans Policies 《關於個人住房貸款政策有關問題的通知》 to lower the minimum down payment to 40% for a family that owns a residential property and has not paid off its existing mortgage loan applying for a new mortgage loan to purchase another ordinary residential property to improve living conditions and allow banks at their own discretion to decide the down payment ratio and loan interest rate taking into consideration the solvency and credit standing of the borrowers.

Where the family of a worker who pays housing provident fund contributions uses a housing provident fund commission loan to purchase the first residential property to be used as the purchaser’s residence, the minimum down payment ratio is 20%; where the family of a worker who already owns one residential property, of which relevant housing loan has been settled, files a new application for a



housing provident fund commission loan for purchasing of another residential property as the purchaser's residence for the purpose of improving its living conditions, the minimum down payment ratio is 30%.

On March 25, 2016, the General Office of Shenzhen Municipal People's Government of Guangdong Province issued the Opinions on Consummating Housing Security System and Promoting the Development of Real Estate Market Stably and Healthily 《深圳市人民政府辦公廳關於完善住房保障體系促進房地產市場平穩健康發展的意見》, which requires every District People's Government of Shenzhen and all units directly under the Shenzhen Municipal Government to increase multi-channel housing supply, improve the housing security system, implement the differentiated housing credit policy, improve the housing purchase policy, regulate the real estate market order and strengthen the prevention and control of the real estate financial risks.

On March 24, 2016, the General Office of Shanghai Municipal People's Government forwarded the Circular of Several Opinions of Shanghai Housing Urban and Rural Construction Management Committee and Other Three Departments on Further Consummating Housing Security System and Promoting the Development of Real Estate Market Stably and Healthily 《上海市人民政府辦公廳轉發市住房城鄉建設管理委等四部門關於進一步完善本市住房市場體系和保障體系促進房地產市場平穩健康發展若干意見的通知》, which requires relevant units under the Shanghai Municipal Government to establish the real estate market supervision joint meeting, increase land supply for housing, implement the housing purchase restriction policy strictly, implement the differentiated housing credit policy, strengthen the market supervision and law enforcement inspection, promote the low-rent housing and public rental housing, increase the talent apartment housing, consummate the establishment, supply and management of common property security housing, and promote the transformation of old areas and "villages in the city".

From September 30, 2016 to date, Shanghai, Suzhou, Wuhan, Beijing, Hangzhou and other cities have issued new property market control policies, including restoring the restriction on purchases of residential properties and tightening credit policy. On October 10, 2016, the MOHURD issued the Circular on Further Regulating Operations of Real Estate Developers to Safeguard the Real Estate Market Order (關於規範房地產開發企業經營行為維護房地產市場市場秩序的通知), which requires that improper operations of real estate developers shall be investigated and punished according to law. The improper operations include releasing or spreading false housing information and advertisements, maliciously pushing higher and artificially inflating housing prices by fabricating or spreading information on rising property price and other operations.

On August 11, 2016, Suzhou Municipal People's Government issued the Notice on Further Strengthening the Implementation of Real Estate Market Management in Suzhou City (關於進一步加強蘇州市區房地產市場管理的實施意見的通知), or the Notice 119, which formulates several opinions, among others, to increase the supply of land market, adjust the land supply conditions, improve the real estate pre-sale management, strengthen the price management of commercial housing, consummate the differential housing credit policy. According to the Notice 119, for any family which has owned a residential property with unsettled individual commercial housing loan, the family is required to pay a down payment of no less than 50% of the purchase price in Suzhou city; and for any family which has owned at least two residential properties with unsettled individual commercial housing loan, the family is prohibited from borrowing the housing loan.

On November 14, 2016, Wuhan Municipal People's Government General Office issued the Opinions on Further Promoting the Development of Real Estate Market Stably and Healthily 《關於進一步促進我市房地產市場持續平穩健康發展的意見》, which requires to strengthen the housing transaction restricted measures, increase the supply of the real estate, prevent the land price from raising too fast, improve the real estate pre-sale management, strengthen the supervision of the real estate market and develop the information disclosure and public opinion guidance.



On November 25, 2016, the Shanghai Housing Urban and Rural Construction Management Committee, People's Bank of China Shanghai Branch and China Banking Regulatory Commission Shanghai Regulatory Bureau promulgated the Notice on Promoting the Stable, Healthy and Orderly Development of Shanghai's Real Estate Market and Further Consummating the Differential Housing Credit Policy 《關於促進本市房地產市場平穩健康有序發展進一步完善差別化住房信貸政策的通知》 (the "Circular 1062"), which, among other things, provides that:

- each housing administrative authority shall strengthen the housing transaction supervision, verify the housing status and information of the purchasers and issue the inspection results according to relevant rules and regulations;
- for any family which purchases its first residential property (namely, the family has no residential property in Shanghai nor any record of commercial housing loan or housing provident fund loan) with individual commercial housing loan, the family is required to pay a down payment of no less than 35% of the purchase price;
- if any of the following conditions is met, for any family which purchases an ordinary residential property with individual commercial housing loan, the family is required to pay a down payment of no less than 50% of the purchase price, and for any family which purchases a non-ordinary residential property with individual commercial housing loan, the family is required to pay a down payment of no less than 70% of the purchase price:
  - a) The family has no residential property in Shanghai but has record(s) of commercial housing loan or housing provident fund loan; or
  - b) The family has one residential property in Shanghai.

On November 28, 2016, the Shanghai Housing Provident Fund Management Committee issued the Circular on Adjusting the Policies of Shanghai Municipality on Housing Provident Fund for Individual Loan 《關於調整本市住房公積金個人貸款政策的通知》 (the "Circular 18"), which, among other things:

- provides that, for any family which has no residential property in Shanghai nor any record of housing provident fund loan, the residential property bought by such family shall be treated as the first residential property for its loan application and the credit policy remains unchanged.
- provides that, for any family which has no residential property in Shanghai but has one loan record, or has one residential property and intends to purchase the second residential property to improve its living conditions, the residential property bought by such family shall be treated as the second residential property for improving living conditions for its loan application. Under such circumstances:
  - a) the interest rate of housing provident fund for individual loans is adjusted to 110% of the lending interest rate of a first-time residential property purchaser of the same period;
  - b) the maximum loan amount is adjusted to RMB800,000 (or RMB1,000,000 if additional housing fund is applicable) for a family and RMB400,000 (or RMB500,000 if additional housing fund is applicable) for an individual; and
  - c) the down payment shall be no less than 50% of the purchase price for an ordinary residential property and no less than 70% of the purchase price for a non-ordinary residential property.

- prohibits the Shanghai Housing Provident Fund Management Center from providing a loan to any applicant if:
  - a) the family already has two loan records;
  - b) the purpose of purchasing a second residential property by the family is not for improving living conditions.

On March 17, 2017, Beijing Municipal Housing and Urban Construction Committee, People's Bank of China Business Administration Department, China Banking Regulatory Commission Beijing Regulatory Authority, Beijing housing provident fund management center issued the Notice on Perfecting Commercial Housing Sales and Differentiated Credit Policy (關於完善商品住房銷售和差別化信貸政策的通知), which suspended the personal housing loans (including housing provident fund loans) with the term more than 25 years and required that:

- for any family which has no residential property in Beijing nor any record of housing provident fund loan and the commercial housing loans, the ordinary self-housing bought by such family shall be treated as the first residential property and its down payment is no less than 35%; and such family is required to pay a down payment of no less than 40% for the non-ordinary self-housing.
- for any family which has one residential property in Beijing and any family which has no residential property in Beijing but has record of housing provident fund loan or the commercial housing loans, the family is required to pay a down payment of no less than 60% for ordinary self-housing and no less than 80% for non-ordinary self-housing.

On March 28, 2017, Hangzhou Housing Security and Real Estate Administration issued the Notice on Further Improving Housing Restrictions on Sale and Sale (關於進一步完善住房限購及銷售監管措施的通知), which required that: the city adult residents who are single (including divorced residences) should only purchase a set of housing in the restricted area (including the new commercial housing and second-hand housing); and the family which immigrated in Tonglu, Jiande, Lin'an, Chun'an from other place should purchase the housing since the date of immigration with full two years in the restricted area (including the new commercial housing and second-hand housing).

## **Trust Financing**

Pursuant to the Measures on Administration of Trust Companies 《信託公司管理辦法》 (the "Trust Measures"), which became effective on March 1, 2007, "trust companies" shall mean the financial institutions which are incorporated in accordance with the Company Law of the People's Republic of China and are engaged mainly in trust business in the PRC. "Trust business" shall mean the business operation that the trust company undertakes as a trustee of a trust and handles the trust matters under a fiduciary capacity for the purpose of operating business and receiving remunerations. The minimum amount of registered capital of a trust company shall be RMB300 million or the equivalent value in a freely convertible currency.

Pursuant to the Notice on Strengthening the Supervision of Trust Companies' Real Estate Business 《關於加強信託公司房地產信託業務監管有關問題的通知》 promulgated by the General Office of CBRC on February 11, 2010, trust companies may not offer loans for land acquisitions or early-stage land development and may only grant loans to eligible property developers who satisfy specific requirements set out in the notice.

On November 12, 2010, the CBRC issued the Notice on Risk Alert for Trust Companies' Real Estate Business 《關於信託公司房地產信託業務風險提示的通知》 to require all trust companies to conduct self-examination immediately on the compliance risk of the real estate trust business. Business compliance and risk exposure shall be analyzed on a case-by-case basis, including whether the real estate development projects to which loans were issued by trust companies have satisfied the conditions such as the availability of all the "Four Permits" (namely, the land use rights certificate, construction land planning permit, construction work planning permit and construction work commencement permit), whether the real estate developer or its controlling shareholder have obtained Class 2 qualification, and whether capital ratio of the project has reached the national minimum requirement. All banking regulatory bureaus shall strengthen compliance supervision and risk control over real estate business of trust companies within their jurisdiction. If problems are discovered during self-examination and inspection, measures shall be taken immediately to order the trust company for rectification and non-compliance behavior shall be penalized in accordance with the relevant rules and regulations.

### **Investment in Real Estate Developers and Projects**

On February 14, 2017, the Asset Management Association of China issued the Administrative Rules for the Filing of Private Equity and Asset Management Plans by Securities and Futures Institutions No. 4 — Investment in Real Estate Developers and Projects by Private Equity and Asset Management Plans (證券期貨經營機構私募資產管理計劃備案管理規範第4號-私募資產管理計劃投資房地產開發企業、項目) (the "Rule Four"). According to the Rule Four, any private equity and asset management plan that is adopted to make either direct or indirect investment into any ordinary residential property projects located in any of 16 specified cities, including Beijing, Shanghai, Guangzhou, Shenzhen and Xiamen, where the property prices are rising too fast, shall temporarily not be allowed to file for recording purposes. The Rule 4 requires that the asset manager fulfill its obligations in a downward penetrating examination. Also, the Rule 4 provides that a private equity and asset management plan shall not be used to finance any real estate developer, whether in the form of bank entrusted loans, trust plans or transfers of beneficial interests in assets, for the purpose of acquiring land use rights or supplementing working capital, or for use, directly or indirectly, to facilitate any illegal margin loans for down payments.

On July 12, 2019, the NDRC issued A Notice on Requirements for Foreign Debt Registration Application by Real Estate Enterprises (關於對房地產企業發行外債申請備案登記有關要求的通知), which imposes more restrictions on real estate enterprises incurring medium to long term foreign debt. Pursuant to the notice, the use of proceeds of foreign debt incurred by a real estate developer shall be limited to refinance medium to long term offshore debts of the real estate developer which will become due within one year, and the real estate developer is required to specify in documents for application of foreign debt registration with NDRC the details of such medium to long term offshore debts, including the amount, the maturity date, and whether such medium to long term offshore debts were registered with NDRC. The notice also requires real estate developer to submit a commitment letter regarding the authenticity of its foreign debt issuance.

### **Leases of Buildings**

Under the Urban Real Estate Law 《中華人民共和國城市房地產管理法》 and the Measures for Administration of Leases of Commodity Properties 《商品房屋租賃管理辦法》, promulgated by the MOHURD on December 1, 2010 and became effective on February 1, 2011, parties to a building lease should enter into a written lease contract and register the lease with the relevant real estate administrative authority. Whenever a lease is signed, amended, extended or terminated, the parties are required to register the details with the relevant real estate administrative authority. Parties that fail to do so, even after being ordered by the relevant authorities, will be subject to a fine.

## Mortgages of Real Estate

The mortgage of real estate is mainly governed by the Property Law 《中華人民共和國物權法》, Security Law of the PRC 《中華人民共和國擔保法》, the Urban Real Estate Law and the Measures for Administration of Mortgages of Urban Real Estate 《城市房地產抵押管理辦法》. According to these laws and regulations, land use rights, the buildings and other attachments on the ground may be mortgaged. To create a mortgage interest, the parties concerned shall conclude a mortgage contract in writing and register the mortgage. The mortgage interest is created as of the date of registration. Where a building is mortgaged, the land use rights within the area occupied by the building shall be mortgaged along with the building. Where the land use rights are mortgaged, the buildings on the land shall be mortgaged along with such rights. However, the newly-built houses on the land that is already mortgaged shall not be included in the mortgaged property. Where it is necessary to auction the mortgaged real estate, the newly-built houses on the land may be auctioned, according to law, together with the mortgaged property, but the mortgagee shall have no right to enjoy the priority of having his claim satisfied by the proceeds from auction of the newly-built houses. Where a piece of property of which a property ownership certificate has been obtained in accordance with the law is mortgaged, the relevant registration authority shall record the additional types of ownership on the original property ownership certificate, which shall subsequently be kept by the mortgagor. A Certificate of Other Rights of Property shall be issued to the mortgagee. Where pre-sale commodity properties or construction in process is mortgaged, the registration authorities shall specify the circumstances on the mortgage contract. Where construction of the mortgaged property is completed during the period of mortgage, the parties concerned shall, following acquirement of a property ownership certificate by the mortgagor, undertake a new mortgage registration.

## Idle Land

The concern of the MLR on handling of idle land began in 1999. On April 26, 1999, the MLR promulgated the Measures on Handling of Idle Land 《閑置土地處置辦法》 which determine the scope and definition of idle land and set out the corresponding punishment measures, including payment of idle land fee and repossession of idle land without compensation, and in most recent years, the MLR, and the State Council have taken further measures to supervise and handle idle land, such as the Notice on Strengthening the Handling of Idle Land 《關於加大閑置土地處置力度的通知》 promulgated on September 8, 2007, the Notice on Promoting Saving and Intensification of Use of Land 《關於促進節約集約用地的通知》 issued on January 3, 2008 and the Notice on Further Strengthening Land Use and Construction Management Control of Real Estate 《關於進一步加強房地產用地和建設管理調控的通知》 jointly promulgated by the MOHURD and the MLR on September 21, 2010, On June 1, 2012, the MLR revised and promulgated the Measures for the Disposal of Idle Land 《閑置土地處置辦法》 which further clarified the scope and definition of idle land, and the corresponding punishment measures compared to the old version. Pursuant to the new Measures for the Disposal of Idle Land, under the following circumstances, a parcel of land shall be defined as “idle land”:

- any State-owned land for construction use, of which the holder of the land use right fails to start the construction and development thereof within one year after the commencement date of the construction and development work as agreed upon and prescribed in the contract for fee-based use of State-owned land for construction use, or the decision on allocation of State-owned land for construction use;
- any State-owned land for construction use of which the construction and development have been started but the area of land that is under construction and development is less than one third of the total area of land that should have been under construction and development or the invested amount is less than 25% of the total investment, and the construction and development of which has been suspended for more than one year;

- if a parcel of land is deemed as idle land by competent department of land and resources, unless otherwise prescribed by the new Measures for the Disposal of Idle Land, the land shall be disposed of in the following ways:
- where the land has remained idle for more than one year, the competent department of land and resources at the municipal or county level shall, with the approval of the people's government at the same level, issue the Decision on Collecting Charges for Idle Land to the holder of the right to use the land and collect the charges for idle land at the rate of 20% of the land assignment or allocation fee; and the said charges for idle land shall not be included in the production cost by the holder of the land use right;
- where the land has remained idle for more than two years, the competent department of land and resources at the municipal or county level shall, with the approval of the people's government having the jurisdiction to approve thereof, issue a Decision on Taking Back the Right to Use the State-owned Land for Construction Use to the holder of the right to use the land and take back the right to use the land without compensation; and if any mortgage is created on the idle land, a copy of the Decision on Taking Back the Right to Use the State-owned Land for Construction Use shall be sent to each mortgagee thereof.

## **Environment**

The laws and regulations governing the environmental protection requirements for real estate development in the PRC mainly include the PRC Environmental Protection Law 《中華人民共和國環境保護法》, the PRC Environmental Impact Assessment Law 《中華人民共和國環境影響評價法》, the PRC Prevention and Control of Noise Pollution Law 《中華人民共和國環境噪聲污染防治法》 and the PRC Administrative Regulations on Environmental Protection for Construction Projects 《建設項目環境保護管理條例》. Pursuant to these laws and regulations, depending on the impact of the project on the environment, an environmental impact report, an environmental impact analysis table or an environmental impact registration form must be submitted by real estate developer before the relevant authorities grant approval for the commencement of the construction of the property development. In addition, upon completion of the property development, the relevant environmental authorities will also inspect the property to ensure compliance with the applicable environmental protection standards and regulations before the property can be delivered to the purchasers.

## **LAWS AND REGULATIONS RELATING TO HOTEL OPERATIONS**

### **Laws Governing Security and Fire Control**

Pursuant to the Provisions on the Administration of Fire Safety of State Organs, Organizations, Enterprises and Institutions 《機關、團體、企業、事業單位消防安全管理規定》 which was promulgated by the Ministry of Public Security of the PRC on November 14, 2001, became effective on May 1, 2002 and revised on May 21, 2009, hotels are classified as key administrative units of fire control safety. In April 1998, the Standing Committee of NPC promulgated the PRC Fire Prevention Law 《中華人民共和國消防法》, which was amended in April 23, 2019. The PRC Fire Prevention Law 《中華人民共和國消防法》 requires that public gathering places, including hotels, shall pass a fire prevention safety inspection by the local public security fire-fighting department prior to the commencement of business.



## Consumer Protection

In October 1993, China adopted the Law on the Protection of the Rights and Interests of Consumers 《中華人民共和國消費者權益保護法》 (the “Consumer Protection Law”) which was revised on October 25, 2013. Under the Consumer Protection Law, a business operator providing a commodity or service to a consumer is subject to a number of requirements, including the following:

- ensuring that commodities and services meet with certain safety requirements;
- disclosing serious defects of a commodity or a service and adopting preventive measures against damage occurrence;
- providing consumers with accurate information and refraining from conducting false advertising;
- not setting unreasonable or unfair terms for consumers or alleviating or releasing itself from civil liability for harming the legal rights and interests of consumers by means of standard contracts, circulars, announcements, shop notices or other means; and
- not insulting or slandering consumers or conducting searches on consumers or articles carried by consumers or infringing upon the personal freedom of a consumer.

Business operators may be subject to civil liabilities for failing to fulfill the obligations discussed above. These liabilities include restoring the consumer’s reputation, eliminating the adverse effects suffered by the consumer, and offering an apology and compensation for any loss incurred. The following penalties may also be imposed upon business operators for the breach of these obligations: issuance of a warning, confiscation of any illegal income, imposition of a fine, an order to cease business operations, revocation of business license or imposition of criminal liabilities under circumstances that are specified in laws and statutory regulations.

## REAL ESTATE MANAGEMENT

According to the Regulation on Property Management 《物業管理條例》, enacted by the State Council on June 8, 2003 and enforced on September 1, 2003, as amended on March 19, 2018 and February 6, 2016 and effective on the same day, the state implements a qualification scheme system in monitoring the property management enterprises. According to the Decision of the State Council on Canceling the Third Batch of Administrative Licensing Items Designated by the Central Government for Implementation by Local Governments (國務院關於第三批取消中央指定地方實施行政許可事項的決定) (GF [2017] No. 7) issued by the State Council on January 12, 2017 and came into effect on the same day, the qualifications for province and city level property management companies with second or below classifications were canceled.

According to the Decision of the State Council on Canceling a Group of Administrative Licensing Items (國務院關於取消一批行政許可事項的決定) (GF [2017] No. 46) issued by the State Council on September 22, 2017 which came into effect on the same day, qualification accreditation for property management enterprises of Level One was canceled.

According to the Notice of the General Office of Ministry of Housing and Urban-Rural Development on Effectively Implementing the Work of Canceling the Qualification Accreditation for Property Management Enterprises (住房城鄉建設部辦公廳關於做好取消物業服務企業資質核定相關工作的通知) (Jianbanfang [2017] No. 75) issued by the General Office of Ministry of Housing and Urban Rural Development on December 15, 2017 and came into effect on the same day, pursuant to which the

application, change, renewal or re-application of the qualifications of property management enterprises shall not be accepted, and the qualifications obtained will no longer be required for property management enterprises to undertake new property management projects.

On March 19, 2018, the State Council issued Decision of the State Council to Amend and Repeal Certain Administrative Regulations (2018) (國務院關於修改和廢止部分行政法規的決定(2018)) (Order of the State Council No. 698), according to which the Regulations on Property Management (物業管理條例) was amended. The Regulations on Property Management (2018 revision) (物業管理條例(2018年修正)) has removed all the qualification requirements for the property management enterprises.

## **NEW RULES OF FOREIGN INVESTMENT IN THE REAL ESTATE MARKET IN THE PRC**

On July 11, 2006, the Ministry of Construction, MOFCOM, NDRC, PBOC, SAIC and SAFE jointly promulgated the Regulation on the Access to and Administration of Foreign Investment in the Real Estate Market 《關於規範房地產市場外資准入和管理的意見》 (the “171 Opinion”), which was amended by Circular of the Ministry of Housing and Urban-rural Development and Other Authorities on Adjusting Policies on the Market Access and Administration of Foreign Investment in the Real Estate Market, effective on August 19, 2015. Under the 171 Opinion, a foreign investor investing in real estate in the PRC must establish an FIREE and if its total investment amount is over US\$10 million, the registered capital of the FIREE has to be at least 50% of the total investment amount. A real estate FIREE is not allowed to obtain loans (domestic or overseas) unless its registered capital has been fully paid off, the land use rights certificate has been obtained or at least 35% of the total project investment has been injected as the initial capital funding of the project. The 171 Opinion also contains restrictions on the purchase of properties located in the PRC by foreign individuals and entities. It provides that branches and representative offices (except for those that are approved to conduct real estate business) of foreign institutions in the PRC and foreign individuals who work or study in the PRC for more than one year may purchase commercial housing to satisfy their personal or institutional needs but not for any other purpose. Foreign institutions with no branches or representative offices in the PRC or foreign individuals who work or study in the PRC for less than one year are prohibited from buying any commercial housing in the PRC. Residents of Hong Kong, Macau and Taiwan and overseas Chinese are not subject to the one-year residency requirement and may purchase commercial housing within a limited GFA in the PRC for their own residential use.

On May 23, 2007, MOFCOM and SAFE jointly promulgated the Notice on Further Reinforcing and Regulating the Approval and Supervision on Foreign Direct Investment in the Real Estate Industry 《關於進一步加強、規範外商直接投資房地產業審批和監管的通知》，which was amended and took effect on October 28, 2015. The notice provides stricter controlling measures as follows:

- foreign investment in the real estate market in the PRC relating to high-end properties is to be strictly controlled;
- prior to obtaining approval for the establishment of an FIREE, either (i) both the land use rights certificates and property ownership certificates must have been obtained, or (ii) contracts for obtaining land use rights or property ownership must have been entered into. If the above requirements have not been satisfied, the approval authority will not approve the application;
- a foreign-invested enterprise needs to obtain approval before expanding its business scope into the real estate sector and an FIREE which has been established for real estate development purposes needs to obtain approvals to engage a new real estate development project;



- acquisition or investment in domestic real estate enterprises by means of round trip investment (including by the same actual controlling person) is to be strictly regulated. Overseas investors shall not circumvent the necessity of securing approvals for foreign investment in real estate by way of changing the actual controlling person of a domestic real estate enterprise. If the foreign exchange authority finds that the FIREE has been established by providing false representation, action will be taken against the enterprise for its evasion of foreign exchange;
- investors of an FIREE are prohibited from engaging in a fixed return agreement or any agreements of a similar nature; and
- the local SAFE administrative authority and designated foreign exchange banks may not perform the foreign exchange purchase and settlement process for any FIREE which fails to satisfy the filing requirement of MOFCOM.

On June 18, 2008, MOFCOM promulgated the Notice on Better Implementation of the Filing of Foreign Investment in the Real Estate Industry 《關於做好外商投資房地產業備案工作的通知》, under which MOFCOM authorizes the provincial departments in charge of commerce to verify record-filing materials of FIREEs. After local commercial departments approving matters relating to foreign real estate investments (including establishment of an enterprise, increase of capital, issuance of new shares, equity transfer, merger and acquisition, and other relevant matters), local departments should submit the materials to the relevant provincial commercial departments for verification. After the verification, the provincial departments will file the record filing form of FIREE with MOFCOM.

On November 22, 2010, the General Office of MOFCOM promulgated the Notice on Reinforcing the Approval and Filing Management of the FIREEs 《關於加強外商投資房地產業審批備案管理的通知》. The notice provides, among other things, that:

- FIREEs are prohibited from making profit gains by purchasing completed and non-completed real estate properties in China and subsequently selling these properties;
- local MOFCOM shall approve the establishment of foreign-invested investment enterprises (外商投資的投資性公司) in China strictly in accordance with the relevant PRC laws and regulations, and shall not approve the establishment of foreign-invested investment enterprises (外商投資的投資性公司) engaging in real estate business; and
- local MOFCOM shall inspect real estate enterprises in China that are involved in round-trip investments and strictly control the establishment of these enterprises.

On June 24, 2014, MOFCOM and SAFE jointly issued the Circular of MOFCOM and SAFE on Improving the Record-filing for Foreign Investment in Real Estate 《商務部外匯局關於改進外商投資房地產業備案工作的通知》, which came into effect on August 1, 2014, to enhance the government control of record-filing in China's real estate industry.

On November 6, 2015, MOFCOM and SAFE jointly issued the Circular of the Ministry of Commerce and the State Administration of Foreign Exchange on Further Improving the Filing of Foreign Investments in Real Estate 《商務部、外匯局關於進一步改進外商投資房地產業備案工作的通知》, which was effective on the same day, to further simplify the administrative procedures for foreign-invested real estate enterprises and cancel the record-filing publication procedure on the MOFCOM website.

On October 8, 2016, the MOFCOM issued the Interim Measures for Record-filing Administration for the Incorporation and Alteration of Foreign-invested Enterprises 《外商投資企業設立及變更備案管理暫行辦法》 (“Circular 3”) (revised on July 30, 2017 and June 30, 2018) which took effect on the same day. According to the Circular 3, if the incorporation and change of a foreign-invested enterprise does not involve special access administrative measures prescribed by relevant PRC authorities, the examination and approval of such foreign-invested enterprise is changed to the record-filing administration. On December 30, 2019, the MOFCOM and the State Administration of Market Regulation issued the Measures for the Reporting of Foreign Investment Information 《外商投資信息報告辦法》, which came into effect on January 1, 2020 and replaced the Circular 6 (the Interim Administrative Measures for the Record-filing of the Incorporation and Change of Foreign-invested Enterprises 《外商投資企業設立及變更備案管理暫行辦法》 promulgated by the MOFCOM on June 29, 2018). Since January 1, 2020, for foreign investors carrying out investment activities directly or indirectly in China, the foreign investors or foreign-invested enterprises shall submit investment information to the commerce authorities pursuant to these measures.

## **FOREIGN EXCHANGE CONTROL**

On January 29, 1996, the State Council promulgated the PRC Regulations on the Control of Foreign Exchange 《中華人民共和國外匯管理條例》 which became effective on April 1, 1996 and was amended on January 14, 1997 and August 5, 2008. This regulation classifies all international payments and transfers into current account items and capital account items. Current account items are no longer subject to SAFE approval, but the conversion of Renminbi into other currencies and remittance of the converted foreign currency outside the PRC for the purpose of capital account items, such as direct equity investments, loans and repatriation of investment, require prior approval from SAFE or its local counterparts. Payments for transactions that take place within the PRC must be made in Renminbi. Unless otherwise approved, PRC companies must repatriate foreign currency payments received from abroad.

On June 20, 1996, the PBOC promulgated the Regulations on Administration of Settlement, Sale and Payment of Foreign Exchange 《結匯、售匯及付匯管理規定》 which became effective on July 1, 1996. These regulations superseded the relevant provisional regulations and repealed the remaining restrictions on convertibility of foreign exchange in respect of current account items while retaining the existing restrictions on foreign exchange transactions in respect of capital account items. Foreign-invested enterprises may retain foreign exchange in current accounts with designated foreign exchange banks subject to a cap set by SAFE or its local counterparts.

In July 2014, SAFE issued the Circular 37 and its implementation guidelines, which abolishes and supersedes the Circular 75 and its related implementation rules and guidelines. Pursuant to the Circular 37 and its implementation guidelines, PRC residents (including PRC institutions and individuals) must register with local branches of SAFE in connection with their direct or indirect offshore investment in an overseas SPV directly established or indirectly controlled by PRC residents for the purposes of offshore investment and financing with their legally owned assets or interests in domestic enterprises, or their legally owned offshore assets or interests. Such PRC residents are also required to amend their registrations with SAFE when there is a significant change to the SPV, such as changes of the PRC individual resident's increase or decrease of its capital contribution in the SPV, or any share transfer or exchange, merger, division of the SPV. Failure to comply with the registration procedures set forth in the Circular 37 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including the payment of dividends and other distributions to its offshore parent or affiliate, the capital inflow from the offshore entities and settlement of foreign exchange capital, and may also subject relevant onshore company or PRC residents to penalties under PRC foreign exchange administration regulations.

On August 5, 2008, the State Council further amended the PRC Regulations on the Control of Foreign Exchange 《中華人民共和國外匯管理條例》, under which several provisions have been revised, including:

- removing the compulsory requirement to repatriate foreign currency payments received from abroad by permitting the foreign currency payments to be repatriated back or deposited abroad in accordance with the required conditions and periods;
- removing the compulsory requirement to convert the foreign currency proceeds in the current account into RMB by permitting those proceeds in the current account to be reserved or sold to financial institutions in accordance with the rules;
- allowing domestic institutions and individuals to invest abroad directly or indirectly, subject to the foreign exchange registration and approval or filing as provided by other laws and regulations; and
- adopting the market-determined and managed floating RMB exchange rates system.

Pursuant to the Circular of the State Administration of Foreign Exchange on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises 《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》 promulgated by SAFE on March 30, 2015, which became effective on June 1, 2015 and the Circular of the State Administration of Foreign Exchange on Reforming and Regulating the Management Policies Regarding the Settlement under Capital Account 《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》 which was promulgated and became effective on June 9, 2016, the foreign exchange capital of foreign-invested enterprises shall be subject to the discretionary foreign exchange settlement, which refers to that the foreign exchange capital in the capital account of foreign-invested enterprises for which the confirmation of rights and interests of monetary contribution by the local foreign exchange bureau (or the book-entry registration of monetary contribution by the banks) has been handled can be settled at the banks based on the actual operation needs of the enterprises. The proportion of discretionary settlement of foreign exchange capital of foreign-invested enterprises is temporarily determined as 100%. SAFE can adjust the aforementioned proportion in due time based on the situation of international balance of payments. In addition, the circulars facilitate foreign-invested enterprises in carrying out, among others, domestic equity investment with the capital obtained from foreign exchange settlement. The use of capital by foreign-invested enterprises shall follow the principles of authenticity and self-use, be within the business scope of the enterprises, and shall not be for the following purposes: i) payments beyond the scope of business of the enterprises or prohibited by laws and regulations, ii) investments in bonds or other types of investments (principal-guaranteed bank products excluded), iii) loans to non-related enterprises unless explicitly permitted by the scope of business and iv) payments related to construction or purchase of real estate properties not for self-use (real estate enterprises excluded).

## **REGULATIONS RELATING TO EMPLOYEE STOCK OPTIONS**

Pursuant to the Implementation Rules of the Administrative Measures for Individual Foreign Exchange 《個人外匯管理辦法實施細則》 promulgated by SAFE on January 5, 2007 and became effective on February 1, 2007, which was amended on May 29, 2016, and the Notice on Certain Issues of Foreign Exchange Administration regarding PRC Individuals' Participation in Employee Share Incentive Plans and Employee Stock Option Plans of Overseas Listed Companies 《關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》 promulgated by SAFE on February 15, 2012 and came into force on the same day, PRC citizens who are granted shares or share option by an overseas listed company under its employee share option or share incentive plan are required, through the PRC

subsidiary of such overseas listed company which the employee is belonging to, to mandate uniformly one qualified PRC agency to register with SAFE and complete certain other procedures relating to the share option or other share incentive plan.

## **ADMINISTRATIVE RULES ON STABILIZING PRICES OF REAL ESTATE MARKET**

To stabilize Housing Prices and promote stable development of real estate market, the Chinese government has promulgated comprehensive regulatory and control policies from various aspects, including land supply, tax policies, setting entry thresholds for foreign investors, commercial facility policies and credit supports.

On January 7, 2010, the General Office of the State Council issued the Notice on Promoting the Stable and Healthy Development of the Real Estate Market 《關於促進房地產市場平穩健康發展的通知》 to further regulate the real estate market. The notice provides for 11 measures addressing the following objectives:

- effectively increasing the supply of social welfare housing and ordinary residential commodity properties;
- directing consumers to make reasonable purchases of residential properties and discouraging investment and speculation in the housing market;
- strengthening credit risk management for real estate projects and market supervision;
- speeding up the construction of social welfare housing projects; and
- setting or clarifying the responsibilities of provincial and local governments.

On April 17, 2010, the State Council also issued the Notice on Strict Control of the Escalation of Property Prices in Certain Cities 《關於堅決遏制部分城市房價過快上漲的通知》, which further increased the minimum down payment in respect of mortgage loans on purchases of a second residential properties by individuals to 50% of the purchase price and provides that the applicable mortgage rate must be at least 1.1 times that of the corresponding benchmark interest rate over the same corresponding period published by the PBOC. The minimum down payment in respect of mortgage loans on purchases of a third or a further residential property by individuals may be substantially increased at the commercial bank's discretion and based on its risk control policies. The notice also specifies that the down payment for first self-used residential properties with a GFA of more than 90 sq.m. must be at least 30% of the purchase price. In addition, in those areas where property prices have escalated and property supply is tight, commercial banks may, depending on the level of risk, suspend granting mortgage loans to buyers purchasing a third or a further residential property or to those non-local residents who fail to provide certificates evidencing their payment for over one year of local tax or social insurance.

Pursuant to the Notice on Further Standardizations of the Administration of Housing Purchase by Offshore Institutions and Individuals 《關於進一步規範境外機構和個人購房管理的通知》 promulgated by the MOHURD and SAFE on November 4, 2010, an offshore individual is only permitted to purchase a house for self-use in the PRC and an offshore institution which has branches or representative offices in the PRC is only permitted to purchase non-residential houses for office use in the cities where they are registered.

On September 29, 2010, the MOF, the MOHURD and the SAT promulgated the Notice on the Adjustment of the Deed Tax and Personal Income Tax Preferential Policies in Real Estate Transactions 《關於調整房地產交易環節契稅個人所得稅優惠政策的通知》, which provides that, effective from October 1, 2010, deed tax rate is reduced to 1% for a first time individual buyer who purchases an ordinary residential property with a GFA less than 90 sq.m. as the family's sole property.

On January 26, 2011, the General Office of the State Council issued the Notice on Further Adjustment and Control of Real Estate Market 《國務院辦公廳關於進一步做好房地產市場調控工作有關問題的通知》, which provides, among other things, that:

- each municipal government shall issue its annual housing price control target in respect of newly constructed residential properties in the first quarter of 2011 after taking into account the local economic development, the increase rate of per capita disposal income and the capability to pay for residential properties;
- the management of social security housing and the increase of the supply of public leasing residential properties are reinforced;
- the supervision and inspection of LAT collection in respect of property development projects where the prices of properties developed are higher than properties in the vicinity are strengthened;
- real estate development enterprises are encouraged to build a certain proportion of public leasing residential properties together with the development of ordinary residential properties, and hold, operate or sell these public leasing residential properties to the PRC Government;
- second residential property purchasers are required to pay a down payment of no less than 60% of the purchase price for these second residential properties and the applicable mortgage rate must be at least 1.1 times that of the corresponding benchmark interest rate;
- any transfer of residential properties by individuals within five years of purchase shall be subject to a business tax calculated based on the entire sale proceeds from such transfer;
- entities and persons participating in the bidding of land shall state the source of capital and provide the relevant evidence;
- land use rights granted over a parcel of land where a construction work commencement permit has not been obtained within two years shall be revoked and a fine will be imposed on the land which has been idle for more than one year;
- no land or any development project on the land shall be transferred in any way whatsoever if the total project development investment is less than 25%;
- each local authority shall increase the supply of land and ensure that at least 70% of the total developed area of residential projects must be used for developing social security housing, residential properties built as part of shanty town redevelopment and small- to medium-sized residential properties;

- each municipality, provincial capital and cities with soaring housing prices shall implement and enforce measures restricting the purchase of residential properties. In principle:
  - (i) families having local household registration and owning one residential property or families not having local household registration but are able to provide evidence of tax payment or social insurance payment within a certain period are allowed to purchase one additional residential property (including newly constructed residential commodity properties and second-hand residential properties); and
  - (ii) real estate development enterprises shall suspend any sale of their properties to families having local household registration and owning two or more residential properties, or families owning one or more residential property but not having local household registration and are not able to provide certain proof of local tax payment or social insurance payment, and
- if:
  - (iii) a local authority fails to issue its annual housing price control target in respect of newly constructed residential properties on a timely basis; or
  - (iv) a local authority fails to comply with the obligation in achieving the target of social security housing; or
  - (v) the housing prices of newly constructed residential properties exceed the relevant annual price control target of these properties, the relevant local authority shall report to the State Council and the responsible persons of such local authority may be held accountable by the Ministry of Supervision, the Ministry of Construction and other departments in accordance with the relevant PRC laws and regulations.

On February 20, 2013, the executive meeting of the State Council chaired by Former Premier Wen Jiabao issued a document emphasizing the strict implementation of tightening measures for the real estate market. The measures include completing a government responsibility system for stabilizing housing prices; restraining purchases of residential housing for investment and speculation purposes; expanding the supply of both ordinary commodity housing and land; accelerating construction of affordable housing projects; and strengthening market supervision and regulation.

On February 26, 2013, General Office of the State Council issued the Notice on Continuing Adjustment and Control of Property Markets 《關於繼續做好房地產市場調控工作的通知》 which requires, among other restrictive measures:

- (i) Improving the government responsibility system for stabilizing housing prices. Municipalities directly under the central government, cities listed on state plans and provincial capitals (excluding Lhasa) must set an annual objective for controlling housing prices and publish annual new commodity housing price control target in the first quarter of the year;
- (ii) Firmly restraining purchases of residential housing for investment and speculation purposes. Municipalities directly under the central government, cities listed on state plans and provincial capitals which have implemented restrictions on the real estate market are required to cover all administrative areas of the cities as restricted areas, and restricted housing shall include new commodity housing and second-hand housing. Non-local residents who possess one or more residential properties and fail to provide one-year or longer tax payment certificates or social insurance payment certificates are to be barred from purchasing any residential properties located in the administrative areas. For cities where housing prices are



increasing at an excessively high rate, local branches of the PBOC may further raise the down-payment rate and mortgage interest rate for the purchase of a second residential property. In addition, a 20% individual income tax on property sale profits will be strictly enforced;

- (iii) Expanding ordinary commodity housing units and increasing the supply of land. The overall housing land supply in 2013 shall not be lower than the average actual land supply in the past five years. Financial institutions, subject to credit requirements, are to prioritize requests for loans for ordinary commodity housing construction projects in which medium and small housing units constitute 70% or more of the total units in such construction projects.

On March 30, 2015, the MOF and the SAT issued the Notice on Adjusting the Business Tax Policy on Transfers of Residential Properties by Individuals 《關於調整個人住房轉讓營業稅政策的通知》 to discourage speculative activities in the secondary real estate market and control soaring housing prices. For example, effective from March 31, 2015:

- transfers of residential properties by individuals who have held them for less than two years are subject to business tax calculated on a gross basis;
- transfers of non-residential properties by individuals who have held them for two years or more are subject to business tax calculated on a net basis; and
- transfers of residential properties by individuals who have held them for two years or more are exempted from business tax.

On October 10, 2016, the MOHURD issued the Circular on Further Regulating Operations of Real Estate Developers to Safeguard the Real Estate Market Order 《關於進一步規範房地產開發企業經營行為維護房地產市場秩序的通知》 (“Circular 223”), which requires that improper operations of real estate developers shall be investigated and punished according to law. The improper operations include releasing or spreading false housing information and advertisements, maliciously pushing higher and artificially inflating housing prices by fabricating or spreading information on rising property price and other operations. For real estate developers which commit any of those operations, competent real estate authorities at all levels shall intensify their law enforcement and handle relevant cases severely according to law. If the improper operations fall within the jurisdiction of other department authorities, the cases shall be handed over to relevant department authorities for further handling. In particular, any cases involving entities or individuals accused of committing a related crime shall be transferred to judicial authorities to pursue criminal liability according to law. The Circular 223 requires competent real estate authorities, considering the seriousness of the case, to take any of the five measures in the Circular 223 against those real estate developers concerned, which include placing the enterprises on the list of real estate developers with serious violations and dishonest acts.

From September 30, 2016 to date, many cities have issued new real estate market control policies, among others, including restoring the restriction on purchases of residential properties and tightening credit policy. For example, on September 30, 2016, General Office of the People’s Government of Beijing Municipality promulgated the Measures on Accelerating the Stable and Smooth Development of Real Estate Market 《關於促進本市房地產市場平穩健康發展的若干措施》 which was formulated by Beijing Urban and Rural Construction Committee and other authorities. On the same day, General Office of the People’s Government of Tianjin Municipality promulgated the Implementation Opinion on Accelerating the Stable and Smooth Development of Real Estate Market 《關於進一步促進我市房地產市場平穩健康發展的實施意見》. On October 3, 2016, Suzhou People’s Government issued the Circular of the Opinion on Further Strengthening the Administration and Control of the Urban Real Estate Market 《關於進一步加強全市房地產市場調控的意見的通知》.



On May 19, 2018, the Ministry of Housing and Urban-rural Development issued the Circular of the Ministry of Housing and Urban-rural Development on Further Maintaining Effective Regulation of the Real Estate Market 《關於進一步做好房地產市場調控工作有關問題的通知》 which came into effect on the same day. According to this circular, it is required to strengthen the scale management of individual housing loans, implement differentiated housing credit policies, strengthen the review of borrowers' loan repayment capacity, and strictly manage and control misappropriating such funds as the consumer loans and operating loans to leverage house purchases; meanwhile, the rule that enterprises must acquire land with their self-owned funds shall be fully implemented, and the source of funds used to acquire residential land shall be examined more strictly, so as to strictly control the behavior of leveraging land acquisition.

## **PROPERTY RIGHTS**

Pursuant to the Property Law 《中華人民共和國物權法》 promulgated by the NPC on March 16, 2007 and became effective on October 1, 2007, the property rights of the State and collectives, individuals or other right holders shall be under the protection of law, and no entity or individual may infringe such rights.

The varieties and contents of property rights shall be stipulated by law, and the creation, change, transfer or elimination of the property rights of property shall be registered according to law. Except otherwise prescribed by law, the creation, change, transfer or elimination of the property rights of property shall become effective only after it is registered according to law.

## **REAL ESTATE REGISTRATION**

According to the Circular on Interim Regulations on 《不動產登記暫行條例》, which was promulgated by the State Council on November 24, 2014, and amended on July 24, 2019, a uniform registration system over real estate is implemented. Relevant department of land and resources of the State Council shall, in cooperation with other related departments, establish a uniform database for real estate registration and its information management. On January 1, 2016, in order to regulate the real estate registration, refine the uniform registration system, offer convenience for the public in registration and protect the legal rights and benefits of right holders, according to the Interim Regulations on Real Estate Registration, the MNR issued the Implementing Rules of the Interim Regulations on Real Estate Registration 《不動產登記暫行條例實施細則》 which became effective on the same day and amended by the Decision of the Ministry of Natural Resources on the First Batch of Departmental Rules Abolished and Amended on July 24, 2019.

## **PRC TAXATION**

### **Our Operations in the PRC**

As our business operations are in the PRC and we carry out these business operations through our operating subsidiaries organized under PRC law, our PRC operations and our operating subsidiaries in the PRC are subject to PRC tax laws and regulations.

#### ***Corporate Income Tax***

Under the EIT Law effective on January 1, 2008 and amended on February 24, 2017 and December 29, 2018, domestic enterprises and foreign invested enterprises are subject to the same corporate income tax law and the same corporate income tax rate of 25%. Pre-tax deduction methods and criteria for domestic and foreign invested enterprises have been made uniform and standardized.

Under the EIT Law, enterprises are classified as either “resident enterprises” or “non-resident enterprises.” Pursuant to the EIT Law and the EIT Rules, in addition to enterprises established within the PRC, enterprises established outside China whose “de facto management bodies” are located in China are considered “resident enterprises” and subject to the uniform 25% enterprise income tax rate on their global taxable income. According to the EIT Rules, “de facto management body” refers to a managing body that exercises, in substance, overall management and control over the production and business, personnel, accounting and assets of an enterprise. It is not clear whether we would be deemed as “resident enterprises” or not. In addition, dividends from PRC subsidiaries to their shareholders that are treated as resident enterprises are exempted from withholding tax.

Under the EIT Law and EIT Rules issued by the State Council, a PRC withholding tax at the rate of 10% is applicable to dividends or interest payable to investors that are “non-resident enterprises” (and that do not have an establishment or place of business in the PRC, or that have such establishment or place of business but the relevant income is not effectively connected with such establishment or place of business) to the extent such dividends or interest have their source within the PRC unless there is an applicable tax treaty between the PRC and the jurisdiction in which an overseas holder resides which reduces or exempts the relevant tax. Any gain realized on the transfer of shares or debt instruments by such investors is subject to 10% PRC income tax if such gain is regarded as income derived from sources within the PRC.

Pursuant to the Arrangement between the PRC and Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income 《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》 signed on August 21, 2006 and entered into force on August 21, 2006, when an enterprise in the PRC distributes dividends to Hong Kong residents who are eligible for receiving such dividends, the Hong Kong residents, if holding more than 25% equity interest in such enterprise, are generally subject to a 5% taxation of the total dividends received. According to the Announcement of the State Administration of Taxation on Issues Relating to “Beneficial Owner” in Tax Treaties (國家稅務總局關於稅收協議中「受益所有人」有關問題的公告) (State Administration of Taxation Announcement [2018] No. 9), which was issued by State Administration of Taxation on February 3, 2018 and came into effect on April 1, 2018, a beneficial ownership analysis will be used based on a substance-over form principle to determine whether or not to grant tax treaty benefits.

On February 20, 2009, the SAT issued the Notice on Issues Regarding the Implementation of Dividend Provisions in Tax Treaties 《國家稅務總局關於執行稅收協定股息條款有關問題的通知》, which, among other things, (i) requires the non-resident taxpayer or the withholding agent to provide a host of documentary evidence to prove that the recipient of the dividends meets the relevant requirements for enjoying a lower withholding tax rate under a tax treaty and (ii) empowers the tax authorities with the discretion to adjust the preferential tax rate for which an offshore entity would otherwise be eligible if the main purpose of an offshore arrangement is to obtain a preferential tax treatment.

According to the Announcement of the SAT on Promulgating the Administrative Measures for Tax Convention Treatment for Non-resident Taxpayers 《非居民納稅人享受稅收協定待遇管理辦法》 promulgated by SAT on August 27, 2015, any non-resident taxpayer meeting conditions for enjoying convention treatment (i.e. deduction of or exemption from enterprise income tax or individual income tax obligations) under the Tax Conventions or International Transportation Conventions may be entitled to the convention treatment itself/himself when filing a tax return or making a withholding declaration through a withholding agent, and subject to the subsequent administration by the tax authorities.

Under this notice, tax prepayments in respect of income generated from pre-sale before completion of the construction of the buildings for residential, commercial use or other uses shall be paid upon the calculation of the estimated quarterly or monthly profit according to the preset estimated profit rate, which shall be readjusted according to the actual profit after the completion of the construction of the buildings and settlement of the taxable cost.

On March 6, 2009, the SAT promulgated the Measures for the Treatment of Enterprise Income Tax on Real Estate Development and Operation Businesses 《房地產開發經營業務企業所得稅處理辦法》, which regulates the revenue, cost of sales, fees deduction, accounting of costs and tax treatment of specific matters of enterprises engaging in the real estate business in the PRC in relation to the imposition of corporate income tax.

### ***Deed tax***

Under the PRC Provisional Regulations on Deed Tax 《中華人民共和國契稅暫行條例》 promulgated by the State Council on July 7, 1997 and amended by the Decision of the State Council on Revising Certain Administrative Regulations on March 2, 2019, a deed tax is chargeable to transferees of land use rights and/or property ownership within the territory of China. The deed tax rate is between 3% and 5% subject to determination by local governments at the provincial level in light of local conditions.

### ***Business tax***

According to the Circular on Comprehensively Promoting the Pilot Program of the Collection of Value-added Tax in Lieu of Business Tax (關於全面推開營業稅改徵增值稅試點的通知) (revised on July 1, 2017) which was promulgated by SAT and MOF, the pilot program of the collection of value-added tax in lieu of business tax shall be promoted nationwide in a comprehensive manner as of May 1, 2016. All taxpayers of business tax engaged in the building industry, the real estate industry, the financial industry and the life service industry shall be included in the scope of the pilot program with regard to payment of value-added tax instead of business tax. Entities and individuals engaged in sales of real property within the territory of the PRC are value-added taxpayers, and shall pay value-added tax rather than business tax according to these measures.

### ***Land Appreciation Tax***

Under the Provisional Regulations of the PRC on Land Appreciation Tax 《中華人民共和國土地增值稅暫行條例》 promulgated by the State Council on December 13, 1993, which became effective on January 1, 1994 and was revised on January 8, 2011, and its implementing rules which were promulgated by the MOF on January 27, 1995, the LAT applies to both domestic and foreign investors in real estate in China, irrespective of whether they are corporate entities or individuals. The tax is payable by a taxpayer on the appreciation value derived from the transfer of land use rights, buildings or other facilities on such land, after deducting certain “deductible items” that include the following:

- payment made to acquire land use rights;
- costs and charges incurred in connection with land development;
- construction costs and charges in the case of newly constructed buildings and facilities;
- assessed value in the case of old buildings and facilities;
- taxes paid or payable in connection with the transfer of land use rights, buildings or other facilities on such land; and

- other items allowed by the MOF.

The tax rate is progressive and ranges from 30% to 60% of the appreciation value net of the “deductible items”.

On December 28, 2006, the SAT promulgated the Notice on the Settlement Management of Land Appreciation Tax on Real Estate Enterprises 《關於房地產開發企業土地增值稅清算管理有關問題的通知》, effective on February 1, 2007 and revised on June 15, 2018. According to the notice, the LAT assessment amount shall be derived from the entire value of the real estate development project if the project was approved by the relevant authority as a unit; and for a project developed in stages, the LAT assessment amount shall be derived from the value of each individual stage of the project.

A taxpayer should pay the LAT if one of the following circumstances occurs:

- a construction project has been completed and its commodity houses have been sold;
- an uncompleted real estate development project is transferred; or
- a direct transfer of a land use right.

The tax authority may require the taxpayer to pay the LAT in one of the following circumstances:

- the GFA of the real estate sold is in excess of 85% of the saleable GFA of the entire project or, if the proportion is less than 85%, the residual saleable GFA has been leased out or is held for self-use;
- the pre-sale permit has been held for three years, but not all of the commodity houses of the project have been sold;
- the taxpayer applies for cancellation of tax registration but has yet to carry out the procedures for the LAT settlement; or
- other circumstances provided by tax authorities at the provincial level.

On May 12, 2009, the SAT issued the Regulations of Land Appreciation Tax Settlement Administration 《土地增值稅清算管理規程》, effective on June 1, 2009 with the aim of strengthening the imposition of the LAT by specifically regulating the acceptance, review of LAT settlement and tax imposition procedures.

On May 19, 2010, the SAT promulgated the Notice on Issues Regarding Land Appreciation Tax Settlement 《關於土地增值稅清算有關問題的通知》, which provides further clarifications and guidelines on LAT Settlement, income recognition, deductible expenses and other related issues.

On May 25, 2010, the SAT promulgated the Notice on Strengthening the Levy and Administration of Land Appreciation Tax 《關於加強土地增值稅徵管工作的通知》 to impose further requirements on the collection of LAT. The notice provides that, except for social security housing, the minimum LAT prepayment rate shall be no less than 2% for properties in Eastern China, no less than 1.5% for properties in Central and Northeastern China and no less than 1% for properties in Western China. The LAT prepayment rate shall be determined by the local authorities based on different property types in the locality.

On June 20, 2013, the SAT issued the Notice on Further Improving the Collection and Administration of Value-Added Tax on Land 《關於進一步做好土地增值稅徵管工作的通知》. According to the notice, the SAT will standardize collection and administration of Value-added Tax on

Land and further strengthen the administration over the Value-added Tax on Land inquisition in the areas including examination of deductible items, reduction in the assessment and collection items and other aspects.

### ***Urban Land Use Tax***

Pursuant to the Provisional Regulations of the PRC on Urban Land Use Tax 《中華人民共和國城鎮土地使用稅暫行條例》 promulgated by the State Council in September 1988, urban land use tax is levied according to the area of the urban land plot and the annual tax rate on urban land was set at between RMB0.2 and RMB10 per sq.m. The Provisional Regulations of the PRC on Urban Land Use Tax were amended by the State Council on December 31, 2006, January 8, 2011, and December 7, 2013. As of January 1, 2007, on the basis of the amended regulations, the urban land use tax is charged at a rate three times higher than the previous rate and foreign-invested enterprises are no longer exempt.

### ***Property Tax***

Under the Provisional Regulations of the PRC on Property Tax 《中華人民共和國房產稅暫行條例》 promulgated by the State Council on September 15, 1986 and amended on January 8, 2011, property tax applicable to domestic enterprises is 1.2% if it is calculated on the basis of the residual value of a property and 12% if it is calculated on the basis of the rental income of the property.

### ***Stamp Duty***

Under the Provisional Regulations of the PRC on Stamp Duty 《中華人民共和國印花稅暫行條例》 promulgated by the State Council on August 6, 1988 and amended on January 8, 2011 applying to building property transfer instruments, including property ownership transfer instruments, the duty rate is 0.05% of the amount stated therein. For permits and certificates relating to rights, including property ownership certificates and land use rights certificates, stamp duty is levied on an item-by-item basis at a rate of RMB5 per item.

### ***Municipal Maintenance Tax and Education Surcharge***

Under the Provisional Regulations of the PRC on Municipal Maintenance Tax 《中華人民共和國城市維護建設稅暫行條例》 promulgated by the State Council in 1985, and revised on January 8, 2011 any taxpayer, whether an individual or otherwise, that is required to pay consumption tax, value-added tax or business tax is also required to pay municipal maintenance tax. The tax rate is 7% for a taxpayer whose domicile is in an urban area, 5% for a taxpayer whose domicile is in a county or a town, and 1% otherwise.

Under the Interim Provisions on Imposition of Education Surcharge 《徵收教育費附加的暫行規定》 promulgated by the State Council in April 1986 and revised on June 7, 1990, August 20, 2005 and January 8, 2011, respectively, any taxpayer, whether an individual or otherwise, that is required to pay value-added tax, business tax or consumption tax is also required to pay an education surcharge, unless such taxpayer is required to pay a rural area education surcharge.

On October 18, 2010, the State Council issued the Notice on Unification of the Application of Municipal Maintenance Tax and Education Surcharge by Domestic and Foreign Enterprises and Individuals 《國務院關於統一內外資企業和個人城市維護建設稅和教育費附加制度的通知》. According to the notice, starting from December 1, 2010, municipal maintenance tax and education surcharge are also applicable to foreign-invested enterprises, foreign enterprises and foreign individuals. Pursuant to the Notice on Relevant Issues of Imposition of Municipal Maintenance and Education Surcharge on Foreign-invested Enterprises 《關於對外資企業徵收城市維護建設稅和教育費附加有關問題的通知》, promulgated by the MOF and the SAT on November 4, 2010, foreign-invested enterprises, foreign

enterprises and foreign individuals are to pay municipal maintenance tax at a certain rate on the amount of value-added tax, consumption tax and business tax paid by the taxpayer and to pay education surcharge at a 3% rate on the amount of value-added tax, consumption tax and business tax paid by the taxpayer.

## **INTELLECTUAL PROPERTY LAWS AND REGULATIONS**

China has adopted legislations related to intellectual property rights, including trademarks, patents and copyrights. China is a signatory party to the major intellectual property conventions, including the Paris Convention for the Protection of Industrial Property, the Madrid Agreement concerning the International Registration of Marks and Protocol Relating to the Madrid Agreement Concerning the International Registration of Marks, the Patent Cooperation Treaty, the Budapest Treaty on the International Recognition of the Deposit of Microorganisms for the Purposes of Patent Procedure, and the Agreement on Trade-Related Aspects of Intellectual Property Rights (“TRIPs”).

### **Regulations on Trademarks**

The Trademark Law of the PRC 《中華人民共和國商標法》 was promulgated in August 1982 (later amended on February 22, 1993, October 27, 2001, August 30, 2013 and April 23, 2019) and Implementation Regulations on the Trademark Law of the PRC 《中華人民共和國商標法實施條例》 was promulgated on August 3, 2002 by the State Council, as amended on April 29, 2014. These laws and regulations provide the basic legal framework for the regulations of trademarks in China. In China, registered trademarks include commodity trademarks, service trademarks, collective marks and certificate marks.

The Trademark Office under the SAIC is responsible for the registration and administration of trademarks throughout the country. Trademarks are granted on a term of ten years. Twelve months prior to the expiration of the ten-year term, an applicant can renew the application and reapply for trademark protection.

Under the Trademark Law, any of the following acts may be regarded as an infringement of the exclusive right to use of a registered trademark:

- use of a trademark that is identical with a registered trademark on the same kind of commodities without the authorization of the trademark registrant;
- use of a trademark that is similar to a registered trademark on the same kind of commodities, or use of a trademark that is identical with or similar to a registered trademark on similar kind of commodities, which may cause a likelihood of confusion, without the authorization of the trademark registrant;
- sale of commodities infringing upon the exclusive right to use a registered trademark;
- counterfeiting or making, without authorization, representations of a registered trademark, or sale of such representation of a registered trademark;
- altering the registered trademark of the registrant without authorization and selling commodities bearing such altered trademark;
- providing convenience for, or assisting, other person or entity to infringe the exclusive right to use a registered trademark intentionally;
- otherwise infringing upon another person’s exclusive right to use a registered trademark and cause damages.



Violation of the Trademark Law may result in the imposition of fines, confiscation and destruction of the infringing commodities.

### **Regulations on Domain Names**

The Administrative Measures for Internet Domain Names《互聯網域名管理辦法》was promulgated by the Ministry of Industry and Information Technology on August 24, 2017 and became effective on November 1, 2017. These measures regulate the registration of domain names in Chinese with the Internet country code of “.cn”.

The Measures on Domain Names Dispute Resolution《中國互聯網絡信息中心域名爭議解決辦法》were promulgated by the China Internet Network Information Centre which was implemented since September 1, 2014. These measures require domain name disputes to be submitted to institutions authorized by the China Internet Network Information Centre for resolution.

### **LABOR PROTECTION**

The PRC Labor Contract Law《中華人民共和國勞動合同法》was promulgated on June 29, 2007 and became effective on January 1, 2008, as amended on December 28, 2012, and the PRC Labor Contract Law Implementation Rules《中華人民共和國勞動合同法實施條例》was promulgated on September 18, 2008. These labor laws and rules set out specific provisions in relation to the execution, contents and terms of employment contracts and the rights and obligations of employees and employers. To establish an employment relationship, a written employment contract shall be signed. In the event that no written employment contract was signed at the time that an employment relationship is formed, a written employment contract shall be signed within one month after the date on which the employer first engaged the employee.

The Notice of the Office of the Ministry of Human Resources and Social Security on Issues of Properly Handling the Employment Relations during the Period of Prevention and Control of Infection Caused by Novel Coronavirus (Ming Dian No. 5 [2020] of the Office of the Ministry of Human Resources and Social Security)《人力資源社會保障部辦公廳關於妥善處理新型冠狀病毒感染的肺炎疫情防控期間勞動關係問題的通知》(人社廳明電[2020]5號) issued by the Ministry of Human Resources and Social Security on 24 January, 2020 provides that all confirmed COVID-19 patients, suspected COVID-19 patients and their close contacts subject to quarantine for medical treatment and medical observation, as well as employees who are not able to provide services due to compulsory quarantine or other emergency measures imposed by the government, shall be entitled to compensation during such periods from their employers; and the employers shall not terminate the employment contracts with their employees pursuant to Article 40 and Article 41 of the PRC Labor Contract Law. Any employment contract that expires during such periods, shall be extended to the end of the medical treatment period, or the medical observation period, or the compulsory quarantine period, or the end of the emergency measures imposed by the government.

Employers in China are required to contribute, on behalf of their employees, to a number of social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance, maternity insurance, and housing provident funds. These payments are made to local administrative authorities and an employer who fails to contribute may be ordered to make-up for the missed contributions. The various laws and regulations that govern the employers' obligation to contribute to the social security funds include PRC Social Insurance Law《中華人民共和國社會保險法》, which were promulgated by the Standing Committee of the NPC on October 28, 2010 and became effective July 1, 2011 and was amended on December 29, 2018; the Interim Regulations on the Collection and Payment of Social Security Funds《社會保險費徵繳暫行條例》, which were promulgated by the State Council and became effective on January 22, 1999 and amended by the Decision of the State Council on Revising Certain Administrative Regulations on March 24,



2019; the Interim Measures concerning the Maternity Insurance 《企業職工生育保險試行辦法》, which were promulgated by the Ministry of Labor on December 14, 1994 and became effective on January 1, 1995; the Regulations on Occupational Injury Insurance 《工傷保險條例》, which were promulgated by the State Council on April 27, 2003 and became effective on January 1, 2004 and then amended on December 20, 2010; and the Regulations on Management of the Housing Provident Fund 《住房公積金管理條例》, which were promulgated and became effective on April 3, 1999 and amended on March 24, 2002 and March 24, 2019.

## MANAGEMENT

### DIRECTORS

Our board of directors is responsible and has general powers for the management and conduct of our business. The table below shows certain information in respect of the members of our board:

Directors	Age	Position
LIN Zhong (林中) . . . . .	52	Chairman and executive director
LIN Wei (林偉) . . . . .	48	Vice-chairman and executive director
LIN Feng (林峰) . . . . .	45	Chief executive officer and executive director
CHEN Dongbiao (陳東彪) . . . . .	53	Executive director
YANG Xin (楊欣) . . . . .	46	Executive director
WANG Wei (王威) . . . . .	51	Non-executive Director
GU Yunchang (顧雲昌) . . . . .	76	Independent non-executive director
ZHANG Yongyue (張永岳) . . . . .	66	Independent non-executive director
TAN Wee Seng (陳偉成) . . . . .	64	Independent non-executive director

### Executive Directors

**Mr. LIN Zhong (林中)**, aged 52, our founder, is our executive director and chairman. Mr. Lin Zhong has about 29 years of experience in the real estate business. He was appointed as director on May 20, 2011 and is the chairman of our Nomination Committee and a member of our Remuneration Committee and also our substantial shareholder and a director of certain subsidiaries. Mr. Lin Zhong is also an executive director, the chairman of the board of directors, the chairman of the nomination committee, the chairman of the strategy committee and a member of remuneration committee of Ever Sunshine Lifestyle Services Group Limited (SEHK stock code: 1995), the shares of which are listed on the Main Board of the Stock Exchange since December 17, 2018. Mr. Lin Zhong was appointed as the vice chairman of Shanghai Population Welfare Foundation (上海市人口福利基金會副會長) in 2013, the deputy chief council member of the Eighth Term of Council of Shanghai Real Estate Association (上海市房地產行業協會第八屆理事會副會長), the rotating chairman of Shanghai Entrepreneur Association (新滬商聯合會輪值主席) in 2014, an honorary chairman of Fujian Chamber of Commerce in Shanghai (上海市福建商會名譽會長) and the chairman of Xiamen Chamber of Commerce in Shanghai (上海市廈門商會會長) in 2016. Mr. Lin Zhong graduated from Xiamen University (廈門大學) with a bachelor's degree in economics. He further pursued and obtained an executive master of business administration degree from Cheung Kong Graduate School of Business (長江商學院). Mr. Lin Zhong is a brother of Mr. Lin Wei and Mr. Lin Feng. Mr. Lin Zhong is a director of Rosy Fortune Investments Limited ("Rosy Fortune") and Ding Chang Limited ("Ding Chang"), substantial shareholders of the Company.

**Mr. LIN Wei (林偉)**, aged 48, is our executive director and vice-chairman. He was appointed as director on May 20, 2011. He is also our substantial shareholder and a director of certain subsidiaries. Mr. Lin Wei has about 24 years of experience in the real estate business. He laid the foundation of our Group's development with Mr. Lin Zhong. Mr. Lin Wei is a brother of Mr. Lin Zhong and Mr. Lin Feng. Mr. Lin Wei is a director of Rosy Fortune and Eminent Talent Limited ("Eminent Talent"), substantial shareholders of the Company.

**Mr. LIN Feng (林峰)**, aged 45, is our executive director and chief executive officer. He is also a substantial shareholder of the Company and a director of certain subsidiaries of the Group. Mr. Lin Feng has about 20 years of experience in the real estate business. He joined us in 2001 and was appointed as director on May 20, 2011. Mr. Lin Feng is also a non-executive director, the deputy chairman of the board of directors, a member of the audit committee and a member of the strategy committee of Ever Sunshine Lifestyle Services Group Limited (SEHK stock code: 1995), the shares of which are listed on the Main Board of the Stock Exchange since December 17, 2018. Mr. Lin Feng is currently the vice chairman of China Real Estate Chamber of Commerce (全國工商聯房地產商會副會長), the council member of All-China Youth Federation (中華全國青年聯合會委員), the executive council member of

Shanghai Youth Federation (上海市青年聯合會常務委員), the executive council member of Shanghai Federation of Industry and Commerce (Commerce Chamber) (上海市工商聯合會(商會)執行委員會委員), the council member of Shanghai Changning District Association of Industry and Commerce (Commerce Chamber) (上海市長寧區工商業聯合會(商會)常務委員), the executive council member of Shanghai Putuo District Youth Federation (上海市普陀區青年聯合會常務委員), the rotating chairman of the executive council of China Urban Realty Association (中國城市房地產開發商業策略聯盟總裁聯席會輪席主席) and the director of CIFI Charity Foundation (旭輝慈善基金常務董事). Mr. Lin Feng graduated from Xiamen University (廈門大學) with a bachelor's degree in economics and further obtained a master of business administration degree from the University of Dundee. Mr. Lin Feng is a brother of Mr. Lin Zhong and Mr. Lin Wei. Mr. Lin Feng is a director of Rosy Fortune, a substantial shareholder of the Company.

**Mr. CHEN Dongbiao (陳東彪)**, aged 53, is our executive director and executive president. He is responsible for management of brand, customer relationship, operations, construction, and procurement. Mr. Chen joined us in August 2013 and was appointed as Director on December 18, 2017. He is currently a director of certain subsidiaries of the Group. Prior to joining us, Mr. Chen worked for China Vanke Co., Ltd. as the director of engineering and general manager and chairman of Shanghai Vanke Real Estate Co., Ltd. Mr. Chen was a representative of Shanghai Pudong District People's Congress (上海浦東新區人大代表) from 1997 to 2002 and the rotating chairman of Shanghai Real Estate Trade Association (上海市房地產行業協會輪席會長) from 2011 to 2012. Mr. Chen graduated from Shanghai City Construction Institute (上海城市建設學院) with a bachelor's degree in engineering, and further obtained a master of business administration degree from China Europe International Business School (中歐國際工商學院).

**Mr. YANG Xin (楊欣)**, aged 46, is our executive director and Vice President of the Group. Mr. Yang has been the Chief Financial Officer of the Group since March 30, 2019. Mr. Yang joined us in July 2010 and was appointed as Director on December 18, 2017. He is currently a director of certain subsidiaries of the Group. He has experience in banking and finance. Prior to joining us, he worked in various management positions at Agricultural Bank of China Limited. Mr. Yang graduated from Shanghai Jiao Tong University with a bachelor's degree in international finance and a master of business administration degree. He further obtained a master's degree in accounting from Shanghai National Accounting Institute. Mr. Yang also holds the Senior International Finance Manager qualification issued by International Financial Management Association.

#### **Non-executive Director**

**Mr. WANG Wei (王威)**, aged 51, was appointed as our non-executive Director on November 25, 2018. He has been the Managing Director of Strategic Investment with Group Asset Management (集團資產管控中心) at Ping An Insurance (Group) Company of China, Ltd. (together with its subsidiaries, "Ping An, 平安"), a substantial shareholder of the Company. Before being appointed to the said position, he had been the Managing Director of Ping An Real Estate Capital Ltd. (平安不動產資本有限公司) since early 2013. Prior to joining Ping An, Mr. WANG was a Managing Director and China head for Forum Partners, a Vice President and the CFO of Sunshine 100 China and a member of the Group China Management Committee, Managing Director and co-head of China Fixed Income & Derivatives at UBS Group in Hong Kong. Between 1994 and 2005, Mr. WANG was an Associate, Vice President and Senior Vice President in Fixed Income and Equity Capital Markets at JP Morgan in New York, Singapore and Hong Kong. From 1991 to 1994, Mr. WANG started his career in the Treasury Department of the Bank of China's headquarter, in Beijing, and focused on international debt capital markets and derivatives. He is currently a non-executive director of China Fortune Land Development Co., Ltd. (SSE stock code: 600340). Mr. Wang was a non-executive director of Hydoo International Holding Limited (SEHK stock code: 1396) from January 2015 to September 2016 and Wuzhou

International Holdings Limited (SEHK stock code: 1369) from September 2014 to June 2018, respectively. Mr. WANG Wei graduated from Fudan University with a bachelor's degree in economics, and further obtained a master's degree in business administration from Columbia Business School.

### **Independent Non-executive Directors**

**Mr. GU Yunchang (顧雲昌)**, aged 76, was appointed as our independent non-executive director on October 9, 2012. Mr. Gu is a member of our Audit Committee and Nomination Committee. Mr. Gu was the vice chairman of the China Real Estate Research Association from 2006 to May 2013 and had also been the vice chairman and secretary-general of the China Real Estate Association from 1998 to 2006. He is currently the Chairman of National Real Estate Chamber of Commerce (全國房地產商會).

Mr. Gu formerly served at different positions in the Ministry of Construction of the PRC, including the deputy director at Policy Research Centre of Ministry of Construction from 1988 to 1998; the person-in-charge of the City and Township Residence Research Center of Ministry of Construction from 1986 to 1988; and the deputy division head and division head at Urban Residence Bureau of Ministry of Construction from 1979 to 1986.

Mr. Gu specializes in theory and policy research, market research and analysis concerning the China real estate industry. In the 1980s, he participated in the policy research and formulation of China's city and village residential construction techniques, carrying on a State key project "2000 China," and won the First Class National Science Technology Advance Award in China twice. After joining the China Real Estate Association in 1998, he has been involved in promoting the development of the China real estate industry as well as undertaking the research and analysis of the national real estate market. He is also the main organizer and writer of the China Real Estate Market Report, an annual analysis report issued by the China Real Estate Association. Mr. Gu was an independent non-executive director of Shimao Property Holdings Limited (SEHK stock code: 813) from April 2006 to May 2011, was an independent non-executive director of E-House (China) Holdings Limited (NYSE stock code: EJ) from August 2008 to March 2014, and was an independent non-executive director of Sino-Ocean Group Holding Limited (formerly known as Sino Ocean Land Holdings Limited) (SEHK stock code: 3377) from June 2007 to March 2016, and was an independent director of Grandjoy Holdings Group Co., Ltd. (formerly known as COFCO Property (Group) Co., Ltd.) (SZSE stock code: 000031) from April 2012 to June 2018. Mr. Gu is currently an independent non-executive director and a member of the audit committee and nomination committee of Jiayuan International Group Limited (SEHK stock code: 2768), an independent non-executive director of Sunshine 100 China Holdings Ltd (SEHK Stock Code: 2608), and an independent director of Zhejiang Yasha Decoration Co., Ltd. (SZSE stock code: 002375). Mr. Gu obtained a bachelor's degree in urban planning from Tongji University.

**Mr. ZHANG Yongyue (張永岳)**, aged 66, was appointed as our independent non-executive director on October 9, 2012 and is the chairman of our Remuneration Committee and a member of our Audit Committee and Nomination Committee. Mr. Zhang obtained a bachelor's degree in economics from East China Normal University (華東師範大學) where he taught since his graduation and he had become a professor of the Business School at the same university since 1998 until he retired in 2017. He is currently a tenured professor at East China Normal University, and the Dean of Shanghai E-house China R&D Institute, concurrently as the vice president of the China Institute of Real Estate Appraisers and Agents and the supervisor of Shanghai Real Estate Economy Society. Mr. Zhang was an independent director of Shanghai Wanye Enterprises Co. Ltd. (SSE Stock Code: 600641) from May 2010 to August 2015 and is currently an independent director of Shanghai Industrial Development Co., Ltd. (SSE stock code: 600748).

**Mr. TAN Wee Seng (陳偉成)**, aged 64, was appointed as our independent non-executive director on October 9, 2012 and is the chairman of our Audit Committee and a member of our Remuneration Committee. Mr. Tan is a professional in value and business management consultancy. He is currently an

independent non-executive director and the chairman of the audit committee of Xtep International Holdings Limited (SEHK stock code: 1368), an independent non-executive director and chairman of audit committee of Sa Sa International Holdings Limited (SEHK stock code: 178), an independent non-executive director, and the chairman of remuneration committee of Health and Happiness (H&H) International Holdings Limited (formerly known as Biostime International Holdings Limited) (SEHK stock code: 1112) and an independent non-executive director, the chairman of audit committee and a member of strategy and investment committee of Sinopharm Group Co. Ltd. (SEHK stock code: 1099), and an independent non-executive director, and the chairman of audit committee and remuneration committee of Shineroad International Holdings Limited (SEHK Stock Code: 1587), the shares of all of which are listed on the Main Board of the Stock Exchange, an independent director and chairman of audit committee of ReneSola Ltd. (NYSE stock code: SOL), the shares of which are listed on the New York Stock Exchange. He is also a board member and the chairman of the finance and operation committee of Beijing City International School, an academic institution in Beijing. Mr. Tan had been an independent director of 7 Days Group Holdings Limited whose shares were listed on the New York Stock Exchange, between November 2009 and July 2013 until the group was privatized and was the chairman of the special committee for privatization from October 2012 to July 2013. Mr. Tan has over 35 years of financial management, corporate finance, merger and acquisition, business management and strategy development experience. He has also held various management and senior management positions in a number of multinational and Chinese corporations. From 2003 to 2008, he was an executive director, chief financial officer and company secretary of Li Ning Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (SEHK stock code: 2331). From 1999 to 2002, he was a senior vice president of Reuters for the China, Mongolia and North Korea regions, and the chief representative of Reuters in China. Prior to that, he had served as the managing director of AFE Computer Services Limited, a Reuters subsidiary in Hong Kong which was a company mainly engaged in domestic equity and financial information services, and as director of Infocast Pty Limited, a Reuters subsidiary in Australia and as the regional finance manager of Reuters East Asia.

Mr. Tan is a professional accountant and fellow member of the Chartered Institute of Management Accountants, United Kingdom and a fellow member of the Hong Kong Institute of Directors.

## SENIOR MANAGEMENT

**Ms. FAN Yiting (范逸汀)**, aged 47, is our vice president and general manager of products design of the Group. Ms. Fan joined us in October 2015. Prior to joining us, Ms. Fan worked for China Overseas Grand Oceans Group Limited as assistant president and vice chief architect from 2011 to 2015. She held the positions of director, design director (Eastern China), design director (Northern China), general manager of planning and design management center and deputy manager of Shenzhen branch for China Overseas Property Group Co., Ltd. from 2000 to 2011. Ms. Fan worked for Beijing Architectural Design Institute of China Construction as an architect from 1993 to 1997. Ms. Fan graduated from South China University of Technology with a master's degree in architecture and obtained a bachelor's degree in architecture from Chang'an University (長安大學) (formerly known as The Northwest Institute of Construction Engineering). She is also a certified architect with professional qualification.

**Mr. PAN Taoyuan (潘道原)**, aged 52, is our vice president and general manager of investment center of the Group. Mr. Pan joined us in February 2008 and was previously our general manager of sales and marketing management center. Before joining us, Mr. Pan worked in Shanghai P & R Real Estate Consultant Co., Ltd (上海普潤房地產顧問有限公司) as the deputy general manager from October 2004 to January 2007. Mr. Pan graduated from the National Taichung Institute of Technology majoring in Japanese language.

**Mr. GE Ming (葛明)**, aged 40, is our vice president and general manager of human development center of the Group. He joined us in April 2012 and has vast experience in human resources management. Prior to joining us, Mr. Ge worked at Oriental Cambridge Education Group as the director of human resources and a member of the executive committee. Prior to that, he worked at Shanghai Tuosheng Associates and Longfor Properties. Mr. Ge is currently a non-executive director of Ever Sunshine Lifestyle Services Group Limited (SEHK stock code: 1995), the shares of which are listed on the Main Board of the Stock Exchange since 17 December 2018. Mr. Ge graduated from the Fudan University (復旦大學) with a bachelor's degree in economics, majoring in international finance, and later obtained an executive master of business administration (EMBA) degree from China Europe International Business School.

**Mr. LEUNG Yuk Ming (Lawrence) (梁旭明)**, aged 45, is our Head of Capital Markets and Investor Relations. He has extensive experience in investor relationships, investment banking, Listing Rules compliance and accounting. In his career, Mr. Leung worked for Powerlong Real Estate Holdings Limited, Macquarie Capital (Hong Kong) Limited, DBS Asia Capital Limited, the Listing Division of the Stock Exchange of Hong Kong and Ernst & Young. Mr. Leung received his bachelor's degree in commerce and LLB from the University of Calgary and the University of London, respectively. He is a holder of the Chartered Financial Analyst, a member of Hong Kong Society of Financial Analysts and member of the Hong Kong Institute of Certified Public Accountants. He joined us in June 2013.

**Mr. DING Zhaohui (丁朝輝)**, aged 47, is our director of Legal and Risk. Mr. Ding joined us in September 2014. Prior to joining us, Mr. Ding worked for China Vanke Co., Ltd. from October 2000 to September 2014 and held the positions of deputy general manager and general manager of legal department of China Vanke Co., Ltd. Mr. Ding graduated from East China Normal University with a bachelor's degree in history and later obtained a master of laws degree from Renmin University of China (人民大學).

**Mr. YAN Qiang (閻強)**, aged 38, is the General Manager of Sales Center of the Group. Mr. Yan joined us in March 2012. Prior to joining us, Mr. Yan worked for China Vanke Co., Ltd. as senior professional manager in its sale department. Mr. Yan graduated from Nankai University (南開大學) with a bachelor's degree in management, and further obtained a master's degree in management from Tianjin University (天津大學).

**Mr. LI Su (李速)**, aged 38, is the General Manager of Audit and Supervision Department of the Group. Mr. Li joined us in August 2019. Prior to joining the Group, Mr. Li worked as the general manager of risk management and compliance center of China Fortune Land Development Co., Ltd., director of audit of audit department in Longfor Group, general manager of audit of audit department in Saiwei LDK Group, and also worked for risk assurance of PricewaterhouseCoopers as senior consultant. Mr. Li graduated from Beijing International Studies University (北京第二外國語學院) with a bachelor's degree in economics, majoring in international finance.

## **COMPANY SECRETARY**

**Mr. LO Tai On (羅泰安)**, aged 65, was appointed as our company secretary in October 2012. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in the field of company secretarial services and is now a director of Fair Wind Secretarial Services Ltd., a secretarial company rendering secretarial services. Mr. Lo is also the company secretary of several companies listed on the Stock Exchange, including Pak Fah Yeow International Limited (SEHK stock code: 239), and Good Friend International Holdings Inc. (SEHK stock code: 2398).



## **BOARD COMMITTEES**

### **Audit Committee**

We established an audit committee in October 2012 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The primary duties of the audit committee are to provide our board with an independent review of the effectiveness of our financial reporting process, risk management and internal control systems, to oversee the audit process and to perform other duties and responsibilities as assigned by our board. The audit committee consists of three independent non-executive directors, Mr. Tan Wee Seng (as chairman of the audit committee), Mr. Gu Yunchang and Mr. Zhang Yongyue.

### **Remuneration Committee**

We established a remuneration committee in October 2012 with written terms of reference in compliance with paragraph B.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The primary duties of the remuneration committee include (but without limitation): (a) making recommendations to the Board on our policy and structure for all remuneration of our directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (b) making recommendations on the terms of the specific remuneration package of our directors and senior management; and (c) reviewing and approving performance-based remuneration with reference to corporate goals and objectives resolved by our directors from time to time. The remuneration committee consists of three members, being Mr. Zhang Yongyue (as chairman of the remuneration committee), our independent non-executive director, Mr. Lin Zhong, our executive director and chairman, and Mr. Tan Wee Seng, our independent non-executive director.

### **Nomination Committee**

We established a nomination committee in October 2012 with written terms of reference in compliance with paragraph A.5 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The primary duties of the nomination committee are to review the structure, size and composition of the board, and select and make recommendations to our board on the appointment of directors, re-appointment of directors, succession planning for directors and assesses the independence of independent non-executive directors. The nomination committee consists of three members, being Mr. Lin Zhong (as chairman of the nomination committee), our executive director and chairman, Mr. Gu Yunchang and Mr. Zhang Yongyue, our independent non-executive directors.

## **COMPENSATION OF DIRECTORS**

Each Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng, being the executive directors has entered into a service contract with us commencing from November 23, 2012, the date of our initial public offering, for a period of three years respectively and shall continue thereafter until being terminated by either party by serving on the other party a prior written notice of not less than six months (in case of Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng, being executive directors) or three months (in case of independent non-executive directors). The aggregate amount of remuneration (including basic salaries and allowances and retirement benefit contribution) we paid to our directors in 2018 amounted to RMB33.6 million (US\$4.8 million). Each of Mr. Chen Dongbiao and Mr. Yang Xin, being executive directors, has entered into a service contract and Mr. Zhou Yimin, being non-executive director, has entered into an appointment letter with us commencing from December 18, 2017, the date of their appointment, for a period of three years respectively and shall continue thereafter until being terminated by either party by serving on the other party a prior written notice of not less than three months (in case of Mr. Chen Dongbiao and Mr. Yang Xin, being executive directors, and Mr. Zhou Xinmin, being non-executive director). Mr. Zhou Yimin ceased to act as a non-executive director with effect from



November 25, 2018. Mr. Wang Wei, being non-executive director, has entered into an appointment letter with us commencing from November 25, 2018, the date of his appointment, for a period of three years and shall continue thereafter until being terminated by either party by serving on the other party a prior written notice of not less than three months.

### **Share Option Schemes**

We adopted a share option scheme (the “2012 Share Option Scheme”) in October 2012 to motivate our directors, senior management and employees to optimize their future contributions to us and reward them for their past contribution. Pursuant to such share option scheme, in February 2013, we granted a total of 152,400,000 share options of which 150,000,000 share options were granted to the employees of the Group who are not directors of the Company and 2,400,000 share options were granted to three independent non-executive directors of the Company. In October 2013, we granted a total of 150,000,000 share options of which 144,900,000 share options were granted to the employees of the Group who are not directors of the Company, 3,000,000 share options were granted to Mr. Lin Feng, our executive director and chief executive officer and 2,100,000 share options were granted to three independent non-executive directors of the Company. In July 2015, we granted a total of 100,000,000 share options of which 95,400,000 share options were granted to the employees of the Group who are not directors of the Company and 1,800,000 share options were granted to three independent non-executive directors of the Company and 2,800,000 share options were granted to Mr. Lin Feng, our executive director and chief executive officer of the Company. In January 2016, we granted a total of 100,000,000 share options, all of which was granted to directors. In April 2016, we adopted a new share option scheme (the “2016 Share Option Scheme”). Pursuant to the 2016 Share Option Scheme, the maximum number of shares which may be issued upon exercise of all options to be granted under such scheme and any other of our share option schemes shall not, in aggregate exceed 666,640,390 shares, representing 10% of the total number of shares in issue as of the date of adoption of the 2016 Share Option Scheme, unless we obtain an approval from our the shareholders to refresh the limit. In October 2017, we granted a total of 220,000,000 share options of which 217,900,000 share options were granted to the employees of the Group who are not directors of the Company, 1,100,000 share options were granted to Mr. Lin Feng, our executive director and chief executive officer and 1,000,000 share options were granted to three independent non-executive directors of the Company pursuant to the 2016 Share Option Scheme. As of the date of the appointment of Mr. Chen Dongbiao, 16,930,000 share options had been granted to him pursuant to the 2012 Share Option Scheme and 7,500,000 share options had been granted to him pursuant to the 2016 Share Option Scheme. As of the date of the appointment of Mr. Yang Xin, 3,950,000 share options had been granted to him pursuant to the 2012 Share Option Scheme and 6,000,000 share options had been granted to him pursuant to the 2016 Share Option Scheme. As at December 31, 2019, a total of 8,197,432 share options were lapsed pursuant to the 2012 Share Option Scheme.

### **Share Award Scheme**

We adopted a share award scheme (the “Share Award Scheme”) in December 2017 to recognize the contributions by our directors, senior management and employees and to provide them with incentives in order to retain them for the continual operation and development of the Group. In August 2018, we granted 2,930,000 shares under the Share Award Scheme to Mr. Lin Feng, our executive director and chief executive officer of the Company. In March, 2020, we granted 4,350,000 Shares under the Share Award Scheme to Mr. Lin Feng, our executive director and chief executive officer of the Company.

## Directors' and Chief Executives' Interests

As of December 31, 2019, the interests or short positions of our directors and our chief executives in our shares, underlying shares and debentures and our associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), which (a) were required to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to us and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, were as follows:

Name of Director	Name of Corporation	Capacity/Nature of interest	Number of shares/underlying shares	Approximate percentage of interest
Mr. LIN Zhong . .	Company	Founder of a discretionary trust <sup>(Note 1)</sup>	1,193,677,671	15.12%
	Company	Co-founder of a discretionary trust <sup>(Note 2)</sup>	2,341,755,975	29.65%
	Company	Beneficial Owner <sup>(Note 3)</sup>	7,303,591	0.09%
	LingYu International Group Co., Ltd.*	Interest of controlled corporation <sup>(Note 16)</sup>	160,000	40%
	Shanghai Yipixi Construction Technology Co., Ltd.*	Interest of controlled corporation <sup>(Note 17)</sup>	40,000,000	40%
	Ever Sunshine Lifestyle Services Group Limited	Interest of controlled corporation <sup>(Note 18)</sup>	440,000,000	28.64%
	Ever Sunshine Lifestyle Services Group Limited	Interest of controlled corporation <sup>(Note 19)</sup>	330,000,000	21.48%
	Ever Sunshine Lifestyle Services Group Limited	Founder of a discretionary trust <sup>(Note 20)</sup>	1,000,000	0.07%
	Ever Sunshine Lifestyle Services Group Limited	Other <sup>(Note 21)</sup>	188,549,000	12.27%
Mr. LIN Wei . . .	Company	Founder of a discretionary trust <sup>(Note 4)</sup>	451,952,559	5.72%
	Company	Interest of his child under 18 years of age <sup>(Note 5)</sup>	200,000,000	2.53%
	Company	Co-founder of a discretionary trust <sup>(Note 2)</sup>	2,341,755,975	29.65%
	LingYu International Group Co., Ltd.	Interest of controlled corporation <sup>(Note 16)</sup>	160,000	40%
	Ever Sunshine Lifestyle Services Group Limited	Interest of controlled corporation <sup>(Note 19)</sup>	330,000,000	21.48%
	Ever Sunshine Lifestyle Services Group Limited	Founder of a discretionary trust <sup>(Note 20)</sup>	1,000,000	0.07%
	Ever Sunshine Lifestyle Services Group Limited	Other <sup>(Note 22)</sup>	628,549,000	40.91%
Mr. LIN Feng . . .	Company	Founder of a discretionary trust <sup>(Note 6)</sup>	210,600,580	2.68%
	Company	Co-founder of a discretionary trust <sup>(Note 2)</sup>	2,341,755,975	29.65%
	Company	Interest of controlled corporation <sup>(Note 7)</sup>	500,000	0.01%
	Company	Beneficial Owner <sup>(Note 8)</sup>	5,855,000	0.07%
	Company	Beneficial Owner <sup>(Note 9)</sup>	1,045,000	0.01%

<u>Name of Director</u>	<u>Name of Corporation</u>	<u>Capacity/Nature of interest</u>	<u>Number of shares/underlying shares</u>	<u>Approximate percentage of interest</u>
	LingYu International Group Co., Ltd.	Interest of controlled corporation <i>(Note 16)</i>	160,000	40%
	Ever Sunshine Lifestyle Services Group Limited	Interest of controlled corporation <i>(Note 23)</i>	188,549,000	12.27%
	Ever Sunshine Lifestyle Services Group Limited	Interest of controlled corporation <i>(Note 19)</i>	330,000,000	21.48%
	Ever Sunshine Lifestyle Services Group Limited	Founder of a discretionary trust <i>(Note 20)</i>	1,000,000	0.07%
	Ever Sunshine Lifestyle Services Group Limited	Other <i>(Note 24)</i>	440,000,000	28.64%
Mr. CHEN Dongbiao . . .	Company	Beneficial Owner <i>(Note 10)</i>	19,358,000	0.25%
	Company	Beneficial Owner <i>(Note 9)</i>	7,500,000	0.09%
	Ever Sunshine Lifestyle Services Group Limited	Beneficiary Owner <i>(Note 25)</i>	5,000,000	0.33%
Mr. YANG Xin . .	Company	Beneficial Owner <i>(Note 11)</i>	7,948,254	0.10%
	Company	Beneficial Owner and Interest of his Spouse <i>(Note 12)</i>	1,049,826	0.01%
	Company	Beneficial Owner <i>(Note 9)</i>	6,000,000	0.08%
	Ever Sunshine Lifestyle Services Group Limited	Beneficiary Owner <i>(Note 26)</i>	2,000,000	0.13%
Mr. GU Yunchang . . . .	Company	Beneficial Owner <i>(Note 13)</i>	2,204,636	0.03%
	Company	Beneficial Owner <i>(Note 9)</i>	300,000	0.004%
Mr. ZHANG Yongyue . . . .	Company	Beneficial Owner <i>(Note 14)</i>	1,259,792	0.02%
	Company	Beneficial Owner <i>(Note 9)</i>	300,000	0.004%
Mr. TAN Wee Seng . . . . .	Company	Beneficial Owner <i>(Note 15)</i>	1,338,529	0.02%
	Company	Beneficial Owner <i>(Note 9)</i>	400,000	0.01%

*Notes:*

- These Shares are held by Ding Chang Limited (“Ding Chang”). The entire issued share capital of Ding Chang is wholly owned by Eternally Success International Limited (“Eternally Success”), the entire issued share capital of which is in turn held by Standard Chartered Trust (Singapore) Limited (“Standard Chartered Trust”) as the trustee of the Sun Success Trust via SCTS Capital Pte. Ltd. (“SCTS Capital”). The Sun Success Trust is a discretionary trust set up by Mr. LIN Zhong as settlor and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the Sun Success Trust include certain family members of Mr. LIN Zhong. Mr. LIN Zhong as founder of the Sun Success Trust is taken to be interested in the 1,193,677,671 Shares held by Ding Chang pursuant to Part XV of the SFO.
- These Shares are held by Rosy Fortune Investments Limited (“Rosy Fortune”). The entire issued share capital of Rosy Fortune is wholly owned by Gentle Beauty Assets Limited (“Gentle Beauty”), the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the LIN’s Family Trust via SCTS Capital. The LIN’s Family Trust is a discretionary trust set up jointly by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as settlors and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the LIN’s Family Trust include certain family members of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng. Each of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as a co-founder of the LIN’s Family Trust is taken to be interested in the 2,341,755,975 Shares held by Rosy Fortune pursuant to Part XV of the SFO.
- These Shares are directly held by Mr. LIN Zhong.

4. These Shares are held by Eminent Talent Limited (“Eminent Talent”). The entire issued share capital of Eminent Talent is wholly owned by LW Asset Holdings Limited (“LW Asset”), the entire issued share capital of which is in turn held by a discretionary trust set up by Mr. LIN Wei as settlor and Credit Suisse Trust Limited (“Credit Suisse Trust”) as the trustee in 2018. The beneficiary objects of the said trust include certain family members of Mr. LIN Wei. Mr. LIN Wei as founder of the said trust is taken to be interested in the 451,952,559 Shares held by Eminent Talent pursuant to Part XV of the SFO.
5. These Shares are held by a trust, the beneficiaries of which include Mr. LIN Wei’s children under 18 years of age. Therefore, Mr. LIN Wei is deemed to be interested in these 200,000,000 Shares pursuant to Part XV of the SFO.
6. These Shares are held by Rain-Mountain Limited (“Rain-Mountain”). The entire issued share capital of Rain-Mountain is wholly owned by Beauty Fountain Holdings Limited (“Beauty Fountain”), the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the Sun-Mountain Trust via SCTS Capital. The Sun-Mountain Trust is a discretionary trust set up by Mr. LIN Feng as settlor and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the Sun-Mountain Trust include certain family members of Mr. LIN Feng. Mr. LIN Feng as founder of the Sun-Mountain Trust is taken to be interested in the 211,600,580 Shares held by Rain-Mountain pursuant to Part XV of the SFO.
7. These Shares are held by Towin Resources Limited (“Towin Resources”). The entire issued share capital of Towin Resources is wholly owned by Mr. LIN Feng.
8. These Shares are directly held by Mr. LIN Feng.
9. The relevant Directors were granted options to subscribe for such number of Shares under the 2012 Share Option Scheme and the 2016 Share Option Scheme, respectively. Details of the Directors’ interests in share options are set out in the paragraph headed “Share Option Schemes” in this Directors’ Report section of this annual report.
10. These Shares are directly held by Mr. CHEN Dongbiao.
11. These Shares are directly held by Mr. YANG Xin.
12. These Shares are directly held by Mr. YANG Xin and his spouse.
13. These Shares are directly held by Mr. GU Yunchang.
14. These Shares are directly held by Mr. ZHANG Yongyue.
15. These Shares are directly held by Mr. TAN Wee Seng.
16. These shares of LingYu International Group Co., Ltd. (“Lingyu International”) include 100,000 shares held by Smart City Assets Limited (“Smart City Assets”) and 60,000 shares held by Loyal Most Enterprises Limited (“Loyal Most Enterprises”), of which Mr. LIN Zhong, together with Mr. LIN Wei and Mr. LIN Feng, are regarded to have control by virtue of the SFO. Due to corporate restructuring shares of Shanghai Lingyu Apartment Management Co., Ltd. (“Shanghai Lingyu”) were held through Lingyu International. Mr. LIN Zhong together with Mr. LIN Wei and Mr. LIN Feng are deemed to be interested in the shares of Shanghai Lingyu under SFO.
17. These shares of Shanghai Yipixi Construction Technology Co., Ltd.\* (“EPC Construction Services”) are held by Shanghai Xuhui Enterprise of which Mr. LIN Zhong is regarded to have control by virtue of the SFO.
18. These shares of Ever Sunshine Lifestyle Services Group Limited (“Ever Sunshine Lifestyle”) are held by Elite Force Development Limited (“Elite Force Development”). The entire issued share capital of Elite Force Development is owned as to 50% by Mr. LIN Zhong, 25% by Mr. LIN Wei and 25% by Mr. LIN Feng. Therefore, Mr. LIN Zhong is regarded to have control in these 440,000,000 shares of Ever Sunshine Lifestyle held by Elite Force Development by virtue of the SFO.
19. These shares of Ever Sunshine Lifestyle are held by Spectron Enterprises Limited (“Spectron Enterprises”), the entire issued share capital of which is in turn held by Xu Sheng Limited which is a direct wholly-owned subsidiary of the Company. Therefore, each of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng is taken to be interested in the 330,000,000 shares of Ever Sunshine Lifestyle held by Spectron Enterprises pursuant to Part XV of the SFO.
20. These shares of Ever Sunshine Lifestyle are held by Rosy Fortune. The entire issued share capital of Rosy Fortune is wholly owned by Gentle Beauty, the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the LIN’s Family Trust via SCTS Capital. The LIN’s Family Trust is a discretionary trust set up jointly by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as settlors and Standard Chartered Trust as trustee on 11 May 2012. The

beneficiary objects of the LIN's Family Trust include certain family members of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng. Each of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as a co-founder of the LIN's Family Trust is taken to be interested in the 1,000,000 shares of Ever Sunshine Lifestyle held by Rosy Fortune pursuant to Part XV of the SFO.

21. These shares of Ever Sunshine Lifestyle are held by Best Legend Development (PTC) Limited (formerly known as Best Legend Development Limited, "Best Legend"), a private trust company limited by shares incorporated in the British Virgin Islands on 20 April 2018 and wholly owned by Mr. LIN Feng. Best Legend was set up as a special purpose vehicle to hold shares of Ever Sunshine Lifestyle as the trustee of Best Legend Trust ("Best Legend Trust"), which is a trust established on 19 October 2018, with Best Legend appointed as its trustee, for the purpose of a share incentive scheme to be adopted by Ever Sunshine Lifestyle at least six months after its listing. Thereafter, a share award scheme (the "Ever Sunshine Share Award Scheme") was adopted by Best Legend on 18 June 2019 as a means to recognize the contribution of, and to motivate and incentivize, the key management of Ever Sunshine Lifestyle and its subsidiaries (the "Ever Sunshine Group"), including directors, senior management, employees, and persons who made special contribution to Ever Sunshine Group. Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng signed an acting in concert deed on 6 August 2018. By virtue of the SFO, Mr. LIN Zhong is deemed to be interested in the 188,549,000 shares of Ever Sunshine Lifestyle held by Best Legend.
22. These shares of Ever Sunshine Lifestyle are held by Best Legend and Elite Force Development. Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng signed an acting in concert deed on August 6, 2018. By virtue of the SFO, Mr. LIN Wei is deemed to be interested in the 440,000,000 shares of Ever Sunshine Lifestyle shares held by Elite Force Development and the 188,549,000 shares of Ever Sunshine Lifestyle shares held by Best Legend.
23. These shares of Ever Sunshine Lifestyle are held by Best Legend, the trustee of Best Legend Trust which is wholly owned by Mr. LIN Feng and set up for the purpose of a share incentive scheme of Ever Sunshine Lifestyle to be adopted at least six months after listing of its shares on the Main Board of the Stock Exchange. Mr. LIN Feng as founder of the Best Legend Trust is taken to be interested in the 188,549,000 shares of Ever Sunshine Lifestyle held by Best Legend pursuant to Part XV of the SFO.
24. These shares of Ever Sunshine Lifestyle are held by Elite Force Development. The entire issued share capital of Elite Force Development is owned as to 50% by Mr. LIN Zhong, 25% by Mr. LIN Wei and 25% by Mr. LIN Feng. Therefore, Mr. LIN Zhong is regarded to have control in these 440,000,000 shares of Ever Sunshine Lifestyle held by Elite Force Development by virtue of the SFO. Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng signed an acting in concert deed on August 6, 2018. By virtue of the SFO, Mr. LIN Feng is taken to be interested in the 440,000,000 shares of Ever Sunshine Lifestyle held by Elite Force Development which is controlled by Mr. LIN Zhong.
25. These shares of Ever Sunshine Lifestyle are directly held by Mr. CHEN Dongbiao.
26. These shares of Ever Sunshine Lifestyle are directly held by Mr. YANG Xin.

## PRINCIPAL SHAREHOLDERS

As of December 31, 2019, the following persons or institutions have beneficial interests or short positions in any of our shares or underlying shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, Cap 571 of the Laws of Hong Kong, or who are directly and/or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any of our other members:

<b>Name of interested party</b>	<b>Capacity/Nature of interest</b>	<b>Total number of Shares</b>	<b>Approximate percentage of the issued share capital of our Company</b>
Gentle Beauty . . . . .	Interest of controlled corporation <i>(Note 1)</i>	2,341,755,975	29.65%
Rosy Fortune . . . . .	Beneficial owner <i>(Note 1)</i>	2,341,755,975	29.65%
Eternally Success . . . . .	Interest of controlled corporation <i>(Note 2)</i>	1,193,677,671	15.12%
Ding Chang . . . . .	Beneficial owner <i>(Note 2)</i>	1,193,677,671	15.12%
Standard Chartered Trust . . . . .	Trustee <i>(Note 3)</i>	3,747,034,226	47.45%
SCTS Capital . . . . .	Interest of controlled corporation <i>(Note 3)</i>	3,747,034,226	47.45%
LW Asset . . . . .	Interest of controlled corporation <i>(Note 4)</i>	451,952,559	5.72%
Eminent Talent . . . . .	Beneficial owner <i>(Note 4)</i>	451,952,559	5.72%
Credit Suisse Trust . . . . .	Trustee <i>(Note 4)</i>	451,952,559	5.72%
Ping An Insurance (Group) Company of China, Ltd. . . . .	Interest in controlled corporation <i>(Note 5)</i>	546,866,577	6.92%
Ping An Life Insurance Company of China, Ltd. . . . .	Beneficial owner <i>(Note 6)</i>	545,000,000	6.90%

*Notes:*

- The entire issued share capital of Rosy Fortune is wholly owned by Gentle Beauty, the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the LIN's Family Trust via SCTS Capital. The LIN's Family Trust is a discretionary trust set up jointly by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as settlors and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the LIN's Family Trust include certain family members of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng.
- The entire issued share capital of Ding Chang is wholly owned by Eternally Success, the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the Sun Success Trust via SCTS Capital. The Sun Success Trust is a discretionary trust set up by Mr. LIN Zhong as settlor and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the Sun Success Trust include certain family members of Mr. LIN Zhong.
- These include 2,341,755,975 Shares held by Rosy Fortune, 1,193,677,671 Shares held by Ding Chang and 211,600,580 Shares held by Rain-Mountain. The entire issued share capital of Rain-Mountain is wholly owned by Beauty Fountain, the entire issued share capital of which is in turn held by Standard Chartered Trust as the trustee of the Sun-Mountain Trust via SCTS Capital. The Sun-Mountain Trust is a discretionary trust set up by Mr. LIN Feng as settlor and Standard Chartered Trust as trustee on May 11, 2012. The beneficiary objects of the Sun-Mountain Trust include certain family members of Mr. LIN Feng.
- The entire issued share capital of Eminent Talent is wholly owned by LW Asset, the entire issued share capital of which is in turn held by a discretionary trust set up by Mr. LIN Wei as settlor and Credit Suisse Trust as trustee in 2018. The beneficiary objects of the said trust include certain family members of Mr. LIN Wei.
- These Shares are held by Ping An of China Asset Management (Hong Kong) Company Limited ("Ping An HK Asset Management") on behalf of certain clients (including but not limited to Ping An Life Insurance Company of China, Ltd. ("Ping An Life Insurance")) as investment manager as of December 31, 2019. Ping An HK Asset Management is a wholly-owned subsidiary of China Ping An Insurance Overseas (Holdings) Limited ("Ping An Overseas Holdings"), which is a wholly-owned subsidiary of Ping An Insurance (Group) Company of China, Ltd. ("Ping An Group"). Accordingly, Ping An HK Asset Management and Ping An Overseas Holdings are exempt from disclosure of interest under the SFO. Furthermore, Ping An Asset Management Co., Ltd. ("Ping An Asset Management"), a subsidiary of Ping An Group, also holds interest



on behalf of certain clients (including but not limited to Ping An Life Insurance) as investment manager but not yet constituted to notifiable interest. Ping An Asset Management could exercise the voting rights of such Shares at its full discretion and exercise its rights on investment, operation and management independently and also entirely independent from Ping An Group as investment manager on behalf of its clients. Accordingly, Ping An Group has adopted a non-aggregating approach and is regarded to be exempted from disclosure of interest in such Shares as a holding company.

6. These Shares are held by Ping An HK Asset Management as investment manager on behalf of Ping An Life Insurance as of December 31, 2019. Ping An Life Insurance is a wholly-owned subsidiary of Ping An Group. Accordingly, Ping An Group is deemed to be interested in such Shares.

Save as disclosed above, as of December 31, 2019, no other person had interest or short position in our shares and underlying shares which were required, pursuant to Section 336 of the SFO, to be recorded into the register referred to therein.

## RELATED PARTY TRANSACTIONS

The following discussion describes certain material related party transactions in 2017, 2018 and 2019 between us and our related parties.

The following table summarizes our related party transactions for the years indicated.

Related parties	Transaction	For the year ended December 31,			
		2017	2018	2019	
		RMB'000	RMB'000	RMB'000	US\$'000
Related company controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng . . . . .	Rental income	2,286	2,286	2,286	328
	Design and renovation services income	—	—	17,297	2,485
	Construction material supply	—	—	500	72
	income				
Associates . . . . .	Apartment leasing and renovation services income	28,870	8,540	12,566	1,805
	Property management service expense	154,426	161,563	192,895	27,708
	Project management fee income	—	799,075	1,159,914	166,611
	Prefabricated construction materials supply and related installation and technical services expense	1,771	3,119	8,975	1,289
Joint ventures . . . . .	Project management fee income	—	773,960	1,653,900	237,568

In addition, as of December 31, 2017, 2018 and 2019, we had the following significant balances with our related parties:

	As of December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Amounts due from joint ventures and associates . . . . .	17,451,791	27,798,425	36,569,805	5,252,924
Amounts due to joint ventures and associates . . . . .	10,741,602	15,519,116	29,170,655	4,190,102

We have not had any significant related party transactions since December 31, 2019.

### AMOUNTS DUE FROM RELATED COMPANIES AND OUR DIRECTORS

As of December 31, 2017, 2018 and 2019, we had amounts due from related companies of RMB17,452.0 million, RMB27,798.4 million and RMB36,569.8 million (US\$5,252.9 million), respectively. We, as lessor, entered into a lease agreement with Jiaying Xucai Department Store Co., Ltd. (嘉興旭彩百貨有限公司) (“Jiaying Xucai”) for a term of 15 years with respect to an investment property in June 2011. Jiaying Xucai is wholly owned by Shanghai Jianpu Investment Management Co., Ltd. (上海建浦投資管理有限公司), which is controlled by Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng. Under the lease agreement, Jiaying Xucai pays us monthly rental fees and management fees for the property management services we provide. Except for the foregoing, other amounts due from related companies and our directors were non-trade in nature, unsecured, interest-free and repayable on demand.

### AMOUNTS DUE TO RELATED COMPANIES AND OUR DIRECTORS

As of December 31, 2017, 2018 and 2019, we had amounts due to related companies of RMB10,741.6 million, RMB15,519.1 million and RMB29,170.7 million (US\$4,190.1 million), respectively. We had amounts due to non-controlling interests of approximately RMB16,447.9 million (US\$2,362.6 million) as of December 31, 2019, which are unsecured, interest-free and repayable on demand.

## KEY MANAGEMENT PERSONNEL REMUNERATION

The following table summarizes our directors' remuneration for the years/periods indicated.

Remuneration type	For the year ended December 31,			
	2017	2018	2019	
	RMB'000	RMB'000	RMB'000	US\$'000
Directors' fees . . . . .	770	776	910	131
Other emoluments for non-executive directors and independent non-executive directors . . . . .	260	306	246	35
Other emoluments for executive directors				
Basic salaries and allowances . . . . .	15,780	19,551	20,248	2,908
Equity-settled share based payment . . . . .	599	11,099	434	62
Bonus . . . . .	22,159	9,348	11,190	1,607
Retirement benefit contributions . . . . .	520	499	550	79
	40,088	41,579	33,578	4,823

## DESCRIPTION OF OTHER MATERIAL INDEBTEDNESS AND OBLIGATIONS

To fund our existing property projects and to finance our working capital requirements, we have entered into financing agreements with various financial institutions. As of December 31, 2019, our total bank and other borrowings under IFRS (not including senior notes, convertible bonds and onshore bonds) amounted to RMB65,082.2 million (US\$9,348.5 million). We also had outstanding Existing Notes, the Second Tranche of 2015 Onshore Bonds, the Second Tranche of 2016 Onshore Bonds, the 2018 Onshore Bonds, the First and Second Tranche of 2018 Onshore Corporate Bonds, the August 2017 Perpetual Securities and the December 2017 Perpetual Securities with carrying amounts of RMB42,499.9 million (US\$6,104.7 million) and amounts due to non-controlling interests of RMB16,447.9 million (US\$2,362.6 million). Subsequent to December 31, 2019, we issued the January 2020 Notes in the aggregate principle amount of US\$567,000,000. Set forth below is a summary of the material terms and conditions of these loans and other indebtedness.

### PRC BANK LOAN AGREEMENTS

Certain of our PRC subsidiaries have entered into loan agreements with local branches of various PRC banks and financial institutions. These loans include project loans to finance the construction of our projects and loans to finance our working capital requirements. They have terms ranging from approximately one to ten years. As of December 31, 2019, the aggregate outstanding amount under these loans totaled approximately RMB47,607.4 million (US\$6,838.4 million), of which RMB5,424.8 million (US\$779.2 million) was due within one year and RMB42,182.6 million (US\$6,059.2 million) was due after one year. Our PRC loans are typically secured by land use rights and properties as well as guaranteed by certain of our other PRC subsidiaries.

#### Interest

The principal amounts outstanding under the PRC loans generally bear interest at floating rates calculated with reference to the PBOC benchmark interest rate. Floating interest rates are generally subject to annual or quarterly review by the lending banks. Interest payments are payable either monthly or quarterly and must be made on each payment date as provided in the particular loan agreement. As of December 31, 2019, the effective interest rate of our bank loans ranged from 3.00% to 10.36%.

#### Covenants

Under these PRC loans, many of our subsidiary borrowers have agreed, among other things, not to take the following actions without obtaining the relevant lender's prior consent:

- paying dividends unless conditions specified in the agreements are satisfied;
- creating encumbrances on any part of their property or assets or dealing with their assets in a way that may adversely affect their ability to repay their loans;
- granting guarantees to any third parties that may adversely affect their ability to repay their loans;
- making any major changes to their corporate structures, such as entering into joint ventures, mergers, acquisitions and reorganizations;
- altering the nature or scope of their business operations in any material respect;
- transferring part or all of their liabilities under the loans to a third party;
- prepaying the loans;

- selling or disposing of assets; and
- incurring other indebtedness that may adversely affect their ability to repay their loans.

## **Events of Default**

The PRC loan agreements contain certain customary events of default, including failure to pay the amount payable on the due date, unauthorized use of loan proceeds, failure to obtain the lender's approval for an act that requires the latter's approval, and material breach of the terms of the loan agreement. The banks are entitled to terminate their respective agreements and/or demand immediate repayment of the loans and any accrued interest upon the occurrence of an event of default.

## **Guarantee and Security**

Certain of our PRC subsidiaries have entered into guarantee agreements with the PRC banks and financial institutions in connection with some of the PRC loans pursuant to which these subsidiaries have guaranteed all liabilities of the subsidiary borrowers under these loans. Further, as of December 31, 2018, all of our PRC loans were secured by land use rights and properties held by the subsidiary borrowers and/or our other PRC subsidiaries.

## **2017 NOTES**

On January 23, 2017, we entered into an indenture (as amended or supplemented from time to time, the "2017 Indenture"). Pursuant to the 2017 Indenture, we issued an aggregate principal amount of US\$285,000,000 of the 2017 Notes on January 23, 2017 and an aggregate principle amount of US\$300,000,000 of the 2017 Notes on October 5, 2018. The 2017 Notes are unsecured. As of the date of this offering memorandum, a total of US\$585,000,000 principal amount of the 2017 Notes is outstanding.

## **Guarantee**

The obligations pursuant to the 2017 Notes are guaranteed by our existing subsidiaries (the "2017 Subsidiary Guarantors") other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the 2017 Indenture. Each of the 2017 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the 2017 Notes.

## **Interest**

The 2017 Notes bear an interest rate of 5.5% *per annum*, payable semi-annually in arrears.

## **Covenants**

Subject to certain conditions and exceptions, the 2017 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;

- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries' ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

### Events of Default

The 2017 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the 2017 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the 2017 Indenture or the holders of at least 25% of the outstanding 2017 Notes may declare the principal of the 2017 Notes plus a premium and any accrued and unpaid interest to be immediately due and payable.

### Change of Control

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding 2017 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

### Maturity and Redemption

The maturity date of the 2017 Notes is January 23, 2022.

At any time and from time to time on or after January 23, 2020, we may redeem the 2017 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth in the table below if redeemed during each period indicated below, plus any accrued and unpaid interest to the redemption date, if redeemed during the twelve month period beginning on January 23 of each year set forth below:

<b>Period</b>	<b>Redemption Price</b>
2020 .....	102.75%
2021 .....	101.375%

At any time and from time to time prior to January 23, 2020, we may redeem the 2017 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2017 Notes plus a premium and any accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to January 23, 2020, we may redeem up to 35% of the aggregate principal amount of the 2017 Notes at a redemption price equal to 105.5% of the principal amount of the 2017 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.



Additionally, if we or a subsidiary guarantor under the 2017 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the 2017 Notes at a redemption price equal to 100% of the principal amount of the 2017 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **JANUARY 2018 NOTES**

On January 23, 2018, we entered into an indenture (as amended or supplemented from time to time, the “January 2018 Indenture”). Pursuant to the January 2018 Indenture, we issued an aggregate principal amount of US\$300,000,000 of the January 2018 Notes on January 23, 2018. The January 2018 Notes were unsecured. As of the date of this offering memorandum, US\$300,000,000 principal amount of the January 2018 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the January 2018 Notes are guaranteed by our existing subsidiaries (the “January 2018 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the January 2018 Indenture. Each of the January 2018 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the January 2018 Notes.

### **Interest**

The January 2018 Notes bear an interest rate of 5.5% *per annum*, payable semi-annually in arrears.

### **Covenants**

Subject to certain conditions and exceptions, the January 2018 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries’ ability to pay dividends;
- transferring assets or making intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## Events of Default

The January 2018 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the January 2018 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the January 2018 Indenture or the holders of at least 25% of the outstanding January 2018 Notes may declare the principal of the January 2018 Notes plus a premium and any accrued and unpaid interest to be immediately due and payable.

## Change of Control

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding January 2018 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## Maturity and Redemption

The maturity date of the January 2018 Notes is January 23, 2023.

At any time and from time to time on or after January 23, 2021, we may redeem the January 2018 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth in the table below if redeemed during each period indicated below, plus any accrued and unpaid interest to the redemption date, if redeemed during the twelve month period beginning on January 23 of each year set forth below:

<b>Period</b>	<b>Redemption Price</b>
2021 .....	102.75%
2022 .....	101.375%

At any time and from time to time prior to January 23, 2021, we may redeem the January 2018 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2018 Notes plus a premium and any accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to January 23, 2021, we may redeem up to 35% of the aggregate principal amount of the January 2018 Notes at a redemption price equal to 105.5% of the principal amount of the January 2018 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the January 2018 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the January 2018 Notes at a redemption price equal to 100% of the principal amount of the January 2018 Notes plus any accrued and unpaid interest, subject to certain conditions.

## APRIL 2018 NOTES

On April 23, 2018, we entered into an indenture (as amended or supplemented from time to time, the "April 2018 Indenture"). Pursuant to the April 2018 Indenture, we issued an aggregate principal amount of US\$500,000,000 of the April 2018 Notes on April 23, 2018. The April 2018 Notes are unsecured. As of the date of this offering memorandum US\$500,000,000 principal amount of the April 2018 Notes is outstanding.

## **Guarantee**

The obligations pursuant to the April 2018 Notes are guaranteed by our existing subsidiaries (the “April 2018 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the April 2018 Indenture. Each of the April 2018 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the April 2018 Notes.

## **Interest**

The April 2018 Notes bear an interest rate of 6.875% *per annum*, payable semi-annually in arrears.

## **Covenants**

Subject to certain conditions and exceptions, the April 2018 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries’ ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## **Events of Default**

The April 2018 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the April 2018 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the April 2018 Indenture of the holders of at least 25% of the outstanding April 2018 Notes may declare the principal of the April 2018 Notes plus a premium any and accrued and unpaid interest to be immediately due and payable.

## **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding April 2018 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## **Maturity and Redemption**

The maturity date of the April 2018 Notes is April 23, 2021.

At any time and from time to time on or after April 23, 2020, we may redeem the Notes, in whole or in part, at a redemption price equal to 102% of the principal amount of the Notes redeemed plus accrued and unpaid interest (if any) to (but not including) the redemption date.

At any time and from time to time prior to April 23, 2020, we may redeem up to 35% of the aggregate principal amount of the April 2018 Notes at a redemption price equal to 106.875% of the principal amount of the April 2018 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the April 2018 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the April 2018 Notes at a redemption price equal to 100% of the principal amount of the April 2018 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **SEPTEMBER 2018 NOTES**

On September 20, 2018, we entered into an indenture (as amended or supplemented from time to time, the “September 2018 Indenture”). Pursuant to the September 2018 Indenture, we issued an aggregate principal amount of CNY1,000,000,000 of the September 2018 Notes on September 20, 2018. The September 2018 Notes are unsecured. As of the date of this offering memorandum CNY1,000,000,000 principal amount of the September 2018 Notes is outstanding.

## **Guarantee**

The obligations pursuant to the September 2018 Notes are guaranteed by our existing subsidiaries (the “September 2018 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the September 2018 Indenture. Each of the September 2018 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the September 2018 Notes.

## **Interest**

The September 2018 Notes bear an interest rate of 7.75% per annum, payable semi-annually in arrears.

## **Covenants**

Subject to certain conditions and exceptions, the September 2018 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;

- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries' ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

### **Events of Default**

The September 2018 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the September 2018 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the September 2018 Indenture of the holders of at least 25% of the outstanding September 2018 Notes may declare the principal of the September 2018 Notes plus a premium any and accrued and unpaid interest to be immediately due and payable.

### **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding September 2018 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

### **Maturity and Redemption**

The maturity date of the September 2018 Notes is September 20, 2020.

At any time and from time to time prior September 20, 2020, we may redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest (if any) to (but not including) the redemption date.

At any time and from time to time prior to September 20, 2020, we may redeem up to 35% of the aggregate principal amount of the September 2018 Notes at a redemption price equal to 107.75% of the principal amount of the September 2018 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the September 2018 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the September 2018 Notes at a redemption price equal to 100% of the principal amount of the September 2018 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **JANUARY 2019 NOTES**

On January 2, 2019, we entered into an indenture (as amended or supplemented from time to time, the “January 2019 Indenture”). Pursuant to the January 2019 Indenture, we issued an aggregate principal amount of US\$400,000,000 of the January 2019 Notes on January 2, 2019. The January 2019 Notes are unsecured. As of the date of this offering memorandum, US\$400,000,000 principal amount of the January 2019 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the January 2019 Notes are guaranteed by our existing subsidiaries (the “January 2019 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the January 2019 Indenture. Each of the January 2019 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the January 2019 Notes.

### **Interest**

The January 2019 Notes bear an interest rate of 7.625% per annum, payable semi-annually in arrears.

### **Covenants**

Subject to certain conditions and exceptions, the January 2019 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries’ ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and

- effecting a consolidation or merger.

## **Events of Default**

The January 2019 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the January 2019 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the January 2019 Indenture of the holders of at least 25% of the outstanding January 2019 Notes may declare the principal of the January 2019 Notes plus a premium any and accrued and unpaid interest to be immediately due and payable.

## **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding January 2019 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## **Maturity and Redemption**

The maturity date of the January 2019 Notes is March 2, 2021.

At any time and from time to time prior March 2, 2021, we may redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest (if any) to (but not including) the redemption date.

At any time and from time to time prior to March 2, 2021, we may redeem up to 35% of the aggregate principal amount of the January 2019 Notes at a redemption price equal to 107.625% of the principal amount of the January 2019 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the January 2019 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the January 2019 Notes at a redemption price equal to 100% of the principal amount of the January 2019 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **FEBRUARY 2019 NOTES**

On February 28, 2019, we entered into an indenture (as amended or supplemented from time to time, the “February 2019 Indenture”). Pursuant to the February 2019 Indenture, we issued an aggregate principal amount of US\$300,000,000 of the February 2019 Notes on February 28, 2019. The February 2019 Notes are unsecured. As of the date of this offering memorandum, US\$300,000,000 principal amount of the February 2019 Notes is outstanding.

## **Guarantee**

The obligations pursuant to the February 2019 Notes are guaranteed by our existing subsidiaries (the “February 2019 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the February 2019 Indenture. Each of the February 2019 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the February 2019 Notes



## **Interest**

The February 2019 Notes bear an interest rate of 7.625% per annum, payable semi-annually in arrears.

## **Covenants**

Subject to certain conditions and exceptions, the February 2019 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock; declaring dividends on its capital stock or purchasing or redeeming capital stock;

- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries' ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## **Events of Default**

The February 2019 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the February 2019 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the February 2019 Indenture of the holders of at least 25% of the outstanding February 2019 Notes may declare the principal of the February 2019 Notes plus a premium any and accrued and unpaid interest to be immediately due and payable.

## **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding February 2019 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## **Maturity and Redemption**

The maturity date of the February 2019 Notes is February 28, 2023.

At any time and from time to time on or after February 28, 2021, we may redeem the February 2019 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth in the table below if redeemed during each period indicated below, plus any accrued and unpaid interest to the redemption date, if redeemed during the twelve month period beginning on February 28 of each year set forth below:

<b>Period</b>	<b>Redemption Price</b>
2021 .....	103.8125%
2022 .....	101%

At any time and from time to time prior to February 28, 2021, we may redeem the February 2019 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the February 2019 Notes plus a premium and any accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to February 28, 2021, we may redeem up to 35% of the aggregate principal amount of the February 2019 Notes at a redemption price equal to 107.625% of the principal amount of the February 2019 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the February 2019 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the February 2019 Notes at a redemption price equal to 100% of the principal amount of the February 2019 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **MARCH 2019 NOTES**

On March 28, 2019, we entered into an indenture (as amended or supplemented from time to time, the “March 2019 Indenture”). Pursuant to the March 2019 Indenture, we issued an aggregate principal amount of US\$255,000,000 of the March 2019 Notes on March 28, 2019 and an aggregate principal amount of US\$300,000,000 of the March 2019 Notes on July 15, 2019. The March 2019 Notes are unsecured. As of the date of this offering memorandum, US\$555,000,000 principal amount of the March 2019 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the March 2019 Notes are guaranteed by our existing subsidiaries and JV subsidiaries (the “March 2019 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the March 2019 Indenture. Each of the March 2019 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the March 2019 Notes.

### **Interest**

The March 2019 Notes bear an interest rate of 6.55% per annum, payable semi-annually in arrears.

## **Covenants**

Subject to certain conditions and exceptions, the March 2019 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries' ability to pay dividends; transferring assets or making intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## **Events of Default**

The March 2019 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the March 2019 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the March 2019 Indenture or the holders of at least 25% of the outstanding March 2019 Notes may declare the principal of the March 2019 Notes plus a premium, if any, and accrued and unpaid interest to be immediately due and payable.

## **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding March 2019 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## **Maturity and Redemption**

The maturity date of the March 2019 Notes is March 28, 2024.

At any time and from time to time on or after March 28, 2024, we may redeem the March 2019 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth in the table below if redeemed during each period indicated below, plus any accrued and unpaid interest to the redemption date, if redeemed during the twelve month period beginning on March 28 of each year set forth below:

<b>Period</b>	<b>Redemption Price</b>
2022 .....	103.275%
2023 .....	101%

At any time and from time to time prior to March 28, 2024, we may redeem the March 2019 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the March 2019 Notes plus a premium and any accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to March 28, 2024, we may redeem up to 35% of the aggregate principal amount of the March 2019 Notes at a redemption price equal to 106.55% of the principal amount of the February 2019 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the March 2019 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the March 2019 Notes at a redemption price equal to 100% of the principal amount of the March 2019 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **JULY 2019 NOTES**

On July 23, 2019, we entered into an indenture (as amended or supplemented from time to time, the “July 2019 Indenture”). Pursuant to the July 2019 Indenture, we issued an aggregate principal amount of RMB1,600,000,000 of the July 2019 Notes on July 23, 2019. The July 2019 Notes are unsecured. As of the date of this offering memorandum RMB1,600,000,000 principal amount of the July 2019 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the July 2019 Notes are guaranteed by our existing subsidiaries (the “July 2019 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the July 2019 Indenture. Each of the July 2019 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium (if any) and interest on, and all other amounts payable under, the July 2019 Notes.

### **Interest**

The July 2019 Notes bear an interest rate of 6.70% per annum, payable semi-annually in arrears.

### **Covenants**

Subject to certain conditions and exceptions, the July 2019 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring or guaranteeing additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;

- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries' ability to pay dividends;
- transfer assets or make intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

### **Events of Default**

The July 2019 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the July 2019 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the July 2019 Indenture of the holders of at least 25% of the outstanding July 2019 Notes may declare the principal of the July 2019 Notes plus a premium any and accrued and unpaid interest to be immediately due and payable.

### **Change of Control**

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding July 2019 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

### **Maturity and Redemption**

The maturity date of the July 2019 Notes is April 23, 2022.

At any time and from time to time on or after July 23, 2021, we may redeem the Notes, in whole or in part, at a redemption price equal to 101.675% of the principal amount of the Notes redeemed plus accrued and unpaid interest (if any) to (but not including) the redemption date.

At any time and from time to time prior July 23, 2021, we may redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest (if any) to (but not including) the redemption date.

At any time and from time to time prior to July 23, 2021, we may redeem up to 35% of the aggregate principal amount of the July 2019 Notes at a redemption price equal to 106.70% of the principal amount of the July 2019 Notes redeemed, plus accrued and unpaid interest (if any) to the redemption date with proceeds from sales of certain kinds of our capital stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the July 2019 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the July 2019 Notes at a redemption price equal to 100% of the principal amount of the July 2019 Notes plus any accrued and unpaid interest, subject to certain conditions.

## **NOVEMBER 2019 NOTES**

On November 7, 2019, we entered into an indenture (as amended or supplemented from time to time, the “November 2019 Indenture”). Pursuant to the November 2019 Indenture, we issued an aggregate principal amount of US\$400,000,000 of the November 2019 Notes on November 7, 2019 and an aggregate principal amount of US\$100,000,000 of the November 2019 Notes on November 15, 2019. The November 2019 Notes are unsecured. As of the date of this offering memorandum, US\$500,000,000 principal amount of the November 2019 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the November 2019 Notes are guaranteed by our existing subsidiaries and JV subsidiaries (the “November 2019 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the November 2019 Indenture. Each of the November 2019 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium and interest on, and all other amounts payable under, the November 2019 Notes.

### **Interest**

The November 2019 Notes bear an interest rate of 6.45% per annum, payable semi-annually in arrears.

### **Covenants**

Subject to certain conditions and exceptions, the November 2019 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries’ ability to pay dividends;
- transferring assets or making intercompany loans;

- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## Events of Default

The November 2019 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the November 2019 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the November 2019 Indenture or the holders of at least 25% of the outstanding November 2019 Notes may declare the principal of the November 2019 Notes plus a premium, if any, and accrued and unpaid interest to be immediately due and payable.

## Change of Control

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding November 2019 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## Maturity and Redemption

The maturity date of the November 2019 Notes is November 7, 2024.

At any time and from time to time on or after November 7, 2022, we may redeem the November 2019 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the November 2019 Notes redeemed set forth below plus accrued and unpaid interest (if any) to (but not including) the redemption date, if redeemed during the twelve-month period beginning on November 7 of each year set forth below:

<b>Period</b>	<b>Redemption Price</b>
2022 .....	103.225%
2023 .....	101%

At any time and from time to time prior to November 7, 2022, we may at our option redeem the November 2019 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the November 2019 Notes plus the applicable premium as of, and accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to November 7, 2022, we may redeem up to 35% of the aggregate principal amount of the November 2019 Notes at a redemption price of 106.45% of the principal amount of the Notes redeemed, plus accrued and unpaid interest (if any) to (but not including) the redemption date with the proceeds from sales of certain kinds of our common stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the November 2019 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the November 2019 Notes at a redemption price equal to 100% of the principal amount of the November 2019 Notes plus any accrued and unpaid interest, subject to certain conditions.



## **JANUARY 2020 NOTES**

On January 16, 2020, we entered into an indenture (as amended or supplemented from time to time, the “January 2020 Indenture”). Pursuant to the January 2020 Indenture, we issued an aggregate principal amount of US\$567,000,000 of the January 2020 Notes on January 16, 2020. The January 2020 Notes are unsecured. As of the date of this offering memorandum, US\$567,000,000 principal amount of the January 2020 Notes is outstanding.

### **Guarantee**

The obligations pursuant to the January 2020 Notes are guaranteed by our existing subsidiaries and JV subsidiaries (the “January 2020 Subsidiary Guarantors”) other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the January 2020 Indenture. Each of the January 2020 Subsidiary Guarantors, jointly and severally, guarantees the due and punctual payment of the principal of, any premium and interest on, and all other amounts payable under, the January 2020 Notes.

### **Interest**

The January 2020 Notes bear an interest rate of 6.0% per annum, payable semi-annually in arrears.

### **Covenants**

Subject to certain conditions and exceptions, the January 2020 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incurring additional indebtedness and issuing disqualified or preferred stock;
- declaring dividends on its capital stock or purchasing or redeeming capital stock;
- making investments or other specified restricted payments;
- issuing or selling capital stock of the related restricted subsidiaries;
- guaranteeing indebtedness of the related restricted subsidiaries;
- selling assets;
- creating liens;
- entering into sale and leaseback transactions;
- entering into agreements that restrict the related restricted subsidiaries’ ability to pay dividends;
- transferring assets or making intercompany loans;
- entering into transactions with shareholders or affiliates; and
- effecting a consolidation or merger.

## Events of Default

The January 2020 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the January 2020 Notes when such payments become due, default in the payment of interest which continues for 30 consecutive days and other events of default. If an event of default occurs and is continuing, the trustee under the January 2020 Indenture or the holders of at least 25% of the outstanding January 2020 may declare the principal of the January 2020 Notes plus a premium, if any, and accrued and unpaid interest to be immediately due and payable.

## Change of Control

Upon the occurrence of certain events of change of control and a rating decline, we are required to make an offer to repurchase all outstanding January 2020 Notes at a purchase price equal to 101% of their principal amount plus any accrued and unpaid interest.

## Maturity and Redemption

The maturity date of the January 2020 Notes is January 16, 2025.

At any time and from time to time on or after January 16, 2023, we may redeem the January 2020 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the January 2020 Notes redeemed set forth below plus accrued and unpaid interest (if any) to (but not including) the redemption date, if redeemed during the twelve-month period beginning on January 16 of each year set forth below:

<b>Period</b>	<b>Redemption</b>
2023 .....	103.0%
2024 .....	101.0%
2025 .....	100.0%

At any time and from time to time prior to January 16, 2023, we may at our option redeem the January 2020 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2020 Notes plus the applicable premium as of, and accrued and unpaid interest (if any) to the redemption date.

At any time and from time to time prior to January 16, 2023, we may redeem up to 35% of the aggregate principal amount of the January 2020 Notes at a redemption price of 106.0% of the principal amount of the Notes redeemed, plus accrued and unpaid interest (if any) to (but not including) the redemption date with the proceeds from sales of certain kinds of our common stock, subject to certain conditions.

Additionally, if we or a subsidiary guarantor under the January 2020 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the January 2020 Notes at a redemption price equal to 100% of the principal amount of the January 2020 Notes plus any accrued and unpaid interest, subject to certain conditions.

## OFFSHORE BILATERAL FACILITY AGREEMENTS

We have entered into bilateral facility agreements with various offshore banks and financial institutions. As of the date of this offering memorandum, the aggregate outstanding amount under these loans totaled approximately US\$416.0 million. Our bilateral offshore facilities have terms ranging up to 3.5 years. Our bilateral offshore bank loans are typically secured by our certain subsidiaries which are incorporated outside of the PRC or by standby letters of credit or require our onshore subsidiaries to maintain a deposit balance equivalent to the outstanding amount of the loan.

## **Interest**

The principal amounts outstanding under the bilateral offshore bank loans generally bear interest at floating rates typically calculated with reference to the Hong Kong Interbank Offered Rate, HASE RMB Prime Rate or London Interbank Offered Rate.

## **Covenants**

Under these facility agreements, we have agreed, among others, to certain customary covenants and restrictions, including financial covenants relating to our consolidated tangible net worth and consolidated net borrowings and interest coverage ratios. We have also agreed not to declare or pay any dividend payment or income distribution in excess of a certain percentage of our consolidated net profit after tax in any financial year.

## **Events of Default**

The bilateral offshore facilities contain certain customary events of default, including insolvency and breaches of the terms of the agreements. If an event of default occurs, the lenders are entitled to terminate all or any part of the total commitment and/or declare all or part of any amounts outstanding immediately due and payable.

## **2017 CLUB LOAN FACILITIES**

On December 30, 2016, we entered into a facility agreement with a greenshoe option in connection with multi-currency term loan facilities (the “2017 Club Loan Facilities”) with a group of financial institution lenders. The 2017 Club Loan Facilities include RMB term loan facilities (“RMB Tranche”) with an aggregate amount of RMB1,980 million with final maturity of 36 months after the first utilization date of the RMB Tranche and HK dollar/US dollar term loan facilities (“HKD/USD Tranche”) with an aggregate amount of HK\$1,916.3 million with final maturity of 48 months after the first utilization date of the HKD/USD Tranche. On January 25, 2017, we received relevant lenders’ letter of consent, under which the onshore sub-tranche of the RMB Tranche under the 2017 Club Loan Facilities of RMB1,180.0 million was cancelled. On February 8, 2017 and March 22, 2017, various additional lenders signed Additional Lender Accession Letters (as defined under the 2017 Club Loan Facilities) for a total of HK\$1,004.0 million. As of the date of this offering memorandum, a total amount of HK\$1,898.2 million is outstanding under the 2017 Club Loan Facilities. The proceeds of the 2017 Club Loan Facilities are to be used primarily to refinance existing indebtedness and for general corporate funding purposes.

## **Interest**

Under the facility agreement for the 2017 Club Loan Facilities, the interest rate applicable for the HKD/USD Tranche is LIBOR, in the case of a U.S. dollar loan, or HIBOR, in the case of a Hong Kong dollar loan, in each case, plus a margin of 3.70% per annum. Under the facility agreement for the 2017 Club Loan Facilities, the interest rate applicable for the RMB tranche is the official lending rate per annum as promulgated and announced by the PBOC for term loans with a tenor of one to five years on either January 1 or July 1 which occurs immediately prior to the last day of the interest period. If we fail to pay the sum due on its payment date, interest shall accrue on the unpaid sum from the due date up to the date of actual payment, and the interest on an overdue amount (provided that such overdue amount is not a principal amount of the loan) is payable at a rate determined by the facility agent to be 2% *per annum* higher than the rate which would have been payable.

## **Maturity and Prepayment**

The 2017 Club Loan Facilities are repayable in five installments and in the amounts as follows: (i) 10% of the loan facilities outstanding as of the last day of the availability period (the “Balance”) is due 24 months after the first utilization date; (ii) another 10% of the Balance is due 30 months after the first utilization date; (iii) 15% of the Balance is due 36 months after the first utilization date; (iv) 15% of the Balance is due 42 months after the first utilization date and (v) 50% of the Balance is due 48 months after the first utilization date.

## **Guarantee and Indemnity**

Our obligations under the facility agreement are guaranteed by our certain subsidiaries which are incorporated outside the PRC.

## **Covenants**

Pursuant to the facility agreement, we agreed to the following financial covenants:

- our consolidated tangible net worth as of the end of our financial period (the “Relevant Period,” defined as any 12-month period ended on the last day of our financial year (i.e. December 31) or the first six months of our financial year (i.e. June 30), is not less than RMB11,000.0 million;
- the ratio of our consolidated net borrowings to the consolidated tangible net worth does not, for any Relevant Period, exceed 85%;
- the ratio of our consolidated onshore borrowings to the consolidated total assets does not, for any Relevant Period, exceed 40%; and
- the ratio of our consolidated EBITDA to consolidated interest expense will not, for any Relevant Period, be less than 3.0.

We have further agreed, among other things, that we will not (i) declare or pay any dividends or make any other distribution in the form of cash to our shareholders in excess of 35% of our consolidated net profit after tax in any financial year; or (ii) create or allow to exist any mortgage, charge, pledge, lien or other security interest or enter into any other arrangement or transaction primarily as a method of raising financial indebtedness or of financing the acquisition of an asset, unless such security interest falls under certain exceptions, or is at creation extended rateably and equally to the lenders under the facility agreement, or is consented to by the lenders in writing.

## **Events of Default**

The facility agreement contains certain customary events of default, including insolvency and breaches of the terms of the facility agreement. The facility agent, as directed by the majority lenders, is entitled to terminate all or any part of the total commitment and/or declare that all or part of any amounts outstanding immediately due and payable and/or payable on demand by the facility agent acting on the instructions of the majority lenders.

## **SEPTEMBER 2017 CLUB LOAN FACILITIES**

On September 4, 2017, we entered into a facility agreement in connection with a US\$135,000,000 facility with a syndicate of original lenders and with Standard Chartered Bank (Hong Kong) Limited acting as coordinator, mandated lead arranger, bookrunner, facility agent and security agent. In December 2017 and January 2018, certain banks signed Additional Lender Accession Letters (as defined under the September 2017 Club Loan Facilities) for a total of US\$154.7 million.

The proceeds of the September 2017 Club Loan Facilities are to refinance our existing indebtedness or for general corporate purposes. We have drawn down the September 2017 Club Loan Facilities in full. As of the date of this offering memorandum, a total amount of US\$173.4 million is outstanding under the September 2017 Club Loan Facilities.

### **Interest**

Under the facility agreement, the interest rate applicable for an interest period is LIBOR plus a margin of 3.3% per annum. If we fail to pay the sum due on its payment date, interest shall accrue on the unpaid sum from the due date up to the date of actual payment, and interest on an overdue amount (provided that such overdue amount is not a principal amount of the loan) is payable at a rate determined by the facility agent to be 2% per annum above the rate which would have been payable.

### **Maturity and Prepayment**

The loan facility is repayable in three installments and in the amounts as follows: (i) on the date falling 24 months after the date of the facility agreement, 20% of the loan facility outstanding as of the last day of the availability period (the “Balance”); (ii) on the date falling 30 months after the date of the facility agreement, 20% of the Balance; and (iii) on the date falling 36 months after the date of the facility agreement, 60% of the Balance. We have the right to prepay the facility by giving not less than 14 days’ prior written notice (or such shorter period as the majority lenders may agree), subject to certain conditions.

### **Guarantee and Indemnity**

Our obligations under the facility agreement are guaranteed by our certain subsidiaries which are incorporated outside of the PRC.

### **Covenants**

Pursuant to the facility agreement, we agreed to the following financial covenants:

- our consolidated tangible net worth shall not at any time be less than RMB13,000,000,000;
- the ratio of consolidated net borrowings to consolidated tangible net worth will not, for any “Relevant Period,” defined as any 12-month period ended on the last day of our financial year (December 31) or the first six months of our financial year (June 30), exceed 95%;
- the ratio of our consolidated onshore borrowings to consolidated tangible total assets will not, for any Relevant Period, exceed 40%; and
- the ratio of our consolidated EBITDA to consolidated interest expense will not, for any Relevant Period, be less than 2.75:1.0.

We have further agreed, among other things, that we will not (i) declare or pay any dividends or make any other distribution in the form of cash to our shareholders in excess of 35% of our consolidated net profit after tax in any financial year; or (ii) create or allow to exist any mortgage, charge, pledge, lien or other security interest or enter into any other arrangement or transaction primarily as a method of raising financial indebtedness or of financing the acquisition of an asset, unless such security interest falls under certain exceptions, or is at creation extended rateably and equally to the lenders under the facility agreement, or is consented to by the lenders in writing.

### **Events of Default**

The facility agreement contains certain customary events of default, including insolvency and breaches of the terms of the facility agreement. The facility agent, as directed by the majority lenders, is entitled to terminate all or any part of the total commitment and/or declare that all or part of any amounts outstanding immediately due and payable and/or payable on demand by the facility agent acting on the instructions of the majority lenders.

### **MARCH 2018 CLUB LOAN FACILITIES**

On March 28, 2018, we entered into a facility agreement with an accession option in connection with transferable US dollar and HK dollar term loan facilities (the “March 2018 Club Loan Facilities”) with a group of financial institution lenders. The March 2018 Club Loan Facilities have an aggregate initial amount of HK\$500 million (with an accession option of additional US\$440 million from other accession lenders) with final maturity of 42 months after the first utilization date. On June 29, 2018 and February 1, 2019, various additional lenders signed Additional Lender Accession Letters (as defined under the March 2018 Club Loan Facilities) for a total of HK\$1,130 million and US\$34 million.

The proceeds of the March 2018 Club Loan Facilities are to be used primarily to refinance the existing indebtedness and for general corporate funding purposes. As of the date of this offering memorandum, a total amount of HK\$1,467 million and USD30.6 million are outstanding under the March 2018 Club Loan Facilities.

### **Interest**

Under the facility agreement, the interest rate applicable for an interest period is LIBOR, in the case of a U.S. dollar loan, or HIBOR, in the case of a Hong Kong dollar loan, in each case, plus a margin of 3.32% per annum. If we fail to pay the sum due on its payment date, interest shall accrue on the unpaid sum from the due date up to the date of actual payment, and interest on an overdue amount (provided that such overdue amount is not a principal amount of the loan) is payable at a rate determined by the facility agent to be 2% per annum above the rate which would have been payable.

### **Maturity and Prepayment**

The loan facility is repayable in three installments and in the amounts as follows: (i) on the date falling 24 months after the date of the facility agreement, 10% of the loan facility outstanding as of the last day of the availability period (the “Balance”); (ii) on the date falling 30 months after the date of the facility agreement, 10% of the Balance; (iii) on the date falling 36 months after the date of the facility agreement, 15% of the Balance; and (iv) on the date falling 42 months after the date of the facility agreement, 65% of the Balance. We have the right to prepay the facility by giving not less than 14 days’ prior written notice (or such shorter period as the majority lenders may agree), subject to certain conditions.

## **Guarantee and Indemnity**

Our obligations under the facility agreement are guaranteed by our certain subsidiaries which are incorporated outside of the PRC.

## **Covenants**

Pursuant to the facility agreement, we agreed to the following financial covenants:

- our consolidated tangible net worth shall not at any time be less than RMB20,000,000,000;
- the ratio of consolidated net borrowings to consolidated tangible net worth will not, for any “Relevant Period,” defined as any 12-month period ended on the last day of our financial year (December 31) or the first six months of our financial year (June 30), exceed 95%;
- the ratio of our consolidated onshore borrowings to consolidated tangible total assets will not, for any Relevant Period, exceed 40%; and
- the ratio of our consolidated EBITDA to consolidated interest expense will not, for any Relevant Period, be less than 2.75:1.0.

We have further agreed, among other things, that we will not (i) declare or pay any dividends or make any other distribution in the form of cash to our shareholders in excess of 35% of our consolidated net profit after tax in any financial year; or (ii) create or allow to exist any mortgage, charge, pledge, lien or other security interest or enter into any other arrangement or transaction primarily as a method of raising financial indebtedness or of financing the acquisition of an asset, unless such security interest falls under certain exceptions, or is at creation extended rateably and equally to the lenders under the facility agreement, or is consented to by the lenders in writing.

## **Events of Default**

The facility agreement contains certain customary events of default, including insolvency and breaches of the terms of the facility agreement. The facility agent, as directed by the majority lenders, is entitled to terminate all or any part of the total commitment and/or declare that all or part of any amounts outstanding immediately due and payable and/or payable on demand by the facility agent acting on the instructions of the majority lenders.

## **FEBRUARY 2020 FACILITIES**

On February 18, 2020, we entered into a facility agreement in connection with a US\$200,000,000 facility (“the February 2020 Facilities”) with Standard Chartered Bank (Hong Kong) Limited acting as coordinator, original lender, facility agent and security agent. The proceeds of the February 2020 Facilities are to refinance our existing indebtedness. We have drawn down the February 2020 Facilities in full. As of the date of this offering memorandum, a total amount of US\$53.0 million is outstanding under the February 2020 Facilities.

## **Interest and Repayment**

Under the facility agreement, the interest rate applicable for an interest period is LIBOR plus a margin of 3.4% per annum.

We shall repay the outstanding loan amount in full on the day which falls six (6) months after the first utilization date.



## **Guarantee and Indemnity**

Our obligations under the facility agreement are guaranteed by our certain subsidiaries which are incorporated outside of the PRC.

## **Covenants**

Pursuant to the facility agreement, we agreed to the following financial covenants:

- our consolidated tangible net worth shall not at any time be less than RMB20,000,000,000;
- the ratio of consolidated net borrowings to consolidated tangible net worth will not, for any “Relevant Period,” defined as any 12-month period ended on the last day of our financial year (December 31) or the first six months of our financial year (June 30), exceed 95%;
- the ratio of our consolidated onshore borrowings to consolidated tangible total assets will not, for any Relevant Period, exceed 40%; and
- the ratio of our consolidated EBITDA to consolidated interest expense will not, for any Relevant Period, be less than 2.75:1.0.

## **Events of Default**

The facility agreement contains certain customary events of default, including insolvency and breaches of the terms of the facility agreement. The facility agent, as directed by the majority lenders, is entitled to terminate all or any part of the total commitment and/or declare that all or part of any amounts outstanding immediately due and payable and/or payable on demand by the facility agent acting on the instructions of the majority lenders.

## **APRIL 2020 FACILITIES**

On April 3, 2020, we entered into a facility agreement in connection with multi-currency term loan facilities (“the April 2020 Facilities”) with a group of financial institution lenders. The proceeds of the April 2020 Facilities are to refinance our existing indebtedness and for general corporate funding requirements. On April 23, 2020, April 24, 2020, April 27, 2020 and June 30, 2020, various additional lenders signed Additional Lender Accession Letters (as defined under the April 2020 Facilities) for a total of HK\$1,376.5 million and US\$489.0 million. As of the date of this offering memorandum, a total amount of HK\$1,376.5 million and US\$489.0 million is outstanding under the April 2020 Facilities.

## **Interest and Repayment**

Under the facility agreement, the interest rate applicable for an interest period is LIBOR plus a margin of 3.0% per annum for the USD tranche term loan facilities and HIBOR plus a margin of 3.0% per annum for the HKD tranche term loan facilities, respectively.

The April 2020 Facilities are repayable in four installments and in the amount as follows: (i) 10% of the loan facilities outstanding as of the last day of the availability period (the “Balance”) is due 24 months after the first utilization date; (ii) another 10% of the Balance is due 30 months after the first utilization date; (iii) 15% of the Balance is due 36 months after the first utilization date; and (iv) 65% of the Balance is due 42 months after the first utilization date.

## **Guarantee and Indemnity**

Our obligations under the facility agreement are guaranteed by our certain subsidiaries which are incorporated outside of the PRC.

## **Covenants**

Pursuant to the facility agreement, we agreed to the following financial covenants:

- our consolidated tangible net worth shall not at any time be less than RMB20,000,000,000;
- the ratio of consolidated net borrowings to consolidated tangible net worth will not, for any “Relevant Period,” defined as any 12-month period ended on the last day of our financial year (December 31) or the first six months of our financial year (June 30), exceed 95%;
- the ratio of our consolidated onshore borrowings to consolidated tangible total assets will not, for any Relevant Period, exceed 40%; and
- the ratio of our consolidated EBITDA to consolidated interest expense will not, for any Relevant Period, be less than 2.75:1.0.

## **Events of Default**

The facility agreement contains certain customary events of default, including insolvency and breaches of the terms of the facility agreement. The facility agent, as directed by the majority lenders, is entitled to terminate all or any part of the total commitment and/or declare that all or part of any amounts outstanding immediately due and payable and/or payable on demand by the facility agent acting on the instructions of the majority lenders.

## **2017 PERPETUAL SECURITIES**

On August 24, 2017, we issued an aggregate principal amount of US\$300,000,000 perpetual capital securities (the “August 2017 Perpetual Securities”). As of the date of this offering memorandum, we had a total of US\$300,000,000 aggregate principal amount of the August 2017 Perpetual Securities outstanding.

## **Distribution**

The August 2017 Perpetual Securities confer a right to securities holders a right to receive distributions semi-annually in arrear, on February 24 and August 24 in each year, at the following distribution rates:

- (i) an initial distribution rate of 5.375% per annum from and including the issue date to and excluding the first reset date of August 24, 2022, and
- (ii) in respect of the periods, (a) from and including the first reset date to and excluding the immediately following reset date and (b) from and including each reset date falling after the first reset date to and excluding the immediately following reset date, the U.S. treasury rate with respect to the relevant reset date plus the initial spread plus the step-up margin per annum.

We have the option to redeem the securities upon the occurrence of a change of control triggering event. If we do not elect to redeem, the applicable distribution rate will increase by 5% per annum beginning from the next distribution payment date.

Subject to certain conditions, we may elect to defer a distribution which is otherwise scheduled to be paid on a distribution payment date to the next distribution payment date.

### **Maturity and Redemption**

There is no fixed maturity date for the August 2017 Perpetual Securities. We may redeem the Perpetual Capital Securities, in whole, but not in part on the first reset date or any business day after the first reset date.

The August 2017 Perpetual Securities may be redeemed at our option in whole, but not in part, at any time, at their principal amount together with all outstanding arrears of distribution and additional distribution amount (if any) and any distribution accrued to the date fixed for redemption, upon the occurrence of certain changes in, or amendment to, the laws or regulations of the Cayman Islands or any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations requiring the payment of additional tax amounts and such obligation cannot be avoided by us taking reasonable measures available to it.

We may at our option, at any time, redeem in whole, but not in part, the August 2017 Perpetual Securities at their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and any additional distribution amount), provided that prior to the date of such notice at least 80% in principal amount of the August 2017 Perpetual Securities originally issued has already been redeemed or purchased and cancelled.

We may also at our option, at any time, subject to certain conditions, to redeem, in whole but not in part, the August 2017 Perpetual Securities at (i) 101% of their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and additional distribution amount) if such redemption occurs prior to the first reset date or (ii) their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and additional distribution amount) if such redemption occurs on or after the first reset date, if (a) an equity disqualification event or (b) a change of control triggering event, has occurred and is continuing.

### **DECEMBER 2017 PERPETUAL SECURITIES**

On December 19, 2017, we issued an aggregate principal amount of US\$300,000,000 perpetual capital securities (the “**December 2017 Perpetual Securities**”). As of the date of this offering memorandum, we had a total of US\$300,000,000 aggregate principal amount of the December 2017 Perpetual Securities outstanding.

#### **Distribution**

The December 2017 Perpetual Securities confer a right to securities holders a right to receive distributions semi-annually in arrear, on February 28 and August 28 in each year, at the following distribution rates:

- (i) an initial distribution rate of 5.375% per annum from and including the issue date to and excluding the first reset date of August 28, 2021, and

- (ii) in respect of the periods, (a) from and including the first reset date to and excluding the immediately following reset date and (b) from and including each reset date falling after the first reset date to and excluding the immediately following reset date, the U.S. treasury rate with respect to the relevant reset date plus the initial spread plus the step-up margin per annum.

We have the option to redeem the securities upon the occurrence of a change of control triggering event. If we do not elect to redeem, the applicable distribution rate will increase by 5% per annum beginning from the next distribution payment date.

Subject to certain conditions, we may elect to defer a distribution which is otherwise scheduled to be paid on a distribution payment date to the next distribution payment date.

### **Maturity and Redemption**

There is no fixed maturity date for the December 2017 Perpetual Securities. We may redeem the Perpetual Capital Securities, in whole, but not in part on the first reset date or any business day after the first reset date.

The December 2017 Perpetual Securities may be redeemed at our option in whole, but not in part, at any time, at their principal amount together with all outstanding arrears of distribution and additional distribution amount (if any) and any distribution accrued to the date fixed for redemption, upon the occurrence of certain changes in, or amendment to, the laws or regulations of the Cayman Islands or any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations requiring the payment of additional tax amounts and such obligation cannot be avoided by us taking reasonable measures available to it.

We may at our option, at any time, redeem in whole, but not in part, the December 2017 Perpetual Securities at their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and any additional distribution amount), provided that prior to the date of such notice at least 80% in principal amount of the December 2017 Perpetual Securities originally issued has already been redeemed or purchased and cancelled.

We may also at our option, at any time, subject to certain conditions, to redeem, in whole but not in part, the December 2017 Perpetual Securities at (i) 101% of their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and additional distribution amount) if such redemption occurs prior to the first reset date or (ii) their principal amount together with any distribution accrued to the date fixed for redemption (including any arrears of distribution and additional distribution amount) if such redemption occurs on or after the first reset date. if (a) an equity disqualification event or (b) a change of control triggering event. has occurred and is continuing.

### **ONSHORE BONDS**

#### **First Tranche of 2015 Onshore Bonds**

In 2015, we issued two tranches of public domestic corporate bonds in the PRC. On October 15, 2015, we issued First Tranche of 2015 Onshore Bonds in the aggregate principal amount of RMB3.495 billion with a coupon rate of 4.95% *per annum* with a maturity of five years, with a right to adjust the coupon rate and a right of redemption exercisable by holders at the end of the first three-year period. As of the date of this offering memorandum, the entire principal amount of the First Tranche of 2015 Onshore Bonds has been fully repaid.

## **Second Tranche of 2015 Onshore Bonds**

On November 12, 2015, we issued the Second Tranche of 2015 Onshore Bonds in the aggregate principal amount of RMB500 million with a coupon rate of 5.96% *per annum* with a maturity of five years. As of the date of this offering memorandum, the entire principal amount of the Second Tranche of 2015 Onshore Bonds is outstanding.

## **Second Tranche of 2016 Onshore Bonds**

We issued our 4.99% non-public domestic corporate bonds due 2018 issued on January 22, 2016 in the aggregate principal amount of RMB2,000,000,000. We have fully redeemed the First Tranche of 2016 Onshore Bonds as of the date of this offering memorandum.

In September 2016, we issued the second tranche of our non-public domestic corporate bonds in the PRC. On September 26, 2016, we issued the Second Tranche of 2016 Onshore Bonds in the aggregate amount of RMB4.0 billion comprising: (i) a principal amount of RMB3.5 billion at a coupon rate of 4.30% *per annum* and a tenure of five years. At the end of the third year after the issuance, we have the right to adjust the coupon rate and investors have the option to require the issuer, our wholly-owned subsidiary incorporated in the PRC, to repurchase the bonds, and (ii) a principal amount of RMB500.0 million at a coupon rate of 5.50% *per annum* and a tenure of five years. The proceeds from the issuance of the Second Tranche of 2016 Onshore Bonds will be used for repayment of debts and replenishment of our general working capital. The Second Tranche of 2016 Onshore Bonds are listed on the Shanghai Stock Exchange. As of the date of this offering memorandum, the entire principal amount of the Second Tranche of 2016 Onshore Bonds is outstanding.

## **2018 Onshore Bonds**

On March 22, 2018, we issued the 2018 Onshore Bonds in the aggregate amount of RMB3.5 billion comprising: (i) a principal amount of RMB0.8 billion at a coupon rate of 6.50% *per annum* and a tenure of four years. At the end of the second year after the issuance, we have the right to adjust the coupon rate and investors have the option to require the issuer, our wholly owned subsidiary incorporated in the PRC, to repurchase the bonds, and (ii) a principal amount of RMB2.7 billion at a coupon rate of 6.80% *per annum* and a tenure of five years. At the end of the third year after the issuance, we have the right to adjust the coupon rate and investors have the option to require the issuer, our wholly owned subsidiary incorporated in the PRC, to repurchase the bonds. The proceeds from the issuance of the 2018 Onshore Bonds will be used for repayment of loans. The 2018 Onshore Bonds are listed on the Shanghai Stock Exchange. As of the date of this offering memorandum, the entire principal amount of the 2018 Onshore Bonds is outstanding.

## **First and Second Tranches of 2018 Onshore Corporate Bonds**

On August 8, 2018, we issued the First Tranche of 2018 Onshore Corporate Bonds in the aggregate principal amount of RMB2,500,000,000 with a coupon rate of 5.46% *per annum* and a tenure of three years. As of the date of this offering memorandum, the entire principal amount of the First Tranche of 2018 Onshore Corporate Bonds is outstanding.

On September 19, 2018, we issued the Second Tranche of 2018 Onshore Corporate Bonds in the aggregate principal amount of RMB875,000,000 with a coupon rate of 6.39% *per annum* and a tenure of four years. As of the date of this offering memorandum, the entire principal amount of the Second Tranche of 2018 Corporate Bonds is outstanding.

## **Covenants**

Under the terms of these Onshore Bonds, we have agreed, among others, to undertake certain measures if we are or expect to be unable to repay the principal of the bonds or any interests, including:

- no distribution of profits to shareholders;
- suspension of major external investments, mergers and acquisitions and other capital expenditure projects;
- reduction or suspension of wages and bonuses of directors and senior management; and
- prohibition of resignation or transfer of primary responsible person.

## **Events of Default**

The Onshore Bonds contain certain events of default, including but not limited to, i) breach of the bond issue offering circular, fiduciary management agreement, information disclosure obligations and laws and regulations and ii) failure to repay the payable interest and principal on due date. Upon the occurrence of an event of default, bond holders are entitled to declare the interest and principal immediately due and payable in writing through the meeting of bond holders upon the satisfaction of certain conditions specified in the bond issue offering circular.

## **LOAN GUARANTEES**

We have provided guarantees to our joint ventures and associates for their onshore and/or offshore bank loans. As of December 31, 2019, our aggregate amount of such guarantees provided in respect of the bank loans made by the joint ventures and associates amounted to RMB13,402.5 million (US\$1,925.1 million).

## DESCRIPTION OF THE NOTES

For purposes of this “Description of the Notes,” the term “Company” refers only to CIFI Holdings (Group) Co. Ltd., and any successor obligor on the Notes, and not to any of its Subsidiaries. Each Subsidiary of the Company which guarantees the Notes is referred to as a “Subsidiary Guarantor”, and each such Guarantee is referred to as a “Subsidiary Guarantee.” Each Subsidiary of the Company that in the future provides a JV Subsidiary Guarantee (as defined below) is referred to as a “JV Subsidiary Guarantor”.

The Notes are to be issued under an indenture (the “Indenture”), to be dated as of July 20, 2020, among the Company, the Subsidiary Guarantors and China Construction Bank (Asia) Corporation Limited, as trustee (the “Trustee”).

The following is a summary of the material provisions of the Indenture, the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees. This summary does not purport to be complete, and is subject to, and is qualified in its entirety by reference to, all of the provisions of the Indenture, the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees. It does not restate those agreements in their entirety. Whenever particular sections or defined terms of the indenture not otherwise defined herein are referred to, such sections or defined terms are incorporated herein by reference. Copies of the Indenture will be available for inspection upon prior written request on or after the Original Issue Date at the corporate trust office of the Trustee at 20/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong.

### Brief Description of the Notes

The Notes are:

- general obligations of the Company;
- senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes;
- at least *pari passu* in right of payment with each series of the Existing Notes and all other unsecured, unsubordinated Indebtedness of the Company (subject to any priority rights of such unsecured, unsubordinated Indebtedness pursuant to applicable law);
- guaranteed by the Subsidiary Guarantors and the JV Subsidiary Guarantors, if any, on a senior basis, subject to the limitations described below under the caption “— The Subsidiary Guarantees and the JV Subsidiary Guarantees” and in “Risk Factors — Risks Relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees” of this offering memorandum;
- effectively subordinated to the secured obligations of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor; and
- effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries (as defined below) (including, without limitation, the Existing Notes and other Indebtedness Guaranteed by the Designated Non-Guarantors). See “Risk Factors — Risks Relating to the Notes — Our payment obligations under the Notes will be subordinated to all existing and future obligations of the Designated Non-Guarantors, including, without limitation, the Existing Notes.”

The Notes will mature on October 20, 2025, unless earlier redeemed pursuant to the terms thereof and the Indenture.



The Notes will bear interest at 5.95% per annum from the Original Issue Date or from the most recent interest payment date to which interest has been paid or duly provided for, payable semi-annually in arrears on April 20 and October 20 of each year (each an “Interest Payment Date”) (except that the first interest payment will be made on April 20, 2021 with respect to the period from and including July 20, 2020 to but excluding April 20, 2021). Interest on the Notes will be paid to the Holders of record at the close of business on April 5 or October 5 immediately preceding an Interest Payment Date (each, a “Record Date”), notwithstanding any transfer, exchange or cancellation thereof after a Record Date and prior to the immediately following Interest Payment Date. Interest on the Notes will be calculated on the basis of a 360-day year comprised of twelve 30-day months. So long as the Notes are held in global form, each payment in respect of the Global Note will be made to the person shown as the holder of the Notes in the Note register at the close of business (of the relevant clearing system) on the Clearing System Business Day before the due date for such payments, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive) except December 25 and January 1.

Except as described under “— Optional Redemption” and “— Redemption for Taxation Reasons” below and otherwise provided in the Indenture, the Notes may not be redeemed prior to maturity (unless they have been repurchased by the Company).

In any case in which the date of the payment of principal of, premium on or interest on the Notes is not a Business Day in the relevant place of payment or in the place of business of the Paying Agent, then payment of such principal, premium or interest need not be made on such date but may be made on the next succeeding Business Day. Any payment made on such Business Day shall have the same force and effect as if made on the date on which such payment is due and no interest on the Notes shall accrue for the period after such date.

The Indenture allows additional Notes to be issued from time to time (the “Additional Notes”), subject to certain limitations described under “— Further Issues.” Unless the context requires otherwise, references to the “Notes” for all purposes of the Indenture and this “Description of the Notes” include any Additional Notes that are actually issued.

The Notes will be issued only in fully registered form, without coupons, in denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. No service charge will be made for any registration of transfer or exchange of the Notes, but the Company, the Paying and Transfer Agent and the Registrar may require payment of a sum sufficient to cover any transfer tax or other similar governmental charge payable in connection therewith.

All payments on the Notes will be made by wire transfer in U.S. dollars by the Company at the office or agency of the Company maintained for that purpose (which initially will be the specified office of the Paying and Transfer Agent of the Notes, currently located at 20/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong), and the Notes may be presented for registration of transfer or exchange at such office or agency; *provided* that, at the option of the Company, payment of interest may instead be made by wire transfer to a U.S. account maintained by or on behalf of the Holder and notified in writing to the Paying and Transfer Agent. Interest payable on the Notes held through Euroclear or Clearstream will be available to Euroclear or Clearstream participants (as defined herein) on the Business Day following payment thereof.

## The Subsidiary Guarantees and the JV Subsidiary Guarantees

The initial Subsidiary Guarantors that will execute the Indenture on the Original Issue Date will include Xu Sheng Limited and CIFI Enterprises Co. Limited.

The initial Subsidiary Guarantors are holding companies that do not have significant operations. None of the existing or future Restricted Subsidiaries organized under the laws of the PRC (the “PRC Non-Guarantor Subsidiaries”) will provide a Subsidiary Guarantee or JV Subsidiary Guarantee on the Original Issue Date or at any time in the future. Other than the initial Subsidiary Guarantors, none of the Company’s other Restricted Subsidiaries organized outside the PRC (the “Initial Other Non-Guarantor Subsidiaries”) will provide a Subsidiary Guarantee or JV Subsidiary Guarantee on the Original Issue Date or at any time in the future unless any of such subsidiaries has after the Original Issue Date executed a Subsidiary Guarantee or a JV Subsidiary Guarantee in accordance with the terms of the Notes or the Indenture.

In the case of a Restricted Subsidiary that is, or is proposed by the Company or any Restricted Subsidiary to be, established after the Original Issue Date or any entity in respect of which the Company or any Restricted Subsidiary (x) in the case of a Restricted Subsidiary, is proposing to sell, whether through the sale of existing shares or the issuance of new shares, no less than 20% and no more than 49.9% of the Capital Stock of such Restricted Subsidiary or (y) in the case of any other entity, is proposing to purchase no less than 50.1% of the Capital Stock of an Independent Third Party such that it becomes a non-Wholly Owned Subsidiary of the Company and designate such entity as a Restricted Subsidiary, the Company may (in each case, to the extent such new Restricted Subsidiary is not incorporated under the laws of the PRC or an Exempted Subsidiary), concurrently with or as soon as practicable after the consummation of such establishment, sale or purchase, cause (a) such new Restricted Subsidiary and (b) the Restricted Subsidiaries of such new Restricted Subsidiary that are organized in any jurisdiction other than the PRC (other than Exempted Subsidiaries) to provide a JV Subsidiary Guarantee (as defined below) instead of a Subsidiary Guarantee, if the following conditions, in the case of both (a) and (b), are satisfied:

- as of the date of execution of the JV Subsidiary Guarantee (as defined below), no document exists that is binding on the Company or the relevant Restricted Subsidiary that would have the effect of (a) prohibiting the Company or such Restricted Subsidiary from causing such JV Subsidiary Guarantee to be provided or (b) requiring the Company or such Restricted Subsidiary to deliver or keep in place a guarantee on terms that are more favorable to the recipients of such guarantee than the JV Subsidiary Guarantee;
- such sale or issuance of Capital Stock (where applicable) is made to an Independent Third Party at a consideration that is not less than the Fair Market Value of such Capital Stock (or, as the case may be, such purchase of Capital Stock (where applicable) is made from an Independent Third Party at a consideration that is not more than the Fair Market Value of such Capital Stock); *provided* that no such appraisal is required if the sale, issuance or purchase of Capital Stock is made within 180 days after land use rights are acquired by such JV Subsidiary Guarantor or any Restricted Subsidiary of such JV Subsidiary Guarantor;
- all capital contributions (by way of transfer of cash or other property or any payment for property or services for the use of others or otherwise) to be made into a JV Subsidiary Guarantor from the date of the sale of existing Capital Stock or issuance of new Capital Stock as referred to above shall be made directly or by contribution of assets or services having an equivalent Fair Market Value by (i) the Company and its Restricted Subsidiaries and (ii) such Independent Third Party that purchased or subscribed for Capital Stock in the

JV Subsidiary Guarantor in proportion to their respective direct or indirect ownership percentages of the Capital Stock of such JV Subsidiary Guarantor or on a basis more favorable to the Company;

- concurrently with providing the JV Subsidiary Guarantee, the Company shall or shall cause such JV Subsidiary Guarantor to deliver to the Trustee:
  - (i) (A) a duly executed Guarantee of such JV Subsidiary Guarantor (the “JV Subsidiary Guarantee”) and each Restricted Subsidiary (if any) of such JV Subsidiary Guarantor that is not organized under the laws of the PRC or an Exempted Subsidiary, and (B) a duly executed supplemental indenture to the Indenture pursuant to which such JV Subsidiary Guarantor will guarantee the payment of the Notes, each of which provides, among other things, that the aggregate claims of the Trustee and the Holders under such JV Subsidiary Guarantee and all JV Subsidiary Guarantees provided by the Restricted Subsidiaries and shareholders of such JV Subsidiary Guarantor will be limited to the JV Entitlement Amount;
  - (ii) an Officers’ Certificate certifying a copy of the Board Resolution to the effect that such JV Subsidiary Guarantee has been approved by a majority of the disinterested members of the Board of Directors; and
  - (iii) a legal opinion by a law firm of recognized international standing confirming that under New York law such JV Subsidiary Guarantees are valid, binding and enforceable against the JV Subsidiary Guarantors providing such JV Subsidiary Guarantees (subject to customary qualifications and assumptions).

*The Subsidiary Guarantee of each Subsidiary Guarantor:*

- is a general obligation of such Subsidiary Guarantor;
- is effectively subordinated to the secured obligations of such Subsidiary Guarantor, to the extent of the value of the assets serving as security therefor;
- is senior in right of payment to all future obligations of such Subsidiary Guarantor expressly subordinated in right of payment to such Subsidiary Guarantee; and
- ranks at least *pari passu* in right of payment with the subsidiary guarantee of such Subsidiary Guarantor for each series of the Existing Notes and all other unsecured and unsubordinated Indebtedness of such Subsidiary Guarantor (subject to any priority rights of such unsecured and unsubordinated Indebtedness pursuant to applicable law).

If any is provided, the JV Subsidiary Guarantee of each JV Subsidiary Guarantor:

- will be a general obligation of such JV Subsidiary Guarantor;
- will be enforceable only up to the JV Entitlement Amount;
- will be effectively subordinated to the secured obligations of such JV Subsidiary Guarantor, to the extent of the value of the assets serving as security therefor;
- will be limited to the JV Entitlement Amount, and will be senior in right of payment to all future obligations of such JV Subsidiary Guarantor expressly subordinated in right of payment to such JV Subsidiary Guarantee; and

- will be limited to the JV Entitlement Amount, and will rank at least *pari passu* with all other unsecured and unsubordinated Indebtedness of such JV Subsidiary Guarantor (subject to any priority rights of such unsecured and unsubordinated Indebtedness pursuant to applicable law).

The Company will cause each of its future Restricted Subsidiaries (other than Persons organized under the laws of the PRC, Exempted Subsidiaries or Listed Subsidiaries), as soon as practicable (and in any event within 30 days) after such Person becomes a Restricted Subsidiary or ceases to be an Exempted Subsidiary or a Listed Subsidiary, to execute and deliver to the Trustee a supplemental indenture to the Indenture pursuant to which such Restricted Subsidiary will Guarantee the payment of the Notes as either a Subsidiary Guarantor or a JV Subsidiary Guarantor. Notwithstanding the foregoing sentence, the Company may elect to have any future Restricted Subsidiary organized outside the PRC (that is not an Exempted Subsidiary or a Listed Subsidiary) not provide a Subsidiary Guarantee or a JV Subsidiary Guarantee (such Restricted Subsidiaries that do not provide a Subsidiary Guarantee or a JV Subsidiary Guarantee in accordance with the Indenture, the “New Non-Guarantor Subsidiaries,” and together with the Initial Other Non-Guarantor Subsidiaries, the “Other Non-Guarantor Subsidiaries”) at the time such entity becomes a Restricted Subsidiary or ceases to be an Exempted Subsidiary or a Listed Subsidiary; *provided* that, after giving effect to the Consolidated Assets of such Restricted Subsidiary, the Consolidated Assets of all Restricted Subsidiaries organized outside the PRC (other than Exempted Subsidiaries and Listed Subsidiaries) that are not Subsidiary Guarantors or JV Subsidiary Guarantors do not account for more than 30% of Total Assets.

Each Restricted Subsidiary that guarantees the Notes after the Original Issue Date other than a JV Subsidiary Guarantor is referred to as a “Future Subsidiary Guarantor” and upon execution of the applicable supplemental indenture to the Indenture will be a “Subsidiary Guarantor.” The Other Non-Guarantor Subsidiaries, together with the PRC Non-Guarantor Subsidiaries, Exempted Subsidiaries and Listed Subsidiaries, are referred to herein as the “Non-Guarantor Subsidiaries.”

Although the Indenture contains limitations on the amount of additional Indebtedness that Non-Guarantor Subsidiaries (including Restricted Subsidiaries organized under the laws of the PRC) may incur, the amount of such additional Indebtedness could be substantial. In the event of a bankruptcy, liquidation or reorganization of any Non-Guarantor Subsidiary, the Non-Guarantor Subsidiaries will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to the Company.

As of December 31, 2019, the Company and its consolidated subsidiaries had total debt of approximately RMB103,698.6 million (US\$14,895.4 million), of which approximately RMB51,941.4 million (US\$7,460.9 million) was secured debt of the Company or a consolidated subsidiary.

As of December 31, 2019, the Non-Guarantor Subsidiaries had total liabilities of approximately RMB214,693.9 million (US\$30,838.7 million) and the Non-Guarantor Subsidiaries had capital commitments of approximately RMB5,459.2 million (US\$784.2 million) and contingent liabilities of approximately RMB22,444.8 million (US\$3,224.0 million).

Under the Indenture, and any supplemental indenture to the Indenture, as applicable, each of the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) will jointly and severally Guarantee the due and punctual payment of the principal of, premium, if any, and interest on, and all other amounts payable under, the Notes and the Indenture; *provided* that any JV Subsidiary Guarantee will be limited to the JV Entitlement Amount. The Subsidiary Guarantors and the JV Subsidiary Guarantors will (1) agree that their respective obligations under the Subsidiary Guarantees and the JV Subsidiary Guarantees, as the case may be, will be enforceable irrespective of any invalidity, irregularity or unenforceability of the Notes or the Indenture and (2) waive their right to require the Trustee to pursue or exhaust its legal or equitable remedies against the Company prior to exercising its rights under the

Subsidiary Guarantees and the JV Subsidiary Guarantees, as the case may be. Moreover, if at any time any amount paid under a Note or the Indenture is rescinded or must otherwise be repaid or restored, the rights of the Holders under the Subsidiary Guarantees and the JV Subsidiary Guarantees, as the case may be, will be reinstated with respect to such payment as though such payment had not been made. All payments under the Subsidiary Guarantees and the JV Subsidiary Guarantees, as the case may be, are required to be made in U.S. dollars.

Under the Indenture, and any supplemental indenture to the Indenture, as applicable,

- each Subsidiary Guarantee will be limited to an amount not to exceed the maximum amount that can be Guaranteed by the applicable Subsidiary Guarantor without rendering the Subsidiary Guarantee, as it relates to such Subsidiary Guarantor, voidable under applicable law relating to fraudulent conveyance or fraudulent transfer or similar laws affecting the rights of creditors generally; and
- each JV Subsidiary Guarantee will be limited to an amount which is the lower of (i) the JV Entitlement Amount and (ii) an amount not to exceed the maximum amount that can be Guaranteed by the applicable JV Subsidiary Guarantor without rendering the JV Subsidiary Guarantee, as it relates to such JV Subsidiary Guarantor, voidable under applicable law relating to fraudulent conveyance or fraudulent transfer or similar laws affecting the rights of creditors generally.

If a Subsidiary Guarantee or JV Subsidiary Guarantee were to be rendered voidable, it could be subordinated by a court to all other Indebtedness (including guarantees and other contingent liabilities) of the applicable Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, and, depending on the amount of such Indebtedness, a Subsidiary Guarantor's liability on its Subsidiary Guarantee or a JV Subsidiary Guarantor's liability on its JV Subsidiary Guarantee, as the case may be, could in each case be reduced to zero.

The obligations of each Subsidiary Guarantor under its Subsidiary Guarantee may be limited, or possibly invalid, under applicable laws. Similarly, the obligations of each JV Subsidiary Guarantor under its JV Subsidiary Guarantee may be limited, or possibly invalid, under applicable laws. See "Risk Factors — Risks Relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees — The Subsidiary Guarantees or JV Subsidiary Guarantees may be challenged under applicable insolvency or fraudulent transfer laws, which could impair the enforceability of the Subsidiary Guarantees or JV Subsidiary Guarantees" of this offering memorandum.

#### ***Release of the Subsidiary Guarantees or JV Subsidiary Guarantees***

A Subsidiary Guarantee given by a Subsidiary Guarantor and a JV Subsidiary Guarantee given by a JV Subsidiary Guarantor may be released in certain circumstances, including:

- upon repayment in full of the Notes;
- upon a defeasance as described under "— Defeasance — Defeasance and Discharge";
- upon the designation by the Company of a Subsidiary Guarantor or a JV Subsidiary Guarantor, as the case may be, as an Unrestricted Subsidiary in compliance with the terms of the Indenture;
- upon the sale, merger or disposition of a Subsidiary Guarantor or a JV Subsidiary Guarantor, as the case may be, in compliance with the terms of the Indenture (including the covenants described under the captions "— Certain Covenants — Limitation on Sales and Issuances of

Capital Stock in Restricted Subsidiaries,” “— Certain Covenants — Limitation on Asset Sales” and “— Consolidation, Merger and Sale of Assets”) resulting in such Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, no longer being a Restricted Subsidiary, so long as (1) such Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, is simultaneously released from its obligations in respect of any of the Company’s other Indebtedness or any Indebtedness of any other Restricted Subsidiary and (2) the proceeds from such sale, merger or disposition are used for the purposes permitted or required by the Indenture;

- in the case of a Subsidiary Guarantee, upon the replacement of a Subsidiary Guarantee with a JV Subsidiary Guarantee; or
- in the case of a Subsidiary Guarantor that becomes a New Non-Guarantor Subsidiary, in compliance with the terms of the Indenture.

The Company may instruct the Trustee to release the Subsidiary Guarantees or JV Subsidiary Guarantees provided by any Subsidiary Guarantor or JV Subsidiary Guarantor and each of its Restricted Subsidiaries organized outside the PRC, and upon such release such Subsidiary Guarantor or JV Subsidiary Guarantor and its Restricted Subsidiaries organized outside the PRC will become New Non-Guarantor Subsidiaries (such that each New Non-Guarantor Subsidiary will no longer Guarantee the Notes); *provided* that, after the release of such Subsidiary Guarantees or JV Subsidiary Guarantees, the Consolidated Assets of all Restricted Subsidiaries organized outside the PRC that are not Subsidiary Guarantors or JV Subsidiary Guarantors (including such New Non-Guarantor Subsidiaries and excluding Exempted Subsidiaries and Listed Subsidiaries) do not account for more than 30% of Total Assets. A Subsidiary Guarantee of a Subsidiary Guarantor or a JV Subsidiary Guarantee of a JV Subsidiary Guarantor may only be released pursuant to this paragraph if, as of the date of such proposed release, no document exists that is binding on the Company or any of the Restricted Subsidiaries that would have the effect of (a) prohibiting the Company or such relevant Restricted Subsidiary from permitting the release of such Subsidiary Guarantee or JV Subsidiary Guarantee, or (b) requiring the Company or such Subsidiary Guarantor or JV Subsidiary Guarantor to deliver or keep in place a guarantee of other Indebtedness of the Company by such Subsidiary Guarantor or JV Subsidiary Guarantor.

#### ***Replacement of Subsidiary Guarantees with JV Subsidiary Guarantees***

A Subsidiary Guarantee given by a Subsidiary Guarantor may be released following the sale or issuance by the Company or any Restricted Subsidiary of Capital Stock in (a) such Subsidiary Guarantor or (b) any other Subsidiary Guarantor that, directly or indirectly, owns a majority of the Capital Stock of such Subsidiary Guarantor, in each case where such sale or issuance, whether through the sale of existing shares or the issuance of new shares, is for no less than 20% and no more than 49.9% of the issued Capital Stock of the relevant Subsidiary Guarantor, *provided* that the following conditions are satisfied or complied with:

- as of the date of such proposed release, no document exists that is binding on the Company or any of the Restricted Subsidiary that would have the effect of (a) prohibiting the Company or such relevant Restricted Subsidiary from permitting the release of such Subsidiary Guarantee, (b) prohibiting the Company or such relevant Restricted Subsidiary from permitting the provision of a JV Subsidiary Guarantee as described below, or (c) requiring the Company or such relevant Restricted Subsidiary to cause to deliver or keep in force a replacement guarantee on terms that are more favorable to the recipients of such guarantee than the JV Subsidiary Guarantee;



- such sale is made to an Independent Third Party at a consideration that is not less than the appraised value of such Capital Stock by an independent appraisal firm of recognized international standing appointed by the Company;
- all capital contributions (by way of transfer of cash or other property or any payment for property or services for the use of others or otherwise) to be made into a JV Subsidiary Guarantor from the date of the sale of existing Capital Stock or issuance of new Capital Stock as referred to above shall be made directly or by contribution of assets or services having an equivalent Fair Market Value by (i) the Company and its Restricted Subsidiaries and (ii) such Independent Third Party that purchased or subscribed for Capital Stock in the JV Subsidiary Guarantor in proportion to their respective direct or indirect ownership percentages of the Capital Stock of such JV Subsidiary Guarantor or on a basis more favorable to the Company;
- concurrently with the release of such Subsidiary Guarantee, the Company shall or shall cause such JV Subsidiary Guarantor to deliver to the Trustee:
  - (i) (A) a duly executed JV Subsidiary Guarantee of such JV Subsidiary Guarantor and each Restricted Subsidiary (if any) of such JV Subsidiary Guarantor that is not organized under the laws of the PRC or an Exempted Subsidiary and (B) a duly executed supplemental indenture to the Indenture pursuant to which such JV Subsidiary Guarantor will Guarantee the payment of the Notes, each of which provides, among other things, that the aggregate claims of the Trustee and the Holders under such JV Subsidiary Guarantee and all JV Subsidiary Guarantees provided by the Restricted Subsidiaries and shareholders of such JV Subsidiary Guarantor will be limited to the JV Entitlement Amount;
  - (ii) an Officers' Certificate certifying a copy of a Board Resolution to the effect that such JV Subsidiary Guarantee has been approved by a majority of the disinterested members of the Board of Directors; and (iii) a legal opinion by a law firm of recognized international standing confirming that under New York law such JV Subsidiary Guarantee is valid, binding and enforceable against the JV Subsidiary Guarantor providing such JV Subsidiary Guarantee (subject to customary qualifications and assumptions).

Notwithstanding the foregoing paragraph, any such sale or issuance of the Capital Stock of the relevant Subsidiary Guarantor (including where such sale results in the relevant Subsidiary Guarantor ceasing to be a Restricted Subsidiary) will need to comply with the other covenants set forth in the Indenture, including, without limitation, the covenants described under the captions “— Certain Covenants — Limitation on Asset Sales” and “— Certain Covenants — Limitation on Restricted Payments.”

Any Net Cash Proceeds from the sale or issuance of such Capital Stock shall be applied by the Company (or any Restricted Subsidiary) in accordance with the covenant described under the caption “— Certain Covenants — Limitation on Asset Sales.”

As of the date of the Indenture, all of the Company's Subsidiaries other than Hayson Enterprises Limited, Xu Fa Co. Limited, Xu Fu Co. Limited, Xu Jia Co. Limited, Xu Jun Co. Limited, Xu Lin Co. Limited, Xu Guo Co. Limited, Xu Ri Co. Limited, Xu Jing Co. Limited, Xu Qi Co. Limited, Xu Yao Co. Limited, Xu Guang Co. Limited, Xu Hong Co. Limited, Xu Ying Co. Limited, Xu Di Co. Limited, Xu Zhi Co. Limited, Xu Jian Co. Limited, Xu Shang Co. Limited, Xu Xing Co. Limited, CIFI Property 201501 Limited, Xu Xian Co. Limited and their respective Subsidiaries will be “Restricted Subsidiaries.” Under the circumstances described below under the caption “— Certain Covenants —



Designation of Restricted and Unrestricted Subsidiaries,” the Company will be permitted to designate more Subsidiaries as “Unrestricted Subsidiaries.” The Company’s Unrestricted Subsidiaries will generally not be subject to the restrictive covenants in the Indenture. The Company’s Unrestricted Subsidiaries will not be required to Guarantee the Notes.

## Further Issues

Subject to the covenants described below and in accordance with the terms of the Indenture, the Company may, from time to time, without notice to or the consent of the Holders, create and issue Additional Notes having the same terms and conditions as the Notes (including the benefit of the Subsidiary Guarantees and the JV Subsidiary Guarantees, if any) in all respects (or in all respects except for the issue date, issue price and the first payment of interest on them and, to the extent necessary, certain temporary securities law transfer restrictions) (a “Further Issue”) so that such Additional Notes may be consolidated and form a single class with the previously outstanding Notes and vote together as one class on all matters with respect to the Notes; *provided* that the issuance of any such Additional Notes shall then be permitted under the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock” below.

## Optional Redemption

At any time and from time to time on or after July 20, 2023, the Company may redeem the Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the Notes redeemed set forth below plus accrued and unpaid interest (if any) to (but not including) the redemption date, if redeemed during the twelve-month period beginning on July 20 of each year set forth below:

Period	Redemption Price
2023 .....	102.975%
2024 .....	101%
2025 .....	100%

At any time and from time to time prior to July 20, 2023, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus the Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date. Neither the Trustee nor the Paying and Transfer Agent is responsible for calculating or verifying the Applicable Premium.

At any time and from time to time prior to July 20, 2023, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the Net Cash Proceeds of one or more sales of Common Stock of the Company in an Equity Offering at a redemption price of 105.95% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date; *provided* that at least 65% of the aggregate principal amount of the Notes originally issued on the Original Issue Date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related Equity Offering.

## **Selection and Notice**

The Company will give not less than 30 days' nor more than 60 days' notice of any redemption to the Holders and the Trustee. If less than all of the Notes are to be redeemed at any time, the Notes for redemption will be selected as follows:

- (1) if the Notes are listed on any national securities exchange, in compliance with the requirements of the principal national securities exchange on which the Notes are listed or if the Notes are held through any clearing systems, in compliance with the requirements of the clearing systems through which the Notes are held; or
- (2) if the Notes are not listed on any national securities exchange and/or held through any clearing systems, on a pro rata basis, by lot or by such method as the Trustee in its sole and absolute discretion deems fair and appropriate, unless otherwise required by law.

A Note of US\$200,000 in principal amount or less shall not be redeemed in part. If any Note is to be redeemed in part only, the notice of redemption relating to such Note will state the portion of the principal amount to be redeemed. A new Note in principal amount equal to the unredeemed portion will be issued upon cancellation of the original Note. On and after the redemption date, interest will cease to accrue on the Notes or portions of them called for redemption.

## **Repurchase of Notes Upon a Change of Control Triggering Event**

Not later than 30 days following a Change of Control Triggering Event, the Company will make an Offer to Purchase all outstanding Notes (a "Change of Control Offer") at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but not including) the Offer to Purchase Payment Date (see the definition of "Offer to Purchase").

The Company has agreed in the Indenture that it will timely repay all Indebtedness or obtain consents as necessary under, or terminate, agreements or instruments that would otherwise prohibit a Change of Control Offer required to be made pursuant to the Indenture. Notwithstanding this agreement of the Company, it is important to note that if the Company is unable to repay (or cause to be repaid) all of the Indebtedness, if any, that would prohibit repurchase of the Notes or is unable to obtain the requisite consents of the holders of such Indebtedness, or terminate any agreements or instruments that would otherwise prohibit a Change of Control Offer, it would continue to be prohibited from purchasing the Notes. In that case, the Company's failure to purchase tendered Notes would constitute an Event of Default under the Indenture.

Certain of the events constituting a Change of Control Triggering Event under the Notes will also constitute an event of default under certain debt instruments of the Company and its Subsidiaries. Future debt of the Company may also (1) prohibit the Company from purchasing Notes in the event of a Change of Control Triggering Event; (2) provide that a Change of Control Triggering Event is a default; or (3) require repurchase of such debt upon a Change of Control Triggering Event. Moreover, the exercise by the Holders of their right to require the Company to purchase the Notes could cause a default under other Indebtedness, even if the Change of Control Triggering Event itself does not, due to the financial effect of the purchase on the Company. The Company's ability to pay cash to the Holders following the occurrence of a Change of Control Triggering Event may be limited by the Company's and the Subsidiary Guarantors' then-existing financial resources. There can be no assurance that sufficient funds will be available when necessary to make the required purchase of the Notes. See "Risk Factors — Risks Relating to the Notes — We may not be able to repurchase the Notes upon a Change of Control Triggering Event" of this offering memorandum.

The phrase “all or substantially all,” as used with respect to the assets of the Company in the definition of “Change of Control,” will likely be interpreted under applicable law of the relevant jurisdictions and will be dependent upon particular facts and circumstances. As a result, there may be a degree of uncertainty in ascertaining whether a sale or transfer of “all or substantially all” the assets of the Company has occurred.

Except as described above with respect to a Change of Control Triggering Event, the Indenture does not contain provisions that permit the Holders to require that the Company purchase or redeem the Notes in the event of a takeover, recapitalization or similar transaction.

The Trustee shall not be required to take any steps to ascertain whether a Change of Control Triggering Event or any event which could lead to a Change of Control Triggering trend has occurred and shall not be liable to any person for any failure to do so.

### **No Mandatory Redemption or Sinking Fund**

There will be no mandatory redemption or sinking fund payments for the Notes.

### **Additional Amounts**

All payments of principal of, premium (if any) and interest on the Notes or under the Subsidiary Guarantees and the JV Subsidiary Guarantees will be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or within any jurisdiction in which the Company, a Surviving Person (as defined under the caption “— Consolidation, Merger and Sale of Assets”) or an applicable Subsidiary Guarantor or JV Subsidiary Guarantor is organized or resident for tax purposes (or any political subdivision or taxing authority thereof or therein), including, without limitation, if applicable, the PRC (each, as applicable, a “Relevant Jurisdiction”), or the jurisdiction through which payments are made or any political subdivision or taxing authority thereof or therein (each, together with a Relevant Jurisdiction, a “Taxing Jurisdiction”), unless such withholding or deduction is required by law or by regulation or governmental policy having the force of law. In the event that any such withholding or deduction is so required, the Company, a Surviving Person or the applicable Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, will pay such additional amounts (“Additional Amounts”) as will result in receipt by the Holder of each Note of such amounts as would have been received by such Holder had no such withholding or deduction been required, except that no Additional Amounts shall be payable:

- (1) for or on account of:
  - (a) any tax, duty, assessment or other governmental charge that would not have been imposed but for:
    - (i) the existence of any present or former connection between the Holder or beneficial owner of such Note and the Taxing Jurisdiction, other than merely holding such Note or the receipt of payments thereunder or under a Subsidiary Guarantee or JV Subsidiary Guarantee, including, without limitation, such Holder or beneficial owner being or having been a national, domiciliary or resident of such Taxing Jurisdiction or treated as a resident thereof or being or having been physically present or engaged in a trade or business therein or having or having had a permanent establishment therein;
    - (ii) the presentation of such Note (in cases in which presentation is required) more than 30 days after the later of the date on which the payment of the principal of, premium, if any, and interest on, such Note became due and payable pursuant to

the terms thereof or was made or duly provided for, except to the extent that the Holder thereof would have been entitled to such Additional Amounts if it had presented such Note for payment on any date within such 30-day period;

- (iii) the failure of the Holder or beneficial owner to comply with a timely request of the Company, a Surviving Person, any Subsidiary Guarantor or any JV Subsidiary Guarantor, addressed to the Holder, to provide information concerning such Holder's or its beneficial owner's nationality, residence, identity or connection with any Taxing Jurisdiction, if and to the extent that due and timely compliance with such request is required under the tax laws of such jurisdiction in order to reduce or eliminate any withholding or deduction as to which Additional Amounts would have otherwise been payable to such Holder; or (iv) the presentation of such Note (in cases in which presentation is required) for payment in the Taxing Jurisdiction, unless such Note could not have been presented for payment elsewhere;
- (b) any estate, inheritance, gift, sale, transfer, personal property or similar tax, assessment or other governmental charge;
- (c) any tax, assessment, withholding or deduction required by sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended ("FATCA"), any current or future Treasury Regulations or rulings promulgated thereunder, any intergovernmental agreement between the United States and any other jurisdiction to implement FATCA, any law, regulation or other official guidance enacted in any jurisdiction implementing such an intergovernmental agreement or FATCA, or any agreement with the U.S. Internal Revenue Service under FATCA; or
- (d) any combination of taxes, duties, assessments or other governmental charges referred to in the preceding clauses (a), (b) and (c); or
- (2) to a Holder that is a fiduciary, partnership or person other than the sole beneficial owner of any payment to the extent that such payment would be required to be included in the income under the laws of a Taxing Jurisdiction, for tax purposes, of a beneficiary or settlor with respect to the fiduciary, or a member of that partnership or a beneficial owner who would not have been entitled to such Additional Amounts had that beneficiary, settlor, partner or beneficial owner been the Holder thereof.

Whenever there is mentioned in any context the payment of principal of, and any premium or interest on, any Note or under any Subsidiary Guarantee or JV Subsidiary Guarantee, such mention shall be deemed to include payment of Additional Amounts provided for in the Indenture to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof.

### **Redemption for Taxation Reasons**

The Notes may be redeemed, at the option of the Company or a Surviving Person with respect to the Company, as a whole but not in part, upon giving not less than 30 days' nor more than 60 days' notice to the Holders (which notice shall be irrevocable) and the Trustee, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest (including any Additional Amounts), if any, to the date fixed by the Company or the Surviving Person, as the case may be, for redemption (the "Tax Redemption Date") if, as a result of:

- (1) any change in, or amendment to, the laws (or any regulations or rulings promulgated thereunder) of a Relevant Jurisdiction affecting taxation; or

- (2) any change in the existing official position or the stating of an official position regarding the application or interpretation of such laws, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction), which change or amendment becomes effective (or in the case of an official position, is announced) (i) with respect to the Company or any initial Subsidiary Guarantor, on or after the Original Issue Date, or (ii) with respect to any Future Subsidiary Guarantor, JV Subsidiary Guarantor or Surviving Person, on or after the date such Future Subsidiary Guarantor, JV Subsidiary Guarantor or Surviving Person becomes a Subsidiary Guarantor, JV Subsidiary Guarantor or Surviving Person, with respect to any payment due or to become due under the Notes or the Indenture, the Company, a Surviving Person or a Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, is, or on the next Interest Payment Date would be, required to pay Additional Amounts, and such requirement cannot be avoided by the taking of reasonable measures by the Company, a Surviving Person, a Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be; *provided* that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Company, a Surviving Person, a Subsidiary Guarantor or a JV Subsidiary Guarantor, as the case may be, would be obligated to pay such Additional Amounts if a payment in respect of the Notes were then due.

Prior to the mailing of any notice of redemption of the Notes pursuant to the foregoing, the Company or a Surviving Person, as the case may be, will deliver to the Trustee at least 30 days but not more than 60 days before a redemption date:

- (1) an Officers' Certificate stating that such change or amendment referred to in the prior paragraph has occurred, describing the facts related thereto and stating that such requirement cannot be avoided by the Company or such Surviving Person, as the case may be, taking reasonable measures available to it; and
- (2) an Opinion of Counsel or an opinion of a tax consultant, in either case of recognized standing with respect to tax matters of the Relevant Jurisdiction, stating that the requirement to pay such Additional Amounts results from such change or amendment referred to in the prior paragraph.

The Trustee shall and is entitled to conclusively rely on and to accept such Officers' Certificate and Opinion of Counsel as sufficient evidence of the satisfaction of the conditions precedent described above, in which event it shall be conclusive and binding on the Holders.

Any Notes that are redeemed will be cancelled.

### **Certain Covenants**

Set forth below are summaries of certain covenants contained in the Indenture.

### ***Limitation on Indebtedness and Preferred Stock***

- (1) The Company will not, and will not permit any Restricted Subsidiary to, Incur any Indebtedness (including Acquired Indebtedness), and the Company will not permit any Restricted Subsidiary to issue Preferred Stock, *provided* that the Company and any Subsidiary Guarantor may Incur Indebtedness (including Acquired Indebtedness) and any Restricted Subsidiary (other than a Subsidiary Guarantor) may Incur Permitted Subsidiary Indebtedness if, after giving effect to the Incurrence of such Indebtedness and the receipt and application of the proceeds therefrom, (x) no Default has occurred and is continuing and (y) the Fixed Charge Coverage Ratio would be not less than 2.25 to 1.0. Notwithstanding the

foregoing, the Company will not permit any Restricted Subsidiary to Incur any Disqualified Stock (other than Disqualified Stock held by the Company or a Subsidiary Guarantor, so long as it is so held).

- (2) Notwithstanding the foregoing, the Company and, to the extent provided below, any Restricted Subsidiary may Incur each and all of the following (“Permitted Indebtedness”):
- (a) Indebtedness under the Notes (excluding any Additional Notes and each Subsidiary Guarantee and JV Subsidiary Guarantee;
  - (b) any Pari Passu Subsidiary Guarantees by any Subsidiary Guarantor or any JV Subsidiary Guarantor and any Designated Guarantees;
  - (c) Indebtedness of the Company or any Restricted Subsidiary outstanding on the Original Issue Date excluding Indebtedness permitted under clause (d) (together with refinancings thereof); *provided* that such Indebtedness of Restricted Subsidiaries shall be included in the calculation of Permitted Subsidiary Indebtedness (other than any such Indebtedness described in clauses (a) and (b) above and clauses (d), (f), (g), (m) and (o) below);
  - (d) Indebtedness of the Company or Indebtedness or Preferred Stock of any Restricted Subsidiary owed to or held by the Company or any Restricted Subsidiary; *provided* that
    - (i) any event which results in any such Restricted Subsidiary ceasing to be a Restricted Subsidiary or any subsequent transfer of such Indebtedness (other than to the Company or any Restricted Subsidiary) shall be deemed, in each case, to constitute an Incurrence of such Indebtedness not permitted by this clause (d) and
    - (ii) if the Company is the obligor on such Indebtedness and none of the Subsidiary Guarantors and the JV Subsidiary Guarantors are the obligee on such Indebtedness, such Indebtedness must be unsecured and expressly be subordinated in right of payment to the Notes, and if a Subsidiary Guarantor or a JV Subsidiary Guarantor is the obligor on such Indebtedness and none of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors are the obligee on such Indebtedness, such Indebtedness must be unsecured and expressly subordinated in right of payment to the Subsidiary Guarantee of such Subsidiary Guarantor or the JV Subsidiary Guarantee of such JV Subsidiary Guarantor, as the case may be; *provided further* that any Preferred Stock issued by a Subsidiary Guarantor and held by the Company or another Restricted Subsidiary must by the terms thereof or by operation of law be subordinated in right of payment to the Subsidiary Guarantee of such Subsidiary Guarantor or the JV Subsidiary Guarantee of such JV Subsidiary Guarantor;
  - (e) Indebtedness (“Permitted Refinancing Indebtedness”) issued in exchange for, or the net proceeds of which are used to refinance or refund, replace, exchange, renew, repay, defease, discharge or extend (collectively, “refinance” and “refinances” and “refinanced” shall have a correlative meaning), then outstanding Indebtedness (or Indebtedness that is no longer outstanding but that is refinanced substantially concurrently with the Incurrence of such Permitted Refinancing Indebtedness) Incurred under the immediately preceding paragraph (1) or clause (a), (b), (c), (h), (n), (p), (q), (r), (s), (t) or (u) of this paragraph (2) and any refinancings thereof in an amount not to exceed the amount so refinanced (plus premiums, accrued interest, fees and expenses); *provided* that (i) Indebtedness the proceeds of which are used to refinance the Notes or



Indebtedness that is *pari passu* with, or subordinated in right of payment to, the Notes or a Subsidiary Guarantee or a JV Subsidiary Guarantee shall only be permitted under this clause (e) if (A) in case the Notes are refinanced in part or the Indebtedness to be refinanced is *pari passu* with the Notes or a Subsidiary Guarantee or a JV Subsidiary Guarantee, as the case may be, such new Indebtedness, by its terms or by the terms of any agreement or instrument pursuant to which such new Indebtedness is outstanding, is expressly made *pari passu* with, or subordinate in right of payment to, the remaining Notes or such Subsidiary Guarantee or such JV Subsidiary Guarantee, as the case may be, or (B) in case the Indebtedness to be refinanced is subordinated in right of payment to the Notes or a Subsidiary Guarantee or a JV Subsidiary Guarantee, as the case may be, such new Indebtedness, by its terms or by the terms of any agreement or instrument pursuant to which such new Indebtedness is issued or remains outstanding, is expressly made subordinate in right of payment to the Notes or such Subsidiary Guarantee or such JV Subsidiary Guarantee, as the case may be, at least to the extent that the Indebtedness to be refinanced is subordinated to the Notes or such Subsidiary Guarantee or such JV Subsidiary Guarantee, (ii) such new Indebtedness, determined as of the date of Incurrence of such new Indebtedness, does not mature prior to the Stated Maturity of the Indebtedness to be refinanced, and the Average Life of such new Indebtedness is at least equal to the remaining Average Life of the Indebtedness to be refinanced, (iii) in no event may Indebtedness of the Company, or any Subsidiary Guarantor or any JV Subsidiary Guarantor be refinanced pursuant to this clause by means of any Indebtedness of any Restricted Subsidiary that is not a Subsidiary Guarantor or a JV Subsidiary Guarantor, and (iv) in no event may Indebtedness of the Company or any Subsidiary Guarantor be refinanced pursuant to this clause by means of any Indebtedness of any JV Subsidiary Guarantor;

- (f) Indebtedness Incurred by the Company or any Restricted Subsidiary pursuant to Hedging Obligations to reduce or manage the exposure of the Company or any of its Restricted Subsidiaries to fluctuations in interest rates, currencies or the price of commodities;
- (g) Pre-Registration Mortgage Guarantees by the Company or any Restricted Subsidiary;
- (h) Indebtedness Incurred by the Company or any Restricted Subsidiary for the purpose of financing (x) all or any part of the purchase price of assets, real or personal property (including the lease purchase price of land use rights) or equipment to be used in the ordinary course of business by the Company or a Restricted Subsidiary, including any such purchase through the acquisition of Capital Stock of any Person that owns such assets, real or personal property or equipment which will, upon acquisition, become a Restricted Subsidiary, or (y) all or any part of the purchase price or the cost of development, construction or improvement of assets, real or personal property (including the lease purchase price of land use rights) or equipment to be used in the ordinary course of business by the Company or such Restricted Subsidiary; *provided* that, in the case of clauses (x) and (y), (A) the aggregate principal amount of such Indebtedness shall not exceed such purchase price or cost, (B) such Indebtedness shall be Incurred no later than 180 days after the acquisition of such property or completion of such development, construction or improvement and (C) on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness Incurred under this clause (h) (together with refinancings thereof and the aggregate principal amount outstanding of Indebtedness and Preferred Stock Incurred under clauses (p), (q), (s), (t), (u) and (w) below and the refinancings thereof, but excluding any Contractor Guarantee or



Guarantee Incurred under such clauses and this clause (h) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount) does not exceed an amount equal to 40% of Total Assets;

- (i) Indebtedness Incurred by the Company or any Restricted Subsidiary constituting reimbursement obligations with respect to workers' compensation claims or self-insurance obligations or bid, performance or surety bonds (in each case other than for an obligation for borrowed money);
- (j) Indebtedness Incurred by the Company or any Restricted Subsidiary constituting reimbursement obligations with respect to letters of credit or trade guarantees issued in the ordinary course of business to the extent that such letters of credit or trade guarantees are not drawn upon or, if drawn upon, to the extent such drawing is reimbursed no later than the 30 days following receipt by the Company or such Restricted Subsidiary of a demand for reimbursement;
- (k) Indebtedness arising from agreements providing for indemnification, adjustment of purchase price or similar obligations, or from Guarantees or letters of credit, surety bonds or performance bonds securing any obligation of the Company or any Restricted Subsidiary pursuant to such agreements, in any case, Incurred in connection with the disposition of any business, assets or Restricted Subsidiary, other than Guarantees of Indebtedness Incurred by any Person acquiring all or any portion of such business, assets or Restricted Subsidiary for the purpose of financing such acquisition; *provided* that the maximum aggregate liability in respect of all such Indebtedness in the nature of such Guarantee shall at no time exceed the gross proceeds actually received from the sale of such business, assets or Restricted Subsidiary;
- (l) Indebtedness arising from the honoring by a bank or other financial institution of a check, draft or similar instrument drawn against insufficient funds in the ordinary course of business; *provided* that such Indebtedness is extinguished within five Business Days of Incurrence;
- (m) Guarantees by the Company or any Restricted Subsidiary of Indebtedness of the Company or any Restricted Subsidiary that was permitted to be Incurred by another provision of this covenant, subject to the covenant described under the caption "—Limitation on Issuances of Guarantees by Restricted Subsidiaries";
- (n) Indebtedness of the Company or any Restricted Subsidiary with a maturity of one year or less used by the Company or any Restricted Subsidiary for working capital; *provided* that, the aggregate principal amount of Indebtedness permitted by this clause (n) at any time outstanding (together with refinancings thereof) does not exceed US\$50.0 million (or the Dollar Equivalent thereof);
- (o) Indebtedness of the Company or any Restricted Subsidiary constituting an obligation to pay the deferred purchase price of Capital Stock of a Person pursuant to a Staged Acquisition Agreement, to the extent that such deferred purchase price is paid within 12 months after the date the Company or such Restricted Subsidiary enters into such Staged Acquisition Agreement;
- (p) Indebtedness Incurred or Preferred Stock or Disqualified Stock issued by any Restricted Subsidiary arising from any Investment made by a Trust Company Investor in a Restricted Subsidiary, and Indebtedness of the Company or a Restricted Subsidiary constituting a Guarantee by, or grant of a Lien on the assets of, the Company or a

Restricted Subsidiary in favor of a Trust Company Investor with respect to the obligation to pay a guaranteed or preferred return to such Trust Company Investor on Capital Stock of such Restricted Subsidiary held by such Trust Company Investor, *provided* that on the date of such Incurrence of all such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness and Preferred Stock Incurred under this clause (p) (together with refinancings thereof and the aggregate principal amount outstanding of Indebtedness that was Incurred under clause (h) above and clauses (q), (s), (t), (u) and (w) below and the refinancings thereof, but excluding any Contractor Guarantee or Guarantee Incurred under such clauses and this clause (p) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount), does not exceed an amount equal to 40% of Total Assets;

- (q) Bank Deposit Secured Indebtedness Incurred by the Company or any Restricted Subsidiary; *provided* that, on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness Incurred under this clause (q) (together with refinancings thereof and the aggregate principal amount outstanding of Indebtedness and Preferred Stock Incurred under clauses (h) and (p) above and clauses (s), (t), (u) and (w) below and the refinancings thereof, but excluding any Contractor Guarantee or Guarantee Incurred under such clauses and this clause (q) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount) does not exceed an amount equal to 40% of Total Assets;
- (r) Indebtedness of the Company or any Restricted Subsidiary in an aggregate principal amount outstanding at any time (together with refinancings thereof) not to exceed US\$75.0 million (or the Dollar Equivalent thereof);
- (s) Indebtedness Incurred by the Company or any Restricted Subsidiary constituting a Guarantee of Indebtedness of any Person (other than the Company or a Restricted Subsidiary) by the Company or such Restricted Subsidiary, *provided* that, on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate of all Indebtedness Incurred under this clause (s) (together with refinancing thereof and the aggregate principal amount outstanding of Indebtedness and Preferred Stock Incurred under clauses (h), (p) and (q) above and clauses (t), (u) and (w) below and the refinancings thereof, but excluding any Contractor Guarantee or Guarantee Incurred under such clauses and this clause (s) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount) does not exceed an amount equal to 40% of Total Assets;
- (t) Acquired Indebtedness of any Restricted Subsidiary Incurred and outstanding on the date on which such Restricted Subsidiary became a Restricted Subsidiary (other than Indebtedness Incurred (i) to provide all or any portion of the funds utilized to consummate the transaction or series of transactions pursuant to which a Person becomes a Restricted Subsidiary or (ii) otherwise in contemplation of a Person becoming a Restricted Subsidiary or any such acquisition); *provided* that, on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness Incurred pursuant to this clause (together with refinancing thereof and the aggregate principal amount outstanding of Indebtedness and Preferred Stock Incurred under clauses (h), (p), (q) and (s) above and clauses (u) and (w) below and the refinancings thereof, but excluding any Contractor

Guarantee or Guarantee Incurred under such clauses and this clause (t) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount) does not exceed an amount equal to 40% of Total Assets;

- (u) Indebtedness Incurred by the Company or any Restricted Subsidiary which is secured by Investment Properties and Guarantees thereof by the Company or any Restricted Subsidiary, *provided* that on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness Incurred pursuant to this clause (u) (together with refinancing thereof and the aggregate principal amount outstanding of Indebtedness and Preferred Stock Incurred under clauses (h), (p), (q), (s) and (t) above and clause (w) below and the refinancings thereof, but excluding any Contractor Guarantee or Guarantee Incurred under such clauses and this clause (u) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount) does not exceed an amount equal to 40% of Total Assets;
  - (v) Indebtedness constituting a Subordinated Shareholder Loan; and
  - (w) Indebtedness Incurred by the Company or any Restricted Subsidiary under Credit Facilities; provided that on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness Incurred under this clause (w) (together with refinancings thereof and the aggregate principal amount outstanding of Indebtedness that was Incurred under clauses (h), (p), (q), (s), (t) and (u) above and the refinancings thereof, but excluding any Contractor Guarantee or Guarantee Incurred under such clauses and this clause (w) to the extent the amount of such Contractor Guarantee or Guarantee is otherwise reflected in such aggregate principal amount), does not exceed an amount equal to 40% of Total Assets.
- (3) For purposes of determining compliance with this covenant, in the event that an item of Indebtedness meets the criteria of more than one of the types of Indebtedness described above, including under the proviso in the first paragraph, the Company, in its sole discretion, shall classify, and from time to time may reclassify, such item of Indebtedness in one or more types of Indebtedness described above.
- (4) Notwithstanding any other provision of this covenant, the maximum amount of Indebtedness that may be Incurred pursuant to this covenant will not be deemed to be exceeded with respect to any outstanding Indebtedness due solely to the result of fluctuations in the exchange rates of currencies.

#### **Limitation on Restricted Payments**

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly (the payments or any other actions described in clauses (1) through (4) below being collectively referred to as “Restricted Payments”):

- (1) declare or pay any dividend or make any distribution on or with respect to the Company’s or any Restricted Subsidiary’s Capital Stock (other than dividends or distributions payable or paid in shares of the Company’s or any Restricted Subsidiary’s Capital Stock (other than Disqualified Stock or Preferred Stock) or in options, warrants or other rights to acquire shares of such Capital Stock) held by Persons other than the Company or any Wholly Owned Restricted Subsidiary;

- (2) purchase, call for redemption or redeem, retire or otherwise acquire for value any shares of Capital Stock of the Company or any Restricted Subsidiary (including options, warrants or other rights to acquire such shares of Capital Stock) or any direct or indirect parent of the Company held by any Persons other than the Company or any Wholly Owned Restricted Subsidiary other than (i) the purchase of Capital Stock of a Restricted Subsidiary pursuant to a Staged Acquisition Agreement or (ii) the purchase of Capital Stock of a Restricted Subsidiary held by any Trust Company Investor;
- (3) make any voluntary or optional principal payment, or voluntary or optional redemption, repurchase, defeasance, or other acquisition or retirement for value, of Indebtedness that is subordinated in right of payment to the Notes or any of the Subsidiary Guarantees or any of the JV Subsidiary Guarantees (excluding any intercompany Indebtedness between or among the Company and any of its Wholly Owned Restricted Subsidiaries); or
- (4) make any Investment, other than a Permitted Investment;

if, at the time of, and after giving effect to, the proposed Restricted Payment:

- (a) a Default has occurred and is continuing or would occur as a result of such Restricted Payment;
- (b) the Company could not Incur at least US\$1.00 of Indebtedness under the proviso in the first paragraph of the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock”; or
- (c) such Restricted Payment, together with the aggregate amount of all Restricted Payments made by the Company and its Restricted Subsidiaries after the Measurement Date, shall exceed the sum of:
  - (i) 50% of the aggregate amount of the Consolidated Net Income of the Company (or, if the Consolidated Net Income is a loss, minus 100% of the amount of such loss) accrued on a cumulative basis during the period (taken as one accounting period) beginning on April 1, 2013 (being the first day of the fiscal quarter during which the Measurement Date occurred) and ending on the last day of the Company’s most recently ended fiscal quarter for which consolidated financial statements of the Company (which the Company shall use its best efforts to compile in a timely manner) are available (which may include internal consolidated financial statements); plus
  - (ii) 100% of the aggregate Net Cash Proceeds received by the Company after the Measurement Date as a capital contribution to its common equity or from the issuance and sale of its Capital Stock (other than Disqualified Stock) to a Person who is not a Subsidiary of the Company, including any such Net Cash Proceeds received upon (A) the conversion of any Indebtedness (other than Subordinated Indebtedness) of the Company into Capital Stock (other than Disqualified Stock) of the Company, or (B) the exercise by a Person who is not a Subsidiary of the Company of any options, warrants or other rights to acquire Capital Stock of the Company (other than Disqualified Stock) in each case excluding the amount of any such Net Cash Proceeds used to redeem, repurchase, defease or otherwise acquire or retire for value any Subordinated Indebtedness or Capital Stock of the Company; plus
  - (iii) the amount by which Indebtedness of the Company or any Restricted Subsidiary is reduced on the Company’s consolidated balance sheet upon the conversion or exchange (other than by a Subsidiary of the Company) subsequent to the Measurement Date of

any Indebtedness of the Company or any Restricted Subsidiary convertible or exchangeable into Capital Stock (other than Disqualified Stock) of the Company (less the amount of any cash, or the Fair Market Value of any other property, distributed by the Company upon such conversion or exchange); plus

- (iv) an amount equal to the net reduction in Investments (other than reductions in Permitted Investments) that were made after the Measurement Date in any Person resulting from (A) payments of interest on Indebtedness, dividends or repayments of loans or advances by such Person, in each case to the Company or any Restricted Subsidiary (except, in each case, to the extent any such payment or proceeds are included in the calculation of Consolidated Net Income) after the Measurement Date, (B) the unconditional release of a Guarantee provided by the Company or a Restricted Subsidiary after the Measurement Date of an obligation of another Person, (C) to the extent that an Investment made after the Measurement Date was, after such date, or is sold or otherwise liquidated or repaid for cash, the lesser of (x) cash return of capital with respect to such Investment (less the cost of disposition, if any) and (y) the initial amount of such Investment, (D) from redesignations of Unrestricted Subsidiaries as Restricted Subsidiaries, not to exceed, in each case, the amount of Investments (other than Permitted Investments) made by the Company or a Restricted Subsidiary after the Measurement Date in any such Person, or (E) any Person becoming a Restricted Subsidiary (whereupon all Investments made by the Company or any Restricted Subsidiary in such Person since the Measurement Date shall be deemed to have been made pursuant to clause (1) of the definition of "Permitted Investment") but only to the extent such Investments by the Company or any Restricted Subsidiary in such Person was a Restricted Payment made to the extent permitted under this paragraph (c); plus

- (v) US\$30.0 million (or the Dollar Equivalent thereof).

The foregoing provision shall not be violated by reason of:

- (1) the payment of any dividend or redemption of any Capital Stock within 60 days after the related date of declaration or call for redemption if, at said date of declaration or call for redemption, such payment or redemption would comply with the preceding paragraph;
- (2) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Indebtedness of the Company or any of the Subsidiary Guarantors or JV Subsidiary Guarantors with the Net Cash Proceeds of, or in exchange for, a substantially concurrent Incurrence of Permitted Refinancing Indebtedness;
- (3) the redemption, repurchase or other acquisition of Capital Stock of the Company or any Subsidiary Guarantor or any JV Subsidiary Guarantor (or options, warrants or other rights to acquire such Capital Stock) in exchange for, or out of the Net Cash Proceeds of a substantially concurrent capital contribution or a sale (other than to a Subsidiary of the Company) of, shares of the Capital Stock (other than Disqualified Stock) of the Company or any Subsidiary Guarantor (or options, warrants or other rights to acquire such Capital Stock); *provided* that the amount of any such Net Cash Proceeds that are utilized for any such Restricted Payment will be excluded from clause (c)(ii) of the preceding paragraph, *provided* however that any item that has been excluded pursuant to clause (c)(ii) of the preceding paragraph will not be excluded again as a result of the proviso in this clause (3);
- (4) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Indebtedness of the Company or any of the Subsidiary Guarantors or JV Subsidiary Guarantors in exchange for, or out of the Net Cash Proceeds of, a substantially

concurrent capital contribution or sale (other than to a Subsidiary of the Company) of, shares of Capital Stock (other than Disqualified Stock) of the Company or any of the Subsidiary Guarantors or JV Subsidiary Guarantors (or options, warrants or other rights to acquire such Capital Stock); *provided* that the amount of any such Net Cash Proceeds that are utilized for any such Restricted Payment will be excluded from clause (c)(ii) of the preceding paragraph, *provided however* that any item that has been excluded pursuant to clause (c)(ii) of the preceding paragraph will not be excluded again as a result of the proviso in this clause (4);

- (5) the declaration and payment of any dividends or distributions declared, paid or made by a Restricted Subsidiary payable, on a pro rata basis or on a basis more favorable to the Company, to all holders of any class of Capital Stock of such Restricted Subsidiary; *provided* that, with respect to a Restricted Subsidiary of which less than a majority of the Voting Stock is directly or indirectly owned by the Company, such dividend or distribution shall be declared, paid or made on a pro rata basis or on a basis more favorable to the Company, as determined by the ownership of the Voting Stock;
- (6) dividends paid to, or the purchase of Capital Stock of any Restricted Subsidiary held by, any Trust Company Investor in respect of any Indebtedness or Preferred Stock outstanding on the Original Issue Date or permitted to be Incurred under paragraph (2)(p) of the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock”;
- (7) the declaration and payment of dividends on the Common Stock of the Company by the Company in an aggregate amount not to exceed 20% of the Consolidated Net Income of the Company for the fiscal year ended December 31, 2012;
- (8) the redemption, repurchase or other acquisition of Capital Stock of any Restricted Subsidiary holding any real estate project; *provided* that not less than 70% of the aggregate gross planned floor area of the real estate projects held by such Restricted Subsidiary has been sold or pre-sold;
- (9) cash payments in lieu of fractional shares in connection with the exercise of warrants, options or other securities convertible into or exchangeable for Capital Stock of the Company, *provided, however*, that any such cash payments shall not be for the purpose of evading the limitation of this covenant (as determined in good faith by the Board of Directors of the Company);
- (10) the purchase by the Company or a Restricted Subsidiary of Capital Stock of any Restricted Subsidiary that is not Wholly Owned, directly or indirectly, by the Company from an Independent Third Party pursuant to an agreement entered into between/among the Company or any Restricted Subsidiary and such Independent Third Party solely for the purpose of acquiring real property or land use rights, *provided* that (x) such purchase occurs within 12 months after such Restricted Subsidiary acquires the real property or land use rights it was formed to acquire and (y) the Company delivers to the Trustee a Board Resolution set forth in an Officers’ Certificate confirming that, in the opinion of the Board of Directors, the purchase price of such Capital Stock is less than or equal to the Fair Market Value of such Capital Stock; or
- (11) the declaration or payment of dividends on the Common Stock of the Company or the redemption, repurchase or other acquisition of shares of Common Stock of the Company, in an aggregate amount not to exceed, with respect to any fiscal year, 35.0% of the consolidated “profit for the year” of the Company calculated in accordance with GAAP for such fiscal year;



*provided* that, in the case of clause (2), (3) or (4) of this paragraph, no Default shall have occurred and be continuing or would occur as a consequence of the actions or payments set forth therein.

Each Restricted Payment made pursuant to clause (1) or (11) of the preceding paragraph shall be included in calculating whether the conditions of clause (c) of the first paragraph of this covenant have been met with respect to any subsequent Restricted Payments.

The amount of any Restricted Payments (other than cash) will be the Fair Market Value on the date of the Restricted Payment of the asset(s) or securities proposed to be transferred or issued by the Company or the Restricted Subsidiary, as the case may be, pursuant to the Restricted Payment. The value of any assets or securities that are required to be valued by this covenant will be the Fair Market Value. The Board of Directors' determination of the Fair Market Value of a Restricted Payment or any such assets or securities must be based upon an opinion or appraisal issued by an appraisal or investment banking firm of recognized international standing if the Fair Market Value exceeds US\$10.0 million (or the Dollar Equivalent thereof).

Not later than the date of making any Restricted Payment in excess of US\$10.0 million (or the Dollar Equivalent thereof) (other than any Restricted Payments set forth in clauses (5) through (11) above), the Company will deliver to the Trustee an Officers' Certificate stating that such Restricted Payment is permitted and setting forth the basis upon which the calculations required by this covenant were computed, together with a copy of any fairness opinion or appraisal required by the Indenture.

For purposes of determining compliance with this covenant, in the event that an item of Investment meets the criteria of both the first paragraph of this covenant and paragraph (17) of the definition of "Permitted Investment" at any time, the Company, in its sole discretion, shall classify, and from time to time may reclassify, such item of Investment in either or both of such paragraphs.

***Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries***

- (1) Except as provided below, the Company will not, and will not permit any Restricted Subsidiary to, create or otherwise cause or permit to exist or become effective any encumbrance or restriction on the ability of any Restricted Subsidiary to:
  - (a) pay dividends or make any other distributions on any Capital Stock of such Restricted Subsidiary owned by the Company or any other Restricted Subsidiary;
  - (b) pay any Indebtedness or other obligation owed to the Company or any other Restricted Subsidiary;
  - (c) make loans or advances to the Company or any other Restricted Subsidiary; or
  - (d) sell, lease or transfer any of its property or assets to the Company or any other Restricted Subsidiary.
- (2) The provisions of paragraph (1) do not apply to any encumbrances or restrictions:
  - (a) existing in agreements as in effect on the Original Issue Date, or in the Notes, the Subsidiary Guarantees, the JV Subsidiary Guarantees, the Indenture, or under any Pari Passu Subsidiary Guarantee of any Subsidiary Guarantor or any JV Subsidiary Guarantor or any Designated Guarantee or any Indebtedness Guaranteed by such Pari Passu Subsidiary Guarantee or Designated Guarantee, and any extensions, refinancings, renewals or replacements of any of the foregoing agreements; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal or



replacement, taken as a whole, are no more restrictive in any material respect to the Holders than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed or replaced;

- (b) existing under or by reason of applicable law, rule, regulation or order;
- (c) existing with respect to any Person or the property or assets of such Person acquired by the Company or any Restricted Subsidiary, at the time of such acquisition and not incurred in contemplation thereof, which encumbrances or restrictions are not applicable to any Person or the property or assets of any Person other than such Person or the property or assets of such Person so acquired, and any extensions, refinancings, renewals or replacements thereof; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal or replacement, taken as a whole, are no more restrictive in any material respect to the Holders than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed or replaced;
- (d) that otherwise would be prohibited by the provision described in clause (1)(d) of this covenant if they arise, or are agreed to, in the ordinary course of business and, that (i) restrict in a customary manner the subletting, assignment or transfer of any property or asset that is subject to a lease or license, or (ii) exist by virtue of any Lien on, or agreement to transfer, option or similar right with respect to any property or assets of the Company or any Restricted Subsidiary not otherwise prohibited by the Indenture or (iii) do not relate to any Indebtedness, and that do not, individually or in the aggregate, detract from the value of the property or assets of the Company or any Restricted Subsidiary in any manner material to the Company or any Restricted Subsidiary;
- (e) with respect to a Restricted Subsidiary and imposed pursuant to an agreement that has been entered into for the sale or disposition of all or substantially all of the Capital Stock of, or property and assets of, such Restricted Subsidiary that is permitted by the covenants described under the captions “— Limitation on Sales and Issuances of Capital Stock in Restricted Subsidiaries,” “— Limitation on Indebtedness and Preferred Stock” and “— Limitation on Asset Sales”;
- (f) with respect to any Restricted Subsidiary and imposed pursuant to an agreement that has been entered into for the Incurrence of Indebtedness or issuance of Preferred Stock or Disqualified Stock of the type described under clause (2)(h), 2(o), (2)(p), 2(q), 2(s), 2(t), 2(u) or 2(w) or permitted under clause (2)(n) or (2)(r) of the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock” if, as determined by the Board of Directors, the encumbrances or restrictions are (i) customary for such types of agreements and (ii) would not, at the time agreed to, be expected to materially and adversely affect the ability of the Company to make required payment on the Notes and, with respect to Indebtedness of the type described in clause 2(h), 2(o), (2)(p), 2(q), 2(s), 2(t), 2(u) or 2(w) or permitted under (2)(n) or (2)(r), any extensions, refinancings, renewals or replacements of any of the foregoing agreements; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal or replacement, taken as a whole, are no more restrictive in any material respect to the Holders than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed or replaced;
- (g) existing in customary provisions in shareholders agreement, joint venture agreements and other similar agreements permitted under the Indenture, to the extent such encumbrance or restriction relates to the activities or assets of a Restricted Subsidiary that is a party to such joint venture and if (as determined in good faith by the Board of

Directors) (i) the encumbrances or restrictions are customary for a shareholder, joint venture or similar agreement of that type and (ii) the encumbrances or restrictions would not, at the time agreed to, be expected to materially and adversely affect (x) the ability of the Company to make the required payments on the Notes, or (y) any Subsidiary Guarantor or JV Subsidiary Guarantor to make required payments under its Subsidiary Guarantee or JV Subsidiary Guarantee; or

- (h) existing with respect to any Unrestricted Subsidiary or the property or assets of such Unrestricted Subsidiary that is designated as a Restricted Subsidiary in accordance with the terms of the Indenture at the time of such designation and not incurred in contemplation of such designation, which encumbrances or restrictions are not applicable to any Person or the property or assets of any Person other than such Unrestricted Subsidiary or its subsidiaries or the property or assets of such Unrestricted Subsidiary or its subsidiaries, and any extensions, refinancing, renewals or replacements thereof; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal or replacement, taken as a whole, are no more restrictive in any material respect to the Holders than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed or replaced.

#### ***Limitation on Sales and Issuances of Capital Stock in Restricted Subsidiaries***

The Company will not sell, and will not permit any Restricted Subsidiary, directly or indirectly, to issue or sell any shares of Capital Stock of a Restricted Subsidiary (including options, warrants or other rights to purchase shares of such Capital Stock) except:

- (1) to the Company or a Wholly Owned Restricted Subsidiary or, in the case of a Restricted Subsidiary that is not Wholly Owned, pro rata to its shareholders or incorporators;
- (2) to the extent such Capital Stock represents director's qualifying shares or is required by applicable law to be held by a Person other than the Company or a Wholly Owned Restricted Subsidiary;
- (3) the sale or issuance of Capital Stock of a Restricted Subsidiary if, immediately after giving effect to such sale or issuance, such Restricted Subsidiary would no longer constitute a Restricted Subsidiary and any remaining Investment in such Person would have been permitted to be made under the covenant described under the caption "— Limitation on Restricted Payments" if made on the date of such sale or issuance and *provided* that the Company complies with the covenant described under the caption "— Limitation on Asset Sales"; or
- (4) the sale or issuance of Capital Stock of a Restricted Subsidiary (which remains a Restricted Subsidiary after any such sale or issuance); *provided* that the Company or such Restricted Subsidiary applies the Net Cash Proceeds of such sale or issuance in accordance with the covenant described under the caption "— Limitation on Asset Sales."

#### ***Limitation on Issuances of Guarantees by Restricted Subsidiaries***

The Company will not permit any Restricted Subsidiary which is not a Subsidiary Guarantor or a JV Subsidiary Guarantor, directly or indirectly, to Guarantee any Indebtedness ("Guaranteed Indebtedness") of the Company or any Subsidiary Guarantor or JV Subsidiary Guarantor, unless (1)(a) such Restricted Subsidiary simultaneously executes and delivers a supplemental indenture to the Indenture providing for an unsubordinated Subsidiary Guarantee (in the case of a Subsidiary Guarantor) or JV Subsidiary Guarantee (in the case of a JV Subsidiary Guarantor) of payment of the Notes by such

Restricted Subsidiary and (b) such Restricted Subsidiary waives and will not in any manner whatsoever claim, or take the benefit or advantage of, any rights of reimbursement, indemnity or subrogation or any other rights against the Company or any other Restricted Subsidiary as a result of any payment by such Restricted Subsidiary under its Subsidiary Guarantee or JV Subsidiary Guarantee, as the case may be, until the Notes have been paid in full or (2) such Guarantee is permitted by clause (2)(c), (2)(d) or (2)(q) (in the case of clause (2)(q), with respect to the Guarantee provided by the Company or any Restricted Subsidiary through the pledge of bank accounts, deposits or other assets to secure any Bank Deposit Secured Indebtedness), under the caption “— Limitation on Indebtedness and Preferred Stock” or (3) such Guarantee is a Designated Guarantee.

If the Guaranteed Indebtedness (1) ranks *pari passu* in right of payment with the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee, then the Guarantee of such Guaranteed Indebtedness shall rank *pari passu* in right of payment with, or subordinated to, the Subsidiary Guarantee or the JV Subsidiary Guarantee, as the case may be, or (2) is subordinated in right of payment to the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee, then the Guarantee of such Guaranteed Indebtedness shall be subordinated in right of payment to the Subsidiary Guarantee or the JV Subsidiary Guarantee, as the case may be, at least to the extent that the Guaranteed Indebtedness is subordinated to the Notes, the Subsidiary Guarantee or the JV Subsidiary Guarantee.

#### ***Limitation on Transactions with Shareholders and Affiliates***

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly, enter into, renew or extend any transaction or arrangement (including, without limitation, the purchase, sale, lease or exchange of property or assets, or the rendering of any service) with (x) any holder (or any Affiliate of such holder) of 10% or more of any class of Capital Stock of the Company or (y) any Affiliate of the Company (each an “Affiliate Transaction”), unless:

- (1) the Affiliate Transaction is on fair and reasonable terms that are no less favorable to the Company or the relevant Restricted Subsidiary than those that would have been obtained in a comparable arm’s length transaction by the Company or the relevant Restricted Subsidiary with a Person that is not an Affiliate of the Company; and
- (2) the Company delivers to the Trustee:
  - (a) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of US\$10.0 million (or the Dollar Equivalent thereof), a Board Resolution set forth in an Officers’ Certificate certifying that such Affiliate Transaction complies with this covenant and such Affiliate Transaction has been approved by a majority of the disinterested members of the Board of Directors; and
  - (b) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of US\$20.0 million (or the Dollar Equivalent thereof), in addition to the Board Resolution required in clause 2(a) above, an opinion as to the fairness to the Company or the relevant Restricted Subsidiary of such Affiliate Transaction from a financial point of view issued by an accounting, appraisal or investment banking firm of recognized international standing.

The foregoing limitation does not limit, and shall not apply to:

- (1) the payment of reasonable and customary regular fees and other compensation for the service as board members to directors of the Company or any Restricted Subsidiary who are not employees of the Company or any Restricted Subsidiary;
- (2) transactions between or among the Company and any of its Wholly Owned Restricted Subsidiaries or between or among Wholly Owned Restricted Subsidiaries;
- (3) any Restricted Payment of the type described in clause (1) or (2) of the first paragraph of the covenant described under the caption “— Limitation on Restricted Payments” if permitted by that covenant;
- (4) any sale of Capital Stock (other than Disqualified Stock) of the Company;
- (5) the payment of compensation to officers and directors of the Company or any Restricted Subsidiary pursuant to an employee stock or share option scheme, so long as such scheme is in compliance with the listing rules of the Hong Kong Stock Exchange, which as of the Original Issue Date require a majority shareholder approval of any such scheme;
- (6) any transaction between (A) the Company or any Restricted Subsidiary and (B) any entity in a Qualified Spin-off Group entered into in connection with a proposed restructuring in preparation for a Qualified Spin-off IPO, including but not limited to transactions entered into for purposes of any reorganization in connection with such proposed restructuring and Qualified Spin-off IPO and the entry into, and the performance thereof, of any underwriting agreement or other transaction documents in connection with such proposed restructuring and Qualified Spin-off IPO; or
- (7) any transaction between (A) the Company or any Restricted Subsidiary and (B) any entity in a Qualified Spin-off Group or a Listed Subsidiary entered into in the ordinary course of business, on fair and reasonable terms and in compliance with the rules of The Stock Exchange of Hong Kong Limited or any other recognized exchange on which the Company’s ordinary shares are then listed for trading.

In addition, the requirements of clause (2) of the first paragraph of this covenant shall not apply to (i) Investments (including Permitted Investments that are permitted under paragraph (17) of the definition of “Permitted Investments” but otherwise excluding any other Permitted Investments) not prohibited by the covenant described under the caption “— Limitation on Restricted Payments,” (ii) transactions pursuant to agreements in effect on the Original Issue Date and described in this offering memorandum, or any amendment or modification or replacement thereof, so long as such amendment, modification or replacement is not more disadvantageous to the Company and its Restricted Subsidiaries than the original agreement in effect on the Original Issue Date, (iii) any transaction (A) between or among the Company, any Wholly Owned Restricted Subsidiary and any Restricted Subsidiary that is not a Wholly Owned Restricted Subsidiary, (B) between or among Restricted Subsidiaries that are not Wholly Owned Restricted Subsidiaries, or (C) between or among the Company or a Restricted Subsidiary on the one hand and any Minority Joint Venture or Unrestricted Subsidiary on the other hand; *provided* that in the case of clause (iii) (a) such transaction is entered into in the ordinary course of business, (b) in the case of a non-Wholly-Owned Restricted Subsidiary, none of the minority shareholders or minority partners of or in such Restricted Subsidiary that is not a Wholly Owned Restricted Subsidiary is a Person described in clause (x) or (y) of the first paragraph of this covenant (other than by reason of such minority shareholder or minority partner being an officer or director of such Restricted Subsidiary) or by reason of being a Subsidiary or Minority Joint Venture of the Company and (c) in the case of a transaction with a Minority Joint Venture or an Unrestricted

Subsidiary, none of the shareholders or partners (other than the Company or a Restricted Subsidiary) of such Minority Joint Venture or Unrestricted Subsidiary is a Person described in clause (x) or (y) of the first paragraph of this covenant (other than by reason of such shareholder or partner being a director or officer of such Minority Joint Venture or Unrestricted Subsidiary or by reason of being a Subsidiary or Minority Joint Venture of the Company), and (iv) for as long as the Common Stock of the Company remains listed on The Stock Exchange of Hong Kong Limited, any Affiliate Transaction which is conducted in compliance with the applicable listing rules of The Stock Exchange of Hong Kong Limited.

#### ***Limitation on Liens***

The Company will not, and will not permit any of its Restricted Subsidiaries to, directly or indirectly, incur, assume or permit to exist any Lien of any nature whatsoever on any of its assets or properties of any kind, whether owned at the Original Issue Date or thereafter acquired, except Permitted Liens, unless the Notes are equally and ratably secured by such Lien.

#### ***Limitation on Sale and Leaseback Transactions***

The Company will not, and will not permit any of its Restricted Subsidiaries to, enter into any Sale and Leaseback Transaction; *provided* that the Company or any Restricted Subsidiary may enter into a Sale and Leaseback Transaction if:

- (1) the Company or such Restricted Subsidiary could have (a) Incurred Indebtedness in an amount equal to the Attributable Indebtedness relating to such Sale and Leaseback Transaction under the first paragraph of the covenant described above under “— Limitation on Indebtedness and Preferred Stock” and (b) incurred a Lien to secure such Indebtedness pursuant to the covenant described above under the caption “— Limitation on Liens,” in which case, the corresponding Indebtedness and Lien will be deemed incurred pursuant to those provisions;
- (2) the gross cash proceeds of that Sale and Leaseback Transaction are at least equal to the Fair Market Value of the property that is the subject of such Sale and Leaseback Transaction; and
- (3) the transfer of assets in that Sale and Leaseback Transaction is permitted by, and the Company or such Restricted Subsidiary applies the proceeds of such transaction in compliance with, the covenant described below under the caption “— Limitation on Asset Sales.”

#### ***Limitation on Asset Sales***

The Company will not, and will not permit any Restricted Subsidiary to, consummate any Asset Sale, unless:

- (1) no Default shall have occurred and be continuing or would occur as a result of such Asset Sale;
- (2) the consideration received by the Company or such Restricted Subsidiary, as the case may be, is at least equal to the Fair Market Value of the assets sold or disposed of; and
- (3) at least 75% of the consideration received consists of cash, Temporary Cash Investments or Replacement Assets; *provided* that, in the case of an Asset Sale in which the Company or such Restricted Subsidiary receives Replacement Assets involving aggregate consideration in excess of US\$50.0 million (or the Dollar Equivalent thereof), the Company shall deliver to the Trustee an opinion as to the fairness to the Company or such Restricted Subsidiary of

such Asset Sale from a financial point of view issued by an accounting, appraisal or investment banking firm of international standing. For purposes of this provision, each of the following will be deemed to be cash:

- (a) any liabilities, as shown on the Company's most recent consolidated balance sheet, of the Company or any Restricted Subsidiary (other than contingent liabilities and liabilities that are by their terms subordinated to the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee) that are assumed by the transferee of any such assets pursuant to a customary assumption, assignment, novation or similar agreement that releases the Company or such Restricted Subsidiary from further liability; and
- (b) any securities, notes or other obligations received by the Company or any Restricted Subsidiary from such transferee that are promptly, but in any event within 30 days of closing, converted by the Company or such Restricted Subsidiary into cash, to the extent of the cash received in that conversion;

Within 360 days after the receipt of any Net Cash Proceeds from an Asset Sale, the Company (or any Restricted Subsidiary) may apply such Net Cash Proceeds to:

- (1) permanently repay Senior Indebtedness of the Company or a Subsidiary Guarantor or any Indebtedness of a Restricted Subsidiary that is not a Subsidiary Guarantor (and, if such Senior Indebtedness repaid is revolving credit Indebtedness, to correspondingly reduce commitments with respect thereto) in each case owing to a Person other than the Company or a Restricted Subsidiary; or
- (2) acquire properties and assets that replace the properties and assets that were the subject of such Asset Sale or in properties or assets (other than current assets that are not land use rights, properties under development or completed property held for sale) that will be used in the businesses of the Company or any Restricted Subsidiary ("Replacement Assets").

Any Net Cash Proceeds from Asset Sales that are not applied or invested as provided in clauses (1) and (2) in the immediately preceding paragraph will constitute "Excess Proceeds." Excess Proceeds of less than US\$20.0 million (or the Dollar Equivalent thereof) will be carried forward and accumulated. When accumulated Excess Proceeds exceeds US\$20.0 million (or the Dollar Equivalent thereof), within 10 days thereof, the Company must make an Offer to Purchase Notes having a principal amount equal to:

- (1) accumulated Excess Proceeds, multiplied by
- (2) a fraction (x) the numerator of which is equal to the outstanding principal amount of the Notes and (y) the denominator of which is equal to the outstanding principal amount of the Notes and all *pari passu* Indebtedness similarly required to be repaid, redeemed or tendered for in connection with the Asset Sale,
- (3) rounded down to the nearest US\$1,000.

The offer price in any Offer to Purchase will be equal to 100% of the principal amount of the Notes plus accrued and unpaid interest to the date of purchase, and will be payable in cash.

If any Excess Proceeds remain after consummation of an Offer to Purchase, the Company may use those Excess Proceeds for any purpose not otherwise prohibited by the Indenture. If the aggregate principal amount of Notes (and any other *pari passu* Indebtedness) tendered in such Offer to Purchase exceeds the amount of Excess Proceeds, the Notes (and such other *pari passu* Indebtedness) to be



purchased will be selected on a pro rata basis by lot or such other method the Trustee determines in its sole and absolute discretion. Upon completion of each Offer to Purchase, the amount of Excess Proceeds will be reset at zero.

### ***Use of Proceeds***

The Company will not, and will not permit any Restricted Subsidiary to, use the net proceeds from the sale of the Notes, in any amount, for any purpose other than (1) in the approximate amounts and for the purposes specified, including any adjustment in response to changes in acquisition or development plans as contemplated, under the caption “Use of Proceeds” in this offering memorandum and (2) pending the application of all of such net proceeds in such manner, to invest the portion of such net proceeds not yet so applied in Temporary Cash Investments.

### ***Designation of Restricted and Unrestricted Subsidiaries***

The Board of Directors may designate any Restricted Subsidiary to be an Unrestricted Subsidiary; *provided* that (1) no Default shall have occurred and be continuing at the time of or after giving effect to such designation; (2) neither the Company nor any Restricted Subsidiary provides credit support (other than any Guarantee in compliance with clause (6) of this paragraph) for the Indebtedness of such Restricted Subsidiary; (3) such Restricted Subsidiary has no outstanding Indebtedness that could trigger a cross-default to the Indebtedness of the Company; (4) such Restricted Subsidiary does not own any Disqualified Stock of the Company or Disqualified or Preferred Stock of another Restricted Subsidiary or hold any Indebtedness of, or any Lien on any property of, the Company or any Restricted Subsidiary, if such Disqualified or Preferred Stock or Indebtedness could not be Incurred under the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock” or such Lien would violate the covenant described under the caption “— Limitation on Liens”; (5) such Restricted Subsidiary does not own any Voting Stock of another Restricted Subsidiary, and all of its Subsidiaries are Unrestricted Subsidiaries or are being concurrently designated to be Unrestricted Subsidiaries in accordance with this paragraph; and (6) the Investment deemed to have been made thereby in such newly-designated Unrestricted Subsidiary and each other newly-designated Unrestricted Subsidiary being concurrently redesignated would be permitted to be made by the covenant described under “— Limitation on Restricted Payments.”

The Board of Directors may designate any Unrestricted Subsidiary to be a Restricted Subsidiary; *provided* that (1) no Default shall have occurred and be continuing at the time of or after giving effect to such designation; (2) any Indebtedness of such Unrestricted Subsidiary outstanding at the time of such designation which will be deemed to have been Incurred by such newly-designated Restricted Subsidiary as a result of such designation would be permitted to be Incurred by the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock”; (3) any Lien on the property of such Unrestricted Subsidiary at the time of such designation which will be deemed to have been incurred by such newly-designated Restricted Subsidiary as a result of such designation would be permitted to be incurred by the covenant described under the caption “— Limitation on Liens”; (4) such Unrestricted Subsidiary is not a Subsidiary of another Unrestricted Subsidiary (that is not concurrently being designated as a Restricted Subsidiary); and (5) if such Restricted Subsidiary is not organized under the laws of the PRC, such Restricted Subsidiary shall upon such designation execute and deliver to the Trustee a supplemental indenture to the Indenture by which such Restricted Subsidiary shall become a Subsidiary Guarantor or a JV Subsidiary Guarantor to the extent required under “— The Subsidiary Guarantees and the JV Subsidiary Guarantees.”



### ***Government Approvals and Licenses; Compliance with Law***

The Company will, and will cause each Restricted Subsidiary to, (1) obtain and maintain in full force and effect all governmental approvals, authorizations, consents, permits, concessions and licenses as are necessary to engage in the businesses of the Company and the Restricted Subsidiaries; (2) preserve and maintain good and valid title to its properties and assets (including land-use rights) free and clear of any Liens other than Permitted Liens; and (3) comply with all laws, regulations, orders, judgments and decrees of any governmental body, except to the extent that failure so to obtain, maintain, preserve and comply would not reasonably be expected to have a material adverse effect on (a) the business, results of operations or prospects of the Company and its Restricted Subsidiaries, taken as a whole, or (b) the ability of the Company, any Subsidiary Guarantor or any JV Subsidiary Guarantor to perform its obligations under the Notes, the relevant Subsidiary Guarantee, the relevant JV Subsidiary Guarantee or the Indenture.

### ***Anti-Layering***

The Company will not Incur, and will not permit any Subsidiary Guarantor or JV Subsidiary Guarantor to Incur, any Indebtedness if such Indebtedness is contractually subordinated in right of payment to any other Indebtedness of the Company, such Subsidiary Guarantor or such JV Subsidiary Guarantor, as the case may be, unless such Indebtedness is also contractually subordinated in right of payment to the Notes, the applicable Subsidiary Guarantee or the applicable JV Subsidiary Guarantee, on substantially identical terms. This does not apply to distinctions between categories of Indebtedness that exist by reason of any Liens or Guarantees securing or in favor of some but not all of such Indebtedness.

### ***Suspension of Certain Covenants***

If, on any date following the date of the Indenture, the Notes have a rating of Investment Grade from two of the three Rating Agencies and no Default has occurred and is continuing (a “Suspension Event”), then, beginning on that day and continuing until such time, if any, at which the Notes cease to have a rating of Investment Grade from any of the Rating Agencies, the provisions of the Indenture summarized under the following captions will be suspended:

- (1) “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (2) “— Certain Covenants — Limitation on Restricted Payments”;
- (3) “— Certain Covenants — Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries”;
- (4) “— Certain Covenants — Limitation on Sales and Issuances of Capital Stock in Restricted Subsidiaries”;
- (5) “— Certain Covenants — Limitation on Issuances of Guarantees by Restricted Subsidiaries”;
- (6) “— Certain Covenants — Limitation on the Company’s Business Activities”;
- (7) “— Certain Covenants — Limitation on Sale and Leaseback Transactions”; and
- (8) “— Certain Covenants — Limitation on Asset Sales.”

During any period that the foregoing covenants have been suspended, the Board of Directors may not designate any of the Restricted Subsidiaries as Unrestricted Subsidiaries pursuant to the covenant summarized under the caption “— Certain Covenants — Designation of Restricted and Unrestricted Subsidiaries” or the definition of “Unrestricted Subsidiary.”

Such covenants will be reinstituted and apply according to their terms as of and from the first day on which a Suspension Event ceases to be in effect. Such covenants will not, however, be of any effect with regard to actions of the Company or any Restricted Subsidiary properly taken in compliance with the provisions of the Indenture during the continuance of the Suspension Event, and following reinstatement the calculations under the covenant summarized under “— Certain Covenants — Limitation on Restricted Payments” will be made as if such covenant had been in effect since the date of the Indenture except that no Default will be deemed to have occurred solely by reason of a Restricted Payment made while that covenant was suspended.

There can be no assurance that the Notes will ever achieve a rating of Investment Grade or that any such rating will be maintained.

#### ***Provision of Financial Statements and Reports***

- (1) So long as any of the Notes remain outstanding, the Company will file with the Trustee and furnish to the Holders upon request, as soon as they are available but in any event not more than 10 calendar days after they are filed with the Hong Kong Stock Exchange or any other recognized exchange on which the Company’s ordinary shares are at any time listed for trading, true and correct copies of any financial or other report in the English language filed with such exchange; *provided* that, if at any time the Common Stock of the Company ceases to be listed for trading on a recognized stock exchange, the Company will file with the Trustee and furnish to the Holders:
  - (a) as soon as they are available, but in any event within 90 calendar days after the end of the fiscal year of the Company, copies of its financial statements (on a consolidated basis and in English language) in respect of such financial year (including a statement of income, balance sheet and cash flow statement) audited by a member firm of an internationally-recognized firm of independent accountants;
  - (b) as soon as they are available, but in any event within 45 calendar days after the end of the second financial quarter of the Company, copies of its financial statements (on a consolidated basis and in English language) in respect of such half-year period (including a statement of income, balance sheet and cash flow statement) reviewed by a member firm of an internationally-recognized firm of independent accountants; and
  - (c) as soon as they are available, but in any event within 45 calendar days after the end of each of the first and third financial quarter of the Company, copies of its unaudited financial statements (on a consolidated basis and in English language), including a statement of income, balance sheet and cash flow statement, prepared on a basis consistent with the audited financial statements of the Company together with a certificate signed by the person then authorized to sign financial statements on behalf of the Company to the effect that such financial statements are true in all material respects and present fairly the financial position of the Company as at the end of, and the results of its operations for, the relevant quarterly period.
- (2) In addition, so long as any of the Notes remain outstanding, the Company will provide to the Trustee (a) within 120 days after the close of each fiscal year, an Officers’ Certificate stating the Fixed Charge Coverage Ratio with respect to the four most recent fiscal quarters and

showing in reasonable detail the calculation of the Fixed Charge Coverage Ratio, including the arithmetic computations of each component of the Fixed Charge Coverage Ratio, with a certificate from the Company's external auditors verifying the accuracy and correctness of the calculation and arithmetic computation; *provided* that the Company shall not be required to provide such auditor certification if its external auditors refuse to provide such certification as a result of a policy of such external auditors not to provide such certification; and (b) as soon as possible and in any event within 30 days after the Company becomes aware or should reasonably become aware of the occurrence of a Default, an Officers' Certificate setting forth the details of the Default, and the action which the Company proposes to take with respect thereto.

## Events of Default

The following events will be defined as "Events of Default" in the Indenture:

- (1) default in the payment of principal of (or premium, if any, on) the Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise;
- (2) default in the payment of interest on any Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days;
- (3) default in the performance or breach of the provisions of the covenants described under "— Consolidation, Merger and Sale of Assets," the failure by the Company to make or consummate an Offer to Purchase in the manner described under the captions "— Repurchase of Notes upon a Change of Control Triggering Event" or "— Certain Covenants — Limitation on Asset Sales";
- (4) the Company or any Restricted Subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the Notes (other than a default specified in clause (1), (2) or (3) above) and such default or breach continues for a period of 30 consecutive days after written notice by the Trustee or the Holders of 25% or more in aggregate principal amount of the Notes;
- (5) there occurs with respect to any Indebtedness of the Company or any Restricted Subsidiary having an outstanding principal amount of US\$30.0 million (or the Dollar Equivalent thereof) or more in the aggregate for all such Indebtedness of all such Persons, whether such Indebtedness now exists or shall hereafter be created, (a) an event of default that has caused the holder thereof to declare such Indebtedness to be due and payable prior to its Stated Maturity and/or (b) the failure to make a principal payment when due;
- (6) one or more final judgments or orders for the payment of money are rendered against the Company or any of its Restricted Subsidiaries and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such Persons to exceed US\$30.0 million (or the Dollar Equivalent thereof) (in excess of amounts which the Company's insurance carriers have agreed to pay under applicable policies) during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;
- (7) an involuntary case or other proceeding is commenced against the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a

receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) or for any substantial part of the property and assets of the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect;

- (8) the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) (a) commences a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consents to the entry of an order for relief in an involuntary case under any such law, (b) consents to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) or for all or substantially all of the property and assets of the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary) or (c) effects any general assignment for the benefit of creditors; or
- (9) any Subsidiary Guarantor or JV Subsidiary Guarantor denies or disaffirms its obligations under its Subsidiary Guarantee or JV Subsidiary Guarantee or, except as permitted by the Indenture, any Subsidiary Guarantee or JV Subsidiary Guarantee is determined to be unenforceable or invalid or shall for any reason cease to be in full force and effect.

If an Event of Default (other than an Event of Default specified in clause (7) or (8) above) occurs and is continuing under the Indenture, the Trustee or the Holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the Holders), may, and the Trustee at the written request of such Holders shall, subject to receiving indemnity and/or security to its satisfaction, declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable. If an Event of Default specified in clause (7) or (8) above occurs with respect to the Company or any Significant Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Significant Subsidiary), the principal of, premium, if any, and accrued and unpaid interest on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.

The Holders of at least a majority in aggregate principal amount of the outstanding Notes by written notice to the Company and to the Trustee may on behalf of the Holders of Notes waive all past defaults and rescind and annul a declaration of acceleration and its consequences if:

- (1) all existing Events of Default, other than the nonpayment of the principal of, premium, if any, and interest on the Notes that have become due solely by such declaration of acceleration, have been cured or waived, and
- (2) the rescission would not conflict with any judgment or decree of a court of competent jurisdiction.

Upon such waiver, the Default will cease to exist, and any Event of Default arising therefrom will be deemed to have been cured, but no such waiver will extend to any subsequent or other Default or impair any right consequent thereon.

If an Event of Default occurs and is continuing, the Trustee may pursue, in its own name or as trustee of an express trust, any available remedy by proceeding at law or in equity to collect the payment of principal of and interest on the Notes or to enforce the performance of any provision of the Notes or the Indenture. The Trustee may maintain a proceeding even if it does not possess any of the Notes or does not produce any of them in the proceeding.

The Holders of at least a majority in aggregate principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. However, the Trustee may refuse to follow any direction that conflicts with law or the Indenture, that may involve the Trustee in personal liability, or that is unduly prejudicial to the rights of Holders not joining in the giving of such direction and may take any other action that is not inconsistent with any such direction received from Holders. The Trustee shall not be required to expend its funds in following such direction if it does not reasonably believe that reimbursement or indemnity and/or security is assured to it.

A Holder of Notes may not institute any proceeding, judicial or otherwise, with respect to the Indenture or the Notes, or for the appointment of a receiver or trustee, or for any other remedy under the Indenture or the Notes, unless:

- (1) the Holder has previously given the Trustee written notice of a continuing Event of Default;
- (2) the Holders of at least 25% in aggregate principal amount of outstanding Notes make a written request to the Trustee to pursue the remedy;
- (3) such Holder or Holders offer the Trustee indemnity and/or security satisfactory to the Trustee against any costs, liability or expense to be incurred in compliance with such written request;
- (4) the Trustee does not comply with the request within 60 days after receipt of the written request and the offer of indemnity and/or security satisfactory to it; and
- (5) during such 60-day period, the Holders of a majority in aggregate principal amount of the outstanding Notes do not give the Trustee a direction that is inconsistent with the written request.

However, such limitations do not apply to the right of any Holder to receive payment of the principal of, premium, if any, or interest on, such Note, or to bring suit for the enforcement of any such payment, on or after the due date expressed in the Notes, which right shall not be impaired or affected without the consent of the Holder.

If the Trustee collects any money pursuant to the Indenture, it shall pay out the money in the following order:

*First*, to the Trustee and the Agents to the extent necessary to reimburse the Trustee and the Agents for any expenses incurred in connection with the collection or distribution of such amounts held or realized and any reasonable fees and expenses incurred in connection with carrying out its functions under the Indenture (including any indemnity payments due to the Trustee and the Agents and properly incurred legal fees and expenses);

*Second*, to the Trustee for the benefit of Holders; and

*Third*, any surplus remaining after such payments will be paid to the Company or to whomever may be lawfully entitled thereto.

Officers of the Company must certify to the Trustee in writing, on or before a date not more than 120 days after the end of each fiscal year, that a review has been conducted of the activities of the Company and its Restricted Subsidiaries and the Company's and its Restricted Subsidiaries' performance under the Indenture and that the Company has fulfilled all obligations thereunder, or, if there has been a default in the fulfillment of any such obligation, specifying each such default and the nature and status thereof. The Company will also be obligated to notify the Trustee in writing of any default or defaults in the performance of any covenants or agreements under the Indenture. See "— Certain Covenants — Provision of Financial Statements and Reports."

### **Consolidation, Merger and Sale of Assets**

The Company will not consolidate with, merge with or into another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its and its Restricted Subsidiaries' properties and assets (computed on a consolidated basis) (as an entirety or substantially an entirety in one transaction or a series of related transactions), unless:

- (1) the Company shall be the continuing Person, or the Person (if other than it) formed by such consolidation or merger or that acquired or leased such property and assets (the "Surviving Person") shall be a corporation organized and validly existing under the laws of the Cayman Islands, Hong Kong or the British Virgin Islands and shall expressly assume, by a supplemental indenture to the Indenture, executed and delivered to the Trustee, all the obligations of the Company under the Indenture and the Notes, including the obligation to pay Additional Amounts with respect to any jurisdiction in which it is organized or resident for tax purposes or through which it makes payments, and the Indenture and the Notes, as the case may be, shall remain in full force and effect;
- (2) immediately after giving effect to such transaction, no Default shall have occurred and be continuing;
- (3) immediately after giving effect to such transaction on a pro forma basis, the Company or the Surviving Person, as the case may be, shall have a Consolidated Net Worth equal to or greater than the Consolidated Net Worth of the Company immediately prior to such transaction;
- (4) immediately after giving effect to such transaction on a pro forma basis the Company or the Surviving Person, as the case may be, could Incur at least US\$1.00 of Indebtedness under the first paragraph of the covenant described under the caption "— Certain Covenants — Limitation on Indebtedness and Preferred Stock";
- (5) the Company delivers to the Trustee (x) an Officers' Certificate (attaching the arithmetic computations to demonstrate compliance with clauses (3) and (4)) and (y) an Opinion of Counsel, in each case stating that such consolidation, merger or transfer and the relevant supplemental indenture complies with this provision and that all conditions precedent provided for in the Indenture relating to such transaction have been complied with;
- (6) each Subsidiary Guarantor and JV Subsidiary Guarantor, unless such Subsidiary Guarantor or JV Subsidiary Guarantor is the Person with which the Company has entered into a transaction described under this caption, shall execute and deliver a supplemental indenture to the Indenture confirming that its Subsidiary Guarantee or JV Subsidiary Guarantee, as applicable, shall apply to the obligations of the Company or the Surviving Person in accordance with the Notes and the Indenture; and
- (7) no Rating Decline shall have occurred.



No Subsidiary Guarantor or JV Subsidiary Guarantor will consolidate with, merge with or into another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its and its Restricted Subsidiaries' properties and assets (computed on a consolidated basis) (as an entirety or substantially an entirety in one transaction or a series of related transactions) to another Person (other than the Company or another Subsidiary Guarantor or, in the case of a JV Subsidiary Guarantor, other than to another JV Subsidiary Guarantor, the Company or a Subsidiary Guarantor), unless:

- (1) such Subsidiary Guarantor or JV Subsidiary Guarantor shall be the continuing Person, or the Person (if other than it) formed by such consolidation or merger or that acquired or leased such property and assets shall be the Company, another Subsidiary Guarantor or shall become a Subsidiary Guarantor concurrently with the transaction (or, in the case of a JV Subsidiary Guarantor, another JV Subsidiary Guarantor, the Company or a Subsidiary Guarantor); and shall expressly assume, by a supplemental indenture to the Indenture, executed and delivered to the Trustee, all the obligations of such Subsidiary Guarantor or JV Subsidiary Guarantor under the Indenture and the Notes, as the case may be, including the obligation to pay Additional Amounts with respect to any jurisdiction in which it is organized or resident for tax purposes or through which it makes payments, and the Indenture and the Notes, as the case may be, shall remain in full force and effect;
- (2) immediately after giving effect to such transaction, no Default shall have occurred and be continuing;
- (3) immediately after giving effect to such transaction on a pro forma basis, the Company shall have a Consolidated Net Worth equal to or greater than the Consolidated Net Worth of the Company immediately prior to such transaction;
- (4) immediately after giving effect to such transaction on a pro forma basis, the Company could Incur at least US\$1.00 of Indebtedness under the first paragraph of the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (5) the Company delivers to the Trustee (x) an Officers' Certificate (attaching the arithmetic computations to demonstrate compliance with clauses (3) and (4) and (y) an Opinion of Counsel, in each case stating that such consolidation, merger or transfer and the relevant supplemental indenture complies with this provision and that all conditions precedent provided for in the Indenture relating to such transaction have been complied with; and
- (6) no Rating Decline shall have occurred;

*provided* that this paragraph shall not apply to any sale or other disposition that complies with the covenant described under the caption “— Certain Covenants — Limitation on Asset Sales” or any Subsidiary Guarantor or JV Subsidiary Guarantor whose Subsidiary Guarantee or JV Subsidiary Guarantee, as the case may be, is unconditionally released in accordance with the provisions described under “— The Subsidiary Guarantees and the JV Subsidiary Guarantees — Release of the Subsidiary Guarantees and the JV Subsidiary Guarantees.”

Although there is a limited body of case law interpreting the phrase “substantially all,” there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve “all or substantially all” of the property or assets of a Person.



The foregoing requirements shall not apply to a consolidation or merger of any Subsidiary Guarantor or JV Subsidiary Guarantor with and into the Company or any other Subsidiary Guarantor or JV Subsidiary Guarantor, so long as the Company or such Subsidiary Guarantor or JV Subsidiary Guarantor survives such consolidation or merger.

The foregoing provisions would not necessarily afford Holders protection in the event of highly-leveraged or other transactions involving the Company or any Subsidiary Guarantor or JV Subsidiary Guarantor that may adversely affect Holders.

### **No Payments for Consents**

The Company will not, and shall not permit any of its Subsidiaries to, directly or indirectly, pay or cause to be paid any consideration, whether by way of interest, fee or otherwise, to any Holder for or as an inducement to any consent, waiver or amendment of any of the terms or provisions of the Indenture, the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee unless such consideration is offered to be paid or is paid to all Holders that consent, waive or agree to amend such term or provision within the time period set forth in the solicitation documents relating to such consent, waiver or amendment.

Notwithstanding the foregoing, any payment of consideration for, or as an inducement to, any consent, waiver or amendment of any of the terms or provisions of the Indenture or the Notes in connection with an exchange or tender offer, the Company and any of its Subsidiaries may exclude (i) Holders or beneficial owners of the Notes that are located in the United States or “U.S. Persons” as defined in Regulation S under the Securities Act, and (ii) Holders or beneficial owners of the Notes in any jurisdiction where the inclusion of such Holders or beneficial owners would require the Company or any such Subsidiary to comply with the registration requirements or other similar requirements under any securities laws of any jurisdiction, or the solicitation of such consent, waiver or amendment from, or the granting of such consent or waiver, or the approval of such amendment by, Holders or beneficial owners in such jurisdiction would be unlawful, in each case as determined by the Company in its sole discretion.

### **Defeasance**

#### ***Defeasance and Discharge***

The Indenture will provide that the Company will be deemed to have paid and will be discharged from any and all obligations in respect of the Notes on the 183rd day after the deposit referred to below, and the provisions of the Indenture will no longer be in effect with respect to the Notes (except for, among other matters, certain obligations to register the transfer or exchange of the Notes, to replace stolen, lost or mutilated Notes, to maintain paying agencies, to pay Additional Amounts and to hold monies for payment in trust) if, among other things:

- (1) the Company (a) has deposited with the Trustee (or its agent), in trust, money and/or U.S. Government Obligations or any combination thereof that through the payment of interest, premium (if any) and principal in respect thereof in accordance with their terms will provide money in an amount sufficient to pay the principal of, premium, if any, and accrued interest on the Notes on the Stated Maturity for such payments in accordance with the terms of the Indenture and the Notes and (b) delivers to the Trustee an Opinion of Counsel or a certificate of an internationally-recognized firm of independent accountants to the effect that the amount deposited by the Company is sufficient to provide payment for the principal of, premium, if any, and accrued interest on, the Notes on the Stated Maturity for such payment in accordance with the terms of the Indenture;

- (2) the Company has delivered to the Trustee an Opinion of Counsel of recognized international standing to the effect that the creation of the defeasance trust does not violate the U.S. Investment Company Act of 1940, as amended, and after the passage of 123 days following the deposit, the trust fund will not be subject to the effect of Section 547 of the United States Bankruptcy Code or Section 15 of the New York Debtor and Creditor Law; and
- (3) immediately after giving effect to such deposit on a pro forma basis, no Event of Default, or event that after the giving of notice or lapse of time or both would become an Event of Default, shall have occurred and be continuing on the date of such deposit or during the period ending on the 183rd day after the date of such deposit, and such defeasance shall not result in a breach or violation of, or constitute a default under, any other agreement or instrument to which the Company or any Restricted Subsidiary is a party or by which the Company or any Restricted Subsidiary is bound.

In the case of either discharge or defeasance of the Notes the Subsidiary Guarantees and the JV Subsidiary Guarantees will terminate.

### ***Defeasance of Certain Covenants***

The Indenture further will provide that (i) the provisions of the Indenture applicable to the Notes will no longer be in effect with respect to clauses (3), (4), (5)(x) and (7) under the first paragraph, and clauses (3), (4), (5)(x) and (6) under the second paragraph under “— Consolidation, Merger and Sale of Assets” and all the covenants described herein under “— Certain Covenants,” other than as described under “— Certain Covenants — Government Approvals and Licenses; Compliance with Law” and “— Certain Covenants — Anti-Layering,” and (ii) clause (3) under “— Events of Default” with respect to clauses (3), (4), (5)(x) and (7) under the first paragraph, and clauses (3), (4), (5)(x) and (6) under the second paragraph under “— Consolidation, Merger and Sale of Assets” and with respect to the other events set forth in clause (i) above, clause (4) under “— Events of Default” with respect to such other covenants in clause (i) above and clauses (5) and (6) under “Events of Default” shall be deemed not to be Events of Default upon, among other things, the deposit with the Trustee (or its agent), in trust, of money, U.S. Government Obligations or a combination thereof that through the payment of interest, premium (if any) and principal in respect thereof in accordance with their terms will provide money in an amount sufficient to pay the principal of, premium, if any, and accrued interest on the Notes on the Stated Maturity of such payments in accordance with the terms of the Indenture and the Notes, the satisfaction of the provisions described in clause (2) of the preceding paragraph.

### ***Defeasance and Certain Other Events of Default***

In the event that the Company exercises its option to omit compliance with certain covenants and provisions of the Indenture as described in the immediately preceding paragraph and the Notes are declared due and payable because of the occurrence of an Event of Default that remains applicable, the amount of money and/or U.S. Government Obligations on deposit with the Trustee will be sufficient to pay amounts due on the Notes at the time of their Stated Maturity but may not be sufficient to pay amounts due on the Notes at the time of the acceleration resulting from such Event of Default. However, the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantor will remain liable for such payments.

## **Amendments and Waiver**

### ***Amendments Without Consent of Holders***

The Indenture, the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) may be amended, without the consent of any Holder, to:

- (1) cure any ambiguity, defect, omission or inconsistency in the Indenture or the Notes;
- (2) comply with the provisions described under “— Consolidation, Merger and Sale of Assets”;
- (3) evidence and provide for the acceptance of appointment by a successor Trustee;
- (4) add any Subsidiary Guarantor or JV Subsidiary Guarantor, or any Subsidiary Guarantee or JV Subsidiary Guarantee, or release any Subsidiary Guarantor or JV Subsidiary Guarantor from any Subsidiary Guarantee or JV Subsidiary Guarantee, as the case may be, as provided or permitted by the terms of the Indenture;
- (5) provide for the issuance of Additional Notes in accordance with the limitations set forth in the Indenture;
- (6) add any collateral to secure the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee;
- (7) in any other case where a supplemental indenture to the Indenture is required or permitted to be entered into pursuant to the provisions of the Indenture without the consent of any Holder;
- (8) effect any changes to the Indenture in a manner necessary to comply with the procedures of Euroclear or Clearstream or any applicable securities depositary;
- (9) make any other change that does not materially and adversely affect the rights of any Holder;  
or
- (10) conform the text of the Indenture, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees to any provision of this “Description of the Notes” to the extent that such provision in this “Description of the Notes” was intended to be a verbatim recitation of a provision in the Indenture, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees.

### ***Amendments With Consent of Holders***

The Indenture, the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) may be amended with the consent of the Holders of not less than a majority in aggregate principal amount of the outstanding Notes, and the Holders of a majority in aggregate principal amount of the outstanding Notes or the Trustee may amend or waive future compliance by the Company with any provision thereof; *provided, however*, that no such modification, amendment or waiver may, without the consent of each Holder affected thereby:

- (1) change the Stated Maturity of the principal of, or any installment of interest on, any Note;
- (2) reduce the principal amount of, or premium, if any, or interest on, any Note;
- (3) change the place, currency or time of payment of principal of, or premium, if any, or interest on, any Note;

- (4) impair the right to institute suit for the enforcement of any payment on or after the Stated Maturity (or, in the case of a redemption, on or after the redemption date) of any Note, any Subsidiary Guarantee or any JV Subsidiary Guarantee;
- (5) reduce the above-stated percentage of outstanding Notes the consent of whose Holders is necessary to modify or amend the Indenture;
- (6) waive a default in the payment of principal of, premium, if any, or interest on the Notes;
- (7) release any Subsidiary Guarantor or JV Subsidiary Guarantor from its Subsidiary Guarantee or JV Subsidiary Guarantee, as the case may be, except as provided in the Indenture;
- (8) reduce the percentage or aggregate principal amount of outstanding Notes the consent of whose Holders is necessary for waiver of compliance with certain provisions of the Indenture or for waiver of certain defaults;
- (9) amend, change or modify any Subsidiary Guarantee or JV Subsidiary Guarantee in a manner that adversely affects the Holders;
- (10) reduce the amount payable upon a Change of Control Offer or an Offer to Purchase with the Excess Proceeds from any Asset Sale or, change the time or manner by which a Change of Control Offer or an Offer to Purchase with the Excess Proceeds or other proceeds from any Asset Sale may be made or by which the Notes must be repurchased pursuant to a Change of Control Offer or an Offer to Purchase with the Excess Proceeds or other proceeds from any Asset Sale;
- (11) change the redemption date or the redemption price of the Notes from that stated under the caption “— Optional Redemption” or “— Redemption for Taxation Reasons”;
- (12) amend, change or modify the obligation of the Company, any Subsidiary Guarantor or any JV Subsidiary Guarantor to pay Additional Amounts; or
- (13) amend, change or modify any provision of the Indenture or the related definition affecting the ranking of the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee in a manner which adversely affects the Holders.

### **Unclaimed Money**

Claims against the Company for the payment of principal of, premium, if any, or interest, on the Notes will become void unless presentation for payment is made as required in the Indenture within a period of six years.

### **No Personal Liability of Incorporators, Stockholders, Officers, Directors or Employees**

No recourse for the payment of the principal of, premium, if any, or interest on any of the Notes or for any claim based thereon or otherwise in respect thereof, and no recourse under or upon any obligation, covenant or agreement of the Company, any of the Subsidiary Guarantors or any of the JV Subsidiary Guarantors in the Indenture, or in any of the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees, or because of the creation of any Indebtedness represented thereby, shall be had against any incorporator, stockholder, officer, director, employee or controlling person of the Company, any of the Subsidiary Guarantors or JV Subsidiary Guarantors, or of any successor Person thereof. Each Holder, by accepting the Notes, waives and releases all such liability. The waiver and release are part of the consideration for the issuance of the Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees. Such waiver may not be effective to waive liabilities under the federal securities laws.

## **Concerning the Trustee and the Agents**

China Construction Bank (Asia) Corporation Limited will be appointed as Trustee under the Indenture. China Construction Bank (Asia) Corporation Limited will be appointed as registrar (the “Registrar”) and paying and transfer agent (the “Paying and Transfer Agent” and together with the Registrar, the “Agents”) with regard to the Notes. Except during the continuance of a Default, the Trustee undertakes to perform such duties and only such duties as are specifically set forth in the Indenture, and no implied covenant or obligation shall be read into the Indenture against the Trustee. If an Event of Default has occurred and is continuing, the Trustee will use the same degree of care and skill in its exercise of the rights and powers vested in it under the Indenture as a prudent person would exercise under the circumstances in the conduct of such person’s own affairs.

The Indenture contains limitations on the rights of the Trustee, should it become a creditor of the Company or any of the Subsidiary Guarantors or JV Subsidiary Guarantors to obtain payment of claims in certain cases or to realize on certain property received by it in respect of any such claims, as security or otherwise. The Trustee is permitted to engage in other transactions, including normal banking and trustee relationships, with the Company and its Affiliates without accounting for any profit; provided, however, that if it acquires any conflicting interest, it must eliminate such conflict or resign.

The Trustee will not be under any obligation to exercise any rights or powers conferred under the Indenture for the benefit of the Holders, unless the requisite number of Holders have instructed the Trustee in writing and offered to the Trustee indemnity and/or security satisfactory to the Trustee against any loss, liability or expense.

Furthermore, each Holder, by accepting the Notes agrees, for the benefit of the Trustee, that it is solely responsible for its own independent appraisal of and investigation into all risks arising under or in connection with the offering of the Notes and has not relied on and will not at any time rely on the Trustee in respect of such risks.

## **Book-Entry; Delivery and Form**

The Notes will be represented by a global note in registered form without interest coupons attached (the “Initial Global Note”). On the Original Issue Date, the Global Note will be deposited with a common depository and registered in the name of the common depository or its nominee for the accounts of Euroclear and Clearstream. Any additional Notes will be represented by additional global notes in registered form without interest coupons attached (the “Additional Global Notes” and, together with the Initial Global Note, the “Global Notes”).

## **Global Notes**

Ownership of beneficial interests in the Global Notes (the “book-entry interests”) will be limited to persons that have accounts with Euroclear and/or Clearstream or persons that may hold interests through such participants. Book-entry interests will be shown on, and transfers thereof will be effected only through, records maintained in book-entry form by Euroclear and Clearstream and their participants.

Except as set forth below under “— Individual Definitive Notes,” the book-entry interests will not be held in definitive form. Instead, Euroclear and/or Clearstream will credit on their respective book-entry registration and transfer systems a participant’s account with the interest beneficially owned by such participant. The laws of some jurisdictions may require that certain purchasers of securities take physical delivery of such securities in definitive form. The foregoing limitations may impair the ability to own, transfer or pledge book-entry interests.

So long as the Notes are held in global form, the common depositary for Euroclear and/or Clearstream (or its nominee) will be considered the sole holder of the Global Notes for all purposes under the Indenture and “holders” of book-entry interests will not be considered the owners or “Holders” of Notes for any purpose. As such, participants must rely on the procedures of Euroclear and Clearstream and indirect participants must rely on the procedures of the participants through which they own book-entry interests in order to transfer their interests in the Notes or to exercise any rights of Holders under the Indenture.

None of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any), the Trustee or any of the Agents will have any responsibility or be liable for any aspect of the records relating to the book-entry interests. The Notes are not issuable in bearer form.

### **Payments on the Global Notes**

Payments of any amounts owing in respect of the Global Notes (including principal, premium, interest and Additional Amounts) will be made to the Paying and Transfer Agent in U.S. dollars. The Paying and Transfer Agent will, in turn, make such payments to the common depositary for Euroclear and Clearstream, which will distribute such payments to participants in accordance with their procedures. Each of the Company and the Subsidiary Guarantors will make payments of all such amounts without deduction or withholding for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature, except as may be required by law and as described under “— Additional Amounts.”

Under the terms of the Indenture, the Company, any Subsidiary Guarantor, any JV Subsidiary Guarantor, the Trustee and the Agents will treat the registered holder of the Global Notes (i.e., the common depositary or its nominee) as the owner thereof for the purpose of receiving payments and for all other purposes. Consequently, none of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors, the Trustee or any of the Agents has or will have any responsibility or liability for:

- any aspect of the records of Euroclear, Clearstream or any participant or indirect participant relating to or payments made on account of a book-entry interest, for any such payments made by Euroclear, Clearstream or any participant or indirect participants, or for maintaining, supervising or reviewing any of the records of Euroclear, Clearstream or any participant or indirect participant relating to or payments made on account of a book-entry interest; or
- any action or failure to take any action by Euroclear, Clearstream or any participant or indirect participant.

Payments by participants to owners of book-entry interests held through participants are the responsibility of such participants.

### **Redemption of Global Notes**

In the event any Global Note, or any portion thereof, is redeemed, the common depositary will distribute the amount received by it in respect of the Global Note so redeemed to Euroclear and/or Clearstream, as applicable, who will distribute such amount to the holders of the book-entry interests in such Global Note. The redemption price payable in connection with the redemption of such book-entry interests will be equal to the amount received by the common depositary, Euroclear or Clearstream, as applicable, in connection with the redemption of such Global Note (or any portion thereof). The Company understands that under existing practices of Euroclear and Clearstream, if fewer than all of the Notes are to be redeemed at any time, Euroclear and Clearstream will credit their respective participants’

accounts on a proportionate basis (with adjustments to prevent fractions) or by lot or on such other basis as they deem fair and appropriate; *provided, however*, that no book-entry interest of US\$200,000 principal amount, or less, as the case may be, will be redeemed in part.

### **Action by Owners of Book-Entry Interests**

Euroclear and Clearstream have advised that they will take any action permitted to be taken by a Holder of Notes only at the direction of one or more participants to whose account the book-entry interests in a Global Note are credited and only in respect of such portion of the aggregate principal amount of Notes as to which such participant or participants has or have given such direction. Euroclear and Clearstream will not exercise any discretion in the granting of consents, waivers or the taking of any other action in respect of the Global Note.

### **Transfers**

Transfers between participants in Euroclear and Clearstream will be effected in accordance with Euroclear and Clearstream's rules and will be settled in immediately available funds. If a Holder requires physical delivery of individual definitive notes for any reason, including to sell the Notes to persons in jurisdictions which require physical delivery of such securities or to pledge such securities, such Holder must transfer its interest in the Global Note in accordance with the normal procedures of Euroclear and Clearstream and in accordance with the provisions of the Indenture.

Book-entry interests in the Global Notes will be subject to the restrictions on transfer discussed under "Transfer Restrictions" of this offering memorandum.

Any book-entry interest in a Global Note that is transferred to a person who takes delivery in the form of a book-entry interest in another Global Note will, upon transfer, cease to be a book-entry interest in the first-mentioned Global Note and become a book-entry interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions, if any, and other procedures applicable to book-entry interests in such other Global Note for as long as it retains such a book-entry interest.

### **Global Clearance and Settlement Under the Book-Entry System**

Book-entry interests owned through Euroclear or Clearstream accounts will follow the applicable settlement procedures applicable. Book-entry interests will be credited to the securities custody accounts of Euroclear and Clearstream participants on the business day following the settlement date against payment for value on the settlement date.

The book-entry interests will trade through participants of Euroclear or Clearstream, and will settle in same-day funds. Since the purchaser determines the place of delivery, it is important to establish at the time of trading of any book-entry interests where both the purchaser's and seller's accounts are located to ensure that settlement can be made on the desired value date.

### **Information Concerning Euroclear and Clearstream**

The Company understands as follows with respect to Euroclear and Clearstream:

Euroclear and Clearstream hold securities for participating organizations and facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream provide to their participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream interface with domestic securities markets. Euroclear and Clearstream participants are financial



institutions, such as underwriters, securities brokers and dealers, banks and trust companies, and certain other organizations. Indirect access to Euroclear or Clearstream is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodian relationship with a Euroclear or Clearstream participant, either directly or indirectly.

Although the foregoing sets out the procedures of Euroclear and Clearstream in order to facilitate the original issue and subsequent transfers of interests in the Notes among participants of Euroclear and Clearstream, neither Euroclear nor Clearstream is under any obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time.

None of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors, the Trustee or any of the Agents will have responsibility for the performance of Euroclear or Clearstream or their respective participants of their respective obligations under the rules and procedures governing their operations, including, without limitation, rules and procedures relating to book-entry interests.

### **Individual Definitive Notes**

If (1) the common depositary or any successor to the common depositary is at any time unwilling or unable to continue as a depositary for the reasons described in the Indenture and a successor depositary is not appointed within 90 days, (2) either Euroclear or Clearstream, or a successor clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention to permanently cease business or does in fact do so, or (3) any of the Notes has become immediately due and payable in accordance with “— Events of Default” and the Company has received a written request from a Holder, the Company will issue individual definitive notes in registered form in exchange for the Global Note. Upon receipt of such notice from the common depositary, Euroclear, Clearstream or the Trustee, as the case may be, the Company will use its best efforts to make arrangements with the common depositary for the exchange of interests in the Global Notes for individual definitive notes and cause the requested individual definitive notes to be executed and delivered to the registrar in sufficient quantities and authenticated by the Trustee for delivery to Holders. Persons exchanging interests in a Global Note for individual definitive notes will be required to provide the Registrar, through the relevant clearing system, with written instruction and other information required by the Company and the Registrar to complete, execute and deliver such individual definitive notes. In all cases, individual definitive notes delivered in exchange for any Global Note or beneficial interests therein will be registered in the names, and issued in any approved denominations, requested by the relevant clearing system.

Individual definitive notes will not be eligible for clearing and settlement through Euroclear or Clearstream.

### **Notices**

All notices or demands required or permitted by the terms of the Notes or the Indenture to be given to or by the Holders are required to be in writing and may be given or served by being sent by prepaid courier or first-class mail (if intended for the Company or any Subsidiary Guarantor) addressed to the Company or such Subsidiary Guarantor; (if intended for the Trustee) at the corporate trust office of the Trustee; and (if intended for any Holder) addressed to such Holder at such Holder’s last address as it appears in the Note register.

Any such notice or demand will be deemed to have been sufficiently given or served when so sent or deposited and, if to the Holders, when delivered in accordance with the applicable rules and procedures of Euroclear or Clearstream, as the case may be. Any such notice shall be deemed to have been delivered on the day such notice is delivered to Euroclear or Clearstream, as the case may be, or if by mail, when so sent or deposited.

## **Consent to Jurisdiction; Service of Process**

The Company and each of the Subsidiary Guarantors will irrevocably (1) submit to the non-exclusive jurisdiction of any U.S. federal or New York state court located in the Borough of Manhattan, The City of New York in connection with any suit, action or proceeding arising out of, or relating to, the Notes, any Subsidiary Guarantee, any JV Subsidiary Guarantee, the Indenture or any transaction contemplated thereby; and (2) designate and appoint Cogency Global Inc. for receipt of service of process in any such suit, action or proceeding.

## **Governing Law**

Each of the Notes, the Subsidiary Guarantees, the JV Subsidiary Guarantees (if any) and the Indenture provides that such instrument will be governed by, and construed in accordance with, the laws of the State of New York.

## **Definitions**

Set forth below are defined terms used in the covenants and other provisions of the Indenture. Reference is made to the Indenture for other capitalized terms used in this “Description of the Notes” for which no definition is provided.

“2017 Notes” means the 5.5% Senior Notes due 2022 originally issued by the Company in January 2017.

“Acquired Indebtedness” means Indebtedness of a Person existing at the time such Person becomes a Restricted Subsidiary or Indebtedness of a Restricted Subsidiary assumed in connection with an Asset Acquisition by such Restricted Subsidiary whether or not Incurred in connection with, or in contemplation of, the Person merging with or into or becoming a Restricted Subsidiary.

“Adjusted Treasury Rate” means, with respect to any redemption date, (i) the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption “Treasury Constant Maturities”, for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three (3) months before or after July 20, 2023, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Adjusted Treasury Rate shall be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month) or (ii) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date, in each case calculated on the third Business Day immediately preceding the redemption date.

“Affiliate” means, with respect to any Person, any other Person (1) directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person, whether now or in the future; (2) who is a director or officer of such Person or any Subsidiary of such Person or of any Person referred to in clause (1) of this definition; or (3) who is a spouse or any person cohabiting as a spouse, child or step-child, parent or step-parent, brother, sister, step-brother or step-sister, parent-in-law, grandchild, grandparent, uncle, aunt, nephew and niece of a Person described in clause (1) or (2). For purposes of this definition, “control” (including, with correlative meanings, the terms “controlling,”

“controlled by” and “under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

“Applicable Premium” means, with respect to any Note at any redemption date, the greater of (1) 1.00% of the principal amount of such Note and (2) the excess of (A) the present value at such redemption date of (x) the redemption price of such Note at July 20, 2023 (such redemption price being set forth in the table appearing above under the caption “— Optional Redemption”, plus (y) all required remaining scheduled interest payments due on such Note through July 20, 2023 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the Adjusted Treasury Rate plus 100 basis points, over (B) the principal amount of such Note on such redemption date.

“April 2018 Notes” means the 6.875% Senior Notes due 2021 originally issued by the Company in April 2018.

“Asset Acquisition” means (1) an investment by the Company or any of its Restricted Subsidiaries in any other Person pursuant to which such Person shall become a Restricted Subsidiary or shall be merged into or consolidated with the Company or any of its Restricted Subsidiaries; or (2) an acquisition by the Company or any of its Restricted Subsidiaries of the property and assets of any Person other than the Company or any of its Restricted Subsidiaries that constitute substantially all of a division or line of business of such Person.

“Asset Disposition” means the sale or other disposition by the Company or any of its Restricted Subsidiaries (other than to the Company or another Restricted Subsidiary) of (1) all or substantially all of the Capital Stock of any Restricted Subsidiary; or (2) all or substantially all of the assets that constitute a division or line of business of the Company or any of its Restricted Subsidiaries.

“Asset Sale” means any sale, transfer or other disposition (including by way of merger, consolidation or Sale and Leaseback Transaction) of any of its property or assets (including any sale of Capital Stock of a Subsidiary or issuance of Capital Stock by a Restricted Subsidiary) in one transaction or a series of related transactions by the Company or any of its Restricted Subsidiaries to any Person; *provided* that “Asset Sale” shall not include:

- (1) sales or other dispositions of inventory, receivables and other current assets (including properties under development for sale and completed properties for sale) in the ordinary course of business;
- (2) sales, transfers or other dispositions of assets constituting a Permitted Investment or Restricted Payment permitted to be made under the covenant described under the caption “— Certain Covenants — Limitation on Restricted Payments”;
- (3) sales, transfers or other dispositions of assets with a Fair Market Value not in excess of US\$1 million (or the Dollar Equivalent thereof) in any transaction or series of related transactions;
- (4) any sale, transfer, assignment or other disposition of any property, or equipment that has become damaged, worn out, obsolete or otherwise unsuitable for use in connection with the business of the Company or its Restricted Subsidiaries;
- (5) any transfer, assignment or other disposition deemed to occur in connection with creating or granting any Permitted Lien;
- (6) a transaction covered by the covenant described under the caption “— Consolidation, Merger and Sale of Assets”; and

- (7) any sale, transfer or other disposition by the Company or any of its Restricted Subsidiaries, including the sale or issuance by the Company or any Restricted Subsidiary of any Capital Stock of any Restricted Subsidiary, to the Company or any Restricted Subsidiary.

“Attributable Indebtedness” means, in respect of a Sale and Leaseback Transaction, the present value, discounted at the interest rate implicit in the Sale and Leaseback Transaction, of the total obligations of the lessee for rental payments during the remaining term of the lease in the Sale and Leaseback Transaction.

“Average Life” means, at any date of determination with respect to any Indebtedness, the quotient obtained by dividing (1) the sum of the products of (a) the number of years from such date of determination to the dates of each successive scheduled principal payment of such Indebtedness and (b) the amount of such principal payment by (2) the sum of all such principal payments.

“Bank Deposit Secured Indebtedness” means Indebtedness of the Company or any Restricted Subsidiary that is (i) secured by bank accounts, deposits or other assets of the Company or a Restricted Subsidiary or (ii) guaranteed by a guarantee or a letter of credit (or similar instruments) from or arranged by the Company or a Restricted Subsidiary and is used by the Company and its Restricted Subsidiaries to effect exchanges of foreign currencies into Renminbi or vice versa or to remit Renminbi or any foreign currency into or outside the PRC.

“Board of Directors” means the board of directors elected or appointed by the board or shareholders of the Company to manage the business of the Company or any committee of such board duly authorized to take the action purported to be taken by such committee.

“Board Resolution” means any resolution of the Board of Directors taking an action which it is authorized to take and adopted at a meeting duly called and held at which a quorum of disinterested members (if so required) was present and acting throughout or adopted by written resolution executed by every member of the Board of Directors.

“Business Day” means any day which is not a Saturday, Sunday, legal holiday or other day on which banking institutions in The City of New York, London or Hong Kong (or in any other place in which payments on the Notes are to be made) are authorized by law or governmental regulation to close.

“Capitalized Lease” means, with respect to any Person, any lease of any property (whether real, personal or mixed) which, in conformity with GAAP, is required to be capitalized on the balance sheet of such Person.

“Capitalized Lease Obligations” means the discounted present value of the rental obligations under a Capitalized Lease.

“Capital Stock” means, with respect to any Person, any and all shares, interests, participations or other equivalents (however designated, whether voting or non-voting) in equity of such Person, whether outstanding on the Original Issue Date or issued thereafter, including, without limitation, all Common Stock and Preferred Stock, but excluding debt securities convertible into such equity.

“Change of Control” means the occurrence of one or more of the following events:

- (1) the merger, amalgamation or consolidation of the Company with or into another Person (other than one or more Permitted Holders) or the merger or amalgamation of another Person (other than one or more Permitted Holders) with or into the Company, or the sale of all or substantially all the assets of the Company to another Person;

- (2) the Permitted Holders are the beneficial owners of less than 40.0% of the total voting power of the Voting Stock of the Company;
- (3) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the U.S. Exchange Act) is or becomes the “beneficial owner” (as such term is used in Rule 13d-3 of the U.S. Exchange Act), directly or indirectly, of total voting power of the Voting Stock of the Company greater than such total voting power held beneficially by the Permitted Holders;
- (4) individuals who on the Original Issue Date constituted the board of directors of the Company, together with any new directors whose election by the board of directors was approved by a vote of at least two-thirds of the directors then still in office who were either directors or whose election was previously so approved, cease for any reason to constitute a majority of the board of directors of the Company then in office; or
- (5) the adoption of a plan relating to the liquidation or dissolution of the Company.

“Change of Control Triggering Event” means the occurrence of both a Change of Control and, *provided* that the Notes are rated by at least one Rating Agency, a Rating Decline.

“Clearstream” means Clearstream Banking S.A.

“Commodity Hedging Agreement” means any spot, forward or option commodity price protection agreements or other similar agreement or arrangement designed to reduce or manage exposure to fluctuations in commodity prices.

“Common Stock” means, with respect to any Person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person’s common stock or ordinary shares, whether or not outstanding at the date of the Indenture, and include, without limitation, all series and classes of such common stock or ordinary shares.

“Comparable Treasury Issue” means the U.S. Treasury security having a maturity comparable to July 20, 2023 that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to July 20, 2023.

“Comparable Treasury Price” means, with respect to any redemption date, if clause (ii) of the Adjusted Treasury Rate is applicable, the average of three (or such lesser number as is obtained by the Company) Reference Treasury Dealer Quotations for such redemption date.

“Consolidated Assets” means, with respect to any Restricted Subsidiary at any date of determination, the Company and its Restricted Subsidiaries’ proportionate interest in the total consolidated assets of that Restricted Subsidiary and its Restricted Subsidiaries measured in accordance with GAAP as of the last day of the most recent fiscal quarter for which consolidated financial statements of the Company and its Restricted Subsidiaries (which the Company shall use its best efforts to compile on a timely manner) are available (which may be internal consolidated financial statements).

“Consolidated EBITDA” means, for any period, Consolidated Net Income for such period plus, to the extent such amount was deducted in calculating such Consolidated Net Income:

- (1) Consolidated Interest Expense,
- (2) income taxes (other than income taxes attributable to extraordinary and non-recurring gains (or losses) or sales of assets), and

- (3) depreciation expense, amortization expense and all other non-cash items reducing Consolidated Net Income (other than non-cash items in a period which reflect cash expenses paid or to be paid in another period), less all non-cash items increasing Consolidated Net Income, all as determined on a consolidated basis for the Company and its Restricted Subsidiaries in conformity with GAAP; *provided* that (1) if any Restricted Subsidiary is not a Wholly Owned Restricted Subsidiary, Consolidated EBITDA shall be reduced (to the extent not otherwise reduced in accordance with GAAP) by an amount equal to (A) the amount of the Consolidated Net Income attributable to such Restricted Subsidiary multiplied by (B) the percentage ownership interest in the income of such Restricted Subsidiary not owned on the last day of such period by the Company or any of its Restricted Subsidiaries and (2) in the case of any future PRC CJV (consolidated in accordance with GAAP), Consolidated EBITDA shall be reduced (to the extent not already reduced in accordance with GAAP) by any payments, distributions or amounts (including the Fair Market Value of any non-cash payments, distributions or amounts) required to be made or paid by such PRC CJV to the PRC CJV Partner, or to which the PRC CJV Partner otherwise has a right or is entitled, pursuant to the joint venture agreement governing such PRC CJV.

“Consolidated Fixed Charges” means, for any period, the sum (without duplication) of (1) Consolidated Interest Expense for such period and (2) all cash and non-cash dividends paid, declared, accrued or accumulated during such period on any Disqualified Stock or Preferred Stock of the Company or any Restricted Subsidiary held by Persons other than the Company or any Wholly Owned Restricted Subsidiary, except for dividends payable in the Company’s Capital Stock (other than Disqualified Stock) or paid to the Company or to a Wholly Owned Restricted Subsidiary.

“Consolidated Interest Expense” means, for any period, the amount that would be included in gross interest expense on a consolidated income statement prepared in accordance with GAAP for such period of the Company and its Restricted Subsidiaries, plus, to the extent not included in such gross interest expense, and to the extent incurred, accrued or payable during such period by the Company and its Restricted Subsidiaries, without duplication, (1) interest expense attributable to Capitalized Lease Obligations, (2) amortization of debt issuance costs and original issue discount expense and non-cash interest payments in respect of any Indebtedness, (3) the interest portion of any deferred payment obligation, (4) all commissions, discounts and other fees and charges with respect to letters of credit or similar instruments issued for financing purposes or in respect of any Indebtedness, (5) the net costs associated with Hedging Obligations (including the amortization of fees), (6) interest accruing on Indebtedness of any Person (other than the Company or any Restricted Subsidiary) that is Guaranteed by, or secured by a Lien on any asset of, the Company or any Restricted Subsidiary (other than Pre-Registration Mortgage Guarantees and Liens on any Capital Stock of a Person that is not a Restricted Subsidiary), only to the extent such interest is paid by the Company or any Restricted Subsidiary and (7) any capitalized interest; *provided* that interest expense attributable to interest on any Indebtedness bearing a floating interest rate will be computed on a pro forma basis as if the rate in effect on the date of determination had been the applicable rate for the entire relevant period.

“Consolidated Net Income” means, with respect to any specified Person for any period, the aggregate of the net income (or loss) of such Person and its Restricted Subsidiaries for such period, on a consolidated basis, determined in conformity with GAAP; *provided* that the following items shall be excluded in computing Consolidated Net Income (without duplication):

- (1) the net income (or loss) of any Person that is not a Restricted Subsidiary or that is accounted for by the equity method of accounting except that:
  - (a) subject to the exclusion contained in clause (5) below, the Company’s equity in the net income of any such Person for such period shall be included in such Consolidated Net Income up to the aggregate amount of cash actually distributed by such Person during



such period to the Company or a Restricted Subsidiary as a dividend or other distribution (subject, in the case of a dividend or other distribution paid to a Restricted Subsidiary, to the limitations contained in clause (3) below); and

- (b) the Company's equity in a net loss of any such Person for such period shall be included in determining such Consolidated Net Income to the extent funded with cash or other assets of the Company or Restricted Subsidiaries;
- (2) the net income (or loss) of any Person accrued prior to the date it becomes a Restricted Subsidiary or is merged into or consolidated with the Company or any of its Restricted Subsidiaries or all or substantially all of the property and assets of such Person are acquired by the Company or any of its Restricted Subsidiaries;
- (3) the net income (but not loss) of any Restricted Subsidiary to the extent that the declaration or payment of dividends or similar distributions by such Restricted Subsidiary of such net income is not at the time permitted by the operation of the terms of its charter, articles of association or other similar constitutive documents, or any agreement, instrument, judgment, decree, order, statute, rule or governmental regulation applicable to such Restricted Subsidiary;
- (4) the cumulative effect of a change in accounting principles;
- (5) any net after tax gains realized on the sale or other disposition of (a) any property or assets of the Company or any Restricted Subsidiary which is not sold in the ordinary course of its business or (b) any Capital Stock of any Person (including any gains by the Company realized on sales of Capital Stock of the Company or other Restricted Subsidiaries);
- (6) any translation gains and losses due solely to fluctuations in currency values and related tax effects;
- (7) any gains and losses arising from changes in the fair value of trust loans related derivatives, as determined in conformity with GAAP; and
- (8) any net after-tax extraordinary or non-recurring gains.

"Consolidated Net Worth" means, at any date of determination, stockholders' equity as set forth on the most recently available quarterly, semi-annual or annual consolidated balance sheet (which may be an internal consolidated balance sheet) of the Company and its Restricted Subsidiaries, plus, to the extent not included, any Preferred Stock of the Company, less any amounts attributable to Disqualified Stock or any equity security convertible into or exchangeable for Indebtedness, the cost of treasury stock and the principal amount of any promissory notes receivable from the sale of the Capital Stock of the Company or any of its Restricted Subsidiaries, each item to be determined in conformity with GAAP.

"Contractor Guarantees" means any Guarantee by the Company or any Restricted Subsidiary of Indebtedness of any contractor, builder or other similar Person engaged by the Company or such Restricted Subsidiary in connection with the development, construction or improvement of assets, real or personal property or equipment to be used by the Company or any Restricted Subsidiary in the ordinary course of business, which Indebtedness was Incurred by such contractor, builder or other similar Person to finance the cost of such development, construction or improvement.

"Core Businesses" means the acquisition and development of residential property in the PRC.



“Credit Facilities” means one or more of the facilities or arrangements with one or more banks or other lenders or institutions providing for revolving credit loans, term loans, receivables financings (including without limitation through the sale of receivables or assets to such institutions or to special purpose entities formed to borrow from such institutions against such receivables or assets or the creation of any Liens in respect of such receivables or assets in favor of such institutions), letters of credit or other Indebtedness, in each case, including all agreements, instruments and documents executed and delivered pursuant to or in connection with any of the foregoing, including but not limited to any notes and letters of credit issued pursuant thereto and any guarantee and collateral agreement, patent and trademark security agreement, mortgages or letter of credit applications and other guarantees, pledge agreements, security agreements and collateral documents, in each case as the same may be amended, supplemented, waived or otherwise modified from time to time, or refunded refinanced, restructured, replaced, renewed, repaid, increased or extended from time to time (whether in whole or in part, whether with the original banks, lenders or institutions or other banks, lenders or institutions or otherwise, and whether provided under any original Credit Facility or one or more other credit agreements, indentures, financing agreements or other Credit Facilities or otherwise). Without limiting the generality of the foregoing, the term “Credit Facility” shall include any agreement (1) changing the maturity of any Indebtedness Incurred thereunder or contemplated thereby, (2) adding Subsidiaries as additional borrowers or guarantors thereunder, (3) increasing the amount of Indebtedness Incurred thereunder or available to be borrowed thereunder or (4) otherwise altering the terms and conditions thereof.

“Currency Agreement” means any foreign exchange forward contract, currency swap agreement or other similar agreement or arrangement designed to reduce or manage exposure to fluctuations in foreign exchange rates.

“Default” means any event that is, or after notice or passage of time or both would be, an Event of Default.

“Designated Guarantee” means a Guarantee provided by any Designated Non-Guarantor in respect of Indebtedness of the Company or any Restricted Subsidiary Incurred pursuant to an indenture, facility agreement or other debt agreement outstanding on the Original Issue Date.

“Designated Non-Guarantor” means any Subsidiary that Guarantees any of the Existing Notes and/or certain other Indebtedness of the Company or a Restricted Subsidiary but does not Guarantee the Notes, which include, as of the Original Issue Date, Xu Ming Limited, Xu Ming (HK) Limited, Agrotech International Limited, Radiant Ally Investments Limited, Xu Hui Investments (HK) Limited, Xu Da Co. Limited, Xu Da (HK) Co. Limited, Xu Hai Co. Limited, Xu Hai (HK) Co. Limited, Xu Tian Co. Limited, Xu Rong Co. Limited, Xu Rong (HK) Co. Limited, Xu Zhou Co. Limited, Wintak International Limited, Xu Fu (HK) Co. Limited, Xu Duo Co. Limited, Xu Liang Co. Limited, Xu Liang (HK) Co. Limited, Xu Jing Co. Limited, Full Metro Investment Limited, Top Media Investment Limited, Xu Yang Co. Limited, Xu Yang (Singapore) Pte. Ltd., CIFI Japan Co., Ltd., CIFI Property 201504 Limited, CIFI Property 201504 (HK) Limited, CIFI Property 201805 Limited and CIFI Property 201805 (HK) Limited, and shall include their respective successors.

“Disqualified Stock” means any class or series of Capital Stock of any Person that by its terms or otherwise is (1) required to be redeemed prior to the date that is 183 days after the Stated Maturity of the Notes, (2) redeemable at the option of the holder of such class or series of Capital Stock at any time prior to the date that is 183 days after the Stated Maturity of the Notes or (3) convertible into or exchangeable for Capital Stock referred to in clause (1) or (2) above or Indebtedness having a scheduled maturity prior to the Stated Maturity of the Notes; *provided* that any Capital Stock that would not constitute Disqualified Stock but for provisions thereof giving holders thereof the right to require such Person to repurchase or redeem such Capital Stock upon the occurrence of an “asset sale” or “change of control” occurring prior to the Stated Maturity of the Notes shall not constitute Disqualified Stock if the “asset sale” or “change of control” provisions applicable to such Capital Stock are no more

favorable to the holders of such Capital Stock than the provisions contained in the covenants described under the captions “— Certain Covenants — Limitation on Asset Sales” and “— Repurchase of Notes upon a Change of Control Triggering Event” and such Capital Stock specifically provides that such Person will not repurchase or redeem any such stock pursuant to such provision prior to the Company’s repurchase of such Notes as are required to be repurchased pursuant to the covenants described under the captions “— Certain Covenants — Limitation on Asset Sales” and “— Repurchase of Notes upon a Change of Control Triggering Event.”

“Dollar Equivalent” means, with respect to any monetary amount in a currency other than U.S. dollars, at any time for the determination thereof, the amount of U.S. dollars obtained by converting such foreign currency involved in such computation into U.S. dollars at the base rate for the purchase of U.S. dollars with the applicable foreign currency as quoted by the Federal Reserve Bank of New York on the date of determination.

“Entrusted Loans” means borrowings by a PRC Restricted Subsidiary from a bank that are secured by a pledge of deposits made by another PRC Restricted Subsidiary to the lending bank as security for such borrowings, *provided* that, such borrowings are not reflected on the consolidated balance sheet of the Company.

“Equity Offering” means (i) any underwritten primary public offering or private placement of Common Stock of the Company after the Original Issue Date or (ii) any underwritten secondary public offering or secondary private placement of Common Stock of the Company beneficially owned by a Permitted Holder, after the Original Issue Date, to the extent that a Permitted Holder or a company controlled by a Permitted Holder concurrently with such public offering or private placement purchases in cash an equal amount of Common Stock from the Company at the same price as the public offering or private placing price; *provided* that any offering or placing referred to in (A) clause (i), (B) clause (ii), or (C) a combination of clauses (i) and (ii) result in the aggregate gross cash proceeds received by the Company being no less than US\$20.0 million (or the Dollar Equivalent thereof).

“Euroclear” means Euroclear Bank SA/NV.

“Exempted Subsidiary” means any Restricted Subsidiary organized in any jurisdiction other than the PRC that is prohibited by applicable law or regulation to provide a Subsidiary Guarantee or a JV Subsidiary Guarantee; *provided* that (x) the Company shall have failed, upon using commercially reasonable efforts, to obtain any required governmental or regulatory approval or registration with respect to such Subsidiary Guarantee or JV Subsidiary Guarantee, to the extent that such approval or registration is available under any applicable law or regulation and (y) such Restricted Subsidiary shall cease to be an Exempted Subsidiary immediately upon such prohibition ceasing to be in force or apply to such Restricted Subsidiary or upon the Company having obtained such applicable approval or registration.

“Existing Notes” means the 2017 Notes, the January 2018 Notes, the April 2018 Notes, the September 2018 Notes, the January 2019 Notes, the February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes and the January 2020 Notes.

“Fair Market Value” means the price that would be paid in an arm’s-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the Board of Directors, whose determination shall be conclusive if evidenced by a Board Resolution, except in the case of a determination of Fair Market Value of total assets for the purposes of determining a JV Entitlement Amount, in which case such price shall be determined by an accounting, appraisal or investment banking firm of recognized international standing appointed by the Company.

“February 2019 Notes” means the 7.625% Senior Notes due 2023 originally issued by the Company in February 2019.

“Fitch” means Fitch Ratings Ltd., a subsidiary of the Fitch Group, a jointly owned subsidiary of Fimalae, S.A. and Hearst Corporation, and its successors.

“Fixed Charge Coverage Ratio” means, on any Transaction Date, the ratio of (1) the aggregate amount of Consolidated EBITDA for the then most recent four fiscal quarter periods prior to such Transaction Date for which consolidated financial statements of the Company (which the Company shall use its reasonable best efforts to compile in a timely manner) are available (which may be internal consolidated financial statements) (the “Four Quarter Period”) to (2) the aggregate Consolidated Fixed Charges during such Four Quarter Period. In making the foregoing calculation:

- (a) pro forma effect shall be given to any Indebtedness, Disqualified Stock or Preferred Stock Incurred, repaid or redeemed during the period (the “Reference Period”) commencing on and including the first day of the Four Quarter Period and ending on and including the Transaction Date (other than Indebtedness Incurred or repaid under a revolving credit or similar arrangement (or under any predecessor revolving credit or similar arrangement) in effect on the last day of such Four Quarter Period), in each case as if such Indebtedness, Disqualified Stock or Preferred Stock had been Incurred, repaid or redeemed on the first day of such Reference Period; *provided* that, in the event of any such repayment or redemption, Consolidated EBITDA for such period shall be calculated as if the Company or such Restricted Subsidiary had not earned any interest income actually earned during such period in respect of the funds used to repay or redeem such Indebtedness, Disqualified Stock or Preferred Stock;
- (b) Consolidated Interest Expense attributable to interest on any Indebtedness (whether existing or being Incurred) computed on a pro forma basis and bearing a floating interest rate shall be computed as if the rate in effect on the Transaction Date (taking into account any Interest Rate Agreement applicable to such Indebtedness if such Interest Rate Agreement has a remaining term in excess of 12 months or, if shorter, at least equal to the remaining term of such Indebtedness) had been the applicable rate for the entire period;
- (c) pro forma effect shall be given to the creation, designation or redesignation of Restricted and Unrestricted Subsidiaries as if such creation, designation or redesignation had occurred on the first day of such Reference Period;
- (d) pro forma effect shall be given to Asset Dispositions and Asset Acquisitions (including giving pro forma effect to the application of proceeds of any Asset Disposition) that occur during such Reference Period as if they had occurred and such proceeds had been applied on the first day of such Reference Period; and
- (e) pro forma effect shall be given to asset dispositions and asset acquisitions (including giving pro forma effect to the application of proceeds of any asset disposition) that have been made by any Person that has become a Restricted Subsidiary or has been merged with or into the Company or any Restricted Subsidiary during such Reference Period and that would have constituted Asset Dispositions or Asset Acquisitions had such transactions occurred when such Person was a Restricted Subsidiary as if such asset dispositions or asset acquisitions were Asset Dispositions or Asset Acquisitions that occurred on the first day of such Reference Period;

*provided* that, to the extent that clause (d) or (e) of this sentence requires that pro forma effect be given to an Asset Acquisition or Asset Disposition (or asset acquisition or asset disposition), such pro forma calculation shall be based upon the four full fiscal quarter periods immediately preceding the Transaction Date of the Person, or division or line of business of the Person, that is acquired or disposed for which financial information is available.

“GAAP” means generally accepted accounting principles in Hong Kong as in effect from time to time. All ratios and computations contained or referred to in the Indenture shall be computed in conformity with GAAP applied on a consistent basis.

“Guarantee” means any obligation, contingent or otherwise, of any Person directly or indirectly guaranteeing any Indebtedness or other obligation of any other Person and, without limiting the generality of the foregoing, any obligation, direct or indirect, contingent or otherwise, of such Person (1) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation of such other Person (whether arising by virtue of partnership arrangements, or by agreements to keep-well, to purchase assets, goods, securities or services, to take-or-pay, or to maintain financial statement conditions or otherwise) or (2) entered into for purposes of assuring in any other manner the obligee of such Indebtedness or other obligation of the payment thereof or to protect such obligee against loss in respect thereof (in whole or in part), *provided* that the term “Guarantee” shall not include endorsements for collection or deposit in the ordinary course of business. The term “Guarantee” used as a verb has a corresponding meaning.

“Hedging Obligation” of any Person means the obligations of such Person pursuant to any Commodity Hedging Agreement, Currency Agreement or Interest Rate Agreement.

“Holder” means the Person in whose name a Note is registered in the Note register.

“Incur” means, with respect to any Indebtedness or Capital Stock, to incur, create, issue, assume, Guarantee or otherwise become liable for or with respect to, or become responsible for, the payment of, contingently or otherwise, such Indebtedness or Capital Stock; *provided* that (1) any Indebtedness and Capital Stock of a Person existing at the time such Person becomes a Restricted Subsidiary (or fails to meet the qualifications necessary to remain an Unrestricted Subsidiary) will be deemed to be Incurred by such Restricted Subsidiary at the time it becomes a Restricted Subsidiary and (2) the accretion of original issue discount, the accrual of interest, the accrual of dividends, the payment of interest in the form of additional Indebtedness and the payment of dividends in the form of additional shares of Preferred Stock or Disqualified Stock shall not be considered an Incurrence of Indebtedness. The terms “Incurrence,” “Incurred” and “Incurring” have meanings correlative with the foregoing.

“Indebtedness” means, with respect to any Person at any date of determination (without duplication):

- (1) all indebtedness of such Person for borrowed money;
- (2) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;
- (3) all obligations of such Person in respect of letters of credit, bankers’ acceptances or other similar instruments;
- (4) all obligations of such Person to pay the deferred and unpaid purchase price of property or services, except Trade Payables;
- (5) all Capitalized Lease Obligations and Attributable Indebtedness;

- (6) all Indebtedness of other Persons secured by a Lien on any asset of such Person, whether or not such Indebtedness is assumed by such Person; *provided* that the amount of such Indebtedness shall be the lesser of (a) the Fair Market Value of such asset at such date of determination and (b) the amount of such Indebtedness (for avoidance of doubt, such Indebtedness secured by such Person will not be deemed as Indebtedness of such Person and only such Lien will be deemed as such Person's Indebtedness);
- (7) all Indebtedness of other Persons Guaranteed by such Person to the extent such Indebtedness is Guaranteed by such Person (for avoidance of doubt, such Indebtedness Guaranteed by such Person will not be deemed as Indebtedness of such Person and only such Guarantee will be deemed as such Person's Indebtedness);
- (8) to the extent not otherwise included in this definition, Hedging Obligations; and
- (9) all Disqualified Stock issued by such Person valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price plus accrued dividends.

For the avoidance of doubt, a mandatory put option granted to a Person that obligates the Company or any Restricted Subsidiary to repurchase the Capital Stock of any Restricted Subsidiary or any other Person prior to 180 days after the Stated Maturity of the Notes shall be deemed "Indebtedness."

Notwithstanding the foregoing, Indebtedness shall not include any capital commitments, deferred payment obligations, pre-sale receipts in advance from customers or similar obligations Incurred in the ordinary course of business in connection with the acquisition, development, construction or improvement of real or personal property (including land use rights) or Entrusted Loans; *provided* that such Indebtedness is not reflected on the consolidated balance sheet of the Company as borrowings or indebtedness (contingent obligations and commitments referred to in a footnote to financial statements and not otherwise reflected as borrowings on the balance sheet will not be deemed to be reflected on such balance sheet).

The amount of Indebtedness of any Person at any date shall be the outstanding balance at such date of all unconditional obligations as described above and, with respect to contingent obligations, the maximum liability upon the occurrence of the contingency giving rise to the obligation; provided

- (1) that the amount outstanding at any time of any Indebtedness issued with original issue discount is the face amount of such Indebtedness less the remaining unamortized portion of the original issue discount of such Indebtedness at such time as determined in conformity with GAAP;
- (2) that money borrowed and set aside at the time of the Incurrence of any Indebtedness in order to prefund the payment of the interest on such Indebtedness shall not be deemed to be "Indebtedness" so long as such money is held to secure the payment of such interest; and
- (3) that the amount of Indebtedness with respect to any Hedging Obligation shall be: (i) zero if Incurred pursuant to clause (2)(f) of the covenant described under the caption "— Certain Covenants — Limitation on Indebtedness and Preferred Stock," and (ii) equal to the net amount payable by such Person if such Hedging Obligation terminated at that time if not Incurred pursuant to such paragraph.

"Independent Third Party" means any Person that is not an Affiliate of the Company.

“Initial Other Non-Guarantor Subsidiaries” has the meaning set forth under the caption “— the Subsidiary Guarantees and the JV Subsidiary Guarantees.”

“Interest Rate Agreement” means any interest rate protection agreement, interest rate future agreement, interest rate option agreement, interest rate swap agreement, interest rate cap agreement, interest rate collar agreement, interest rate hedge agreement, option or future contract or other similar agreement or arrangement designed to reduce or manage exposure to fluctuations in interest rates.

“Investment” means:

- (1) any direct or indirect advance, loan or other extension of credit to another Person;
- (2) any capital contribution to another Person (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others);
- (3) any purchase or acquisition of Capital Stock, Indebtedness, bonds, notes, debentures or other similar instruments or securities issued by another Person; or
- (4) any Guarantee of any obligation of another Person.

For the purposes of the provisions of the “Designation of Restricted and Unrestricted Subsidiaries” and “Limitation on Restricted Payments” covenants: (1) the Company will be deemed to have made an Investment in an Unrestricted Subsidiary in an amount equal to the Company’s proportional interest in the Fair Market Value of the assets (net of the Company’s proportionate interest in the liabilities owed to any Person other than the Company or a Restricted Subsidiary and that are not Guaranteed by the Company or a Restricted Subsidiary) of a Restricted Subsidiary that is designated an Unrestricted Subsidiary at the time of such designation, and (2) any property transferred to or from any Person shall be valued at its Fair Market Value at the time of such transfer, as determined in good faith by the Board of Directors.

“Investment Grade” means a rating of “AAA,” “AA,” “A” or “BBB,” as modified by a “+” or “–” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or any of its successors or assigns, a rating of “Aaa,” or “Aa,” “A” or “Baa,” as modified by a “1,” “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or any of its successors or assigns, or a rating of “AAA,” “AA,” “A” or “BBB,” as modified by a “+” or “–” indication, or an equivalent rating representing one of the four highest rating categories, by Fitch or any of its successors or assigns, or the equivalent ratings of any internationally recognized rating agency or agencies, as the case may be, which shall have been designated by the Company as having been substituted for S&P, Moody’s or Fitch or two or three of them, as the case may be.

“Investment Property” means any property that is held by the Company or any Restricted Subsidiary primarily for rental yields or for capital appreciation or both, or any hotel owned or held by the Company or any Restricted Subsidiary from which the Company or any Restricted Subsidiary derives or expects to derive operating income.

“January 2018 Notes” means the 5.50% Senior Notes due 2023 originally issued by the Company in January 2018.

“January 2019 Notes” means the 7.625% Senior Notes due 2021 originally issued by the Company in January 2019.

“January 2020 Notes” means the 6.00% Senior Notes due 2025 originally issued by the Company in January 2020.



“Jointly Controlled Entity” means any corporation, association or other business entity of which 20% or more of the voting power of the outstanding Capital Stock is owned, directly or indirectly, by the Company or a Restricted Subsidiary and which corporation, association or other business entity is treated as a “jointly controlled entity” in accordance with GAAP, and such Jointly Controlled Entity’s Subsidiaries.

“July 2019 Notes” means the 6.70% Senior Notes due 2022 originally issued by the Company in July 2019.

“JV Entitlement Amount” means, with respect to any JV Subsidiary Guarantor and its Subsidiaries, an amount that is equal to the product of (i) the Fair Market Value of the total assets of such JV Subsidiary Guarantor and its Subsidiaries, on a consolidated basis (without deducting any Indebtedness or other liabilities of such JV Subsidiary Guarantor and its subsidiaries) as of the date of the last fiscal year end of the Company; and (ii) a percentage equal to the direct equity ownership percentage of the Company and/or its Restricted Subsidiaries in the Capital Stock of such JV Subsidiary Guarantor and its Subsidiaries.

“JV Subsidiary Guarantee” has the meaning set forth under the caption “— The Subsidiary Guarantees and the JV Subsidiary Guarantees.”

“JV Subsidiary Guarantor” means a Restricted Subsidiary that executes a JV Subsidiary Guarantee.

“Lien” means any mortgage, pledge, security interest, encumbrance, lien or charge of any kind (including, without limitation, any conditional sale or other title retention agreement or lease in the nature thereof or any agreement to create any mortgage, pledge, security interest, lien, charge, easement or encumbrance of any kind).

“Listed Subsidiary” means any Restricted Subsidiary any class of Voting Stock of which is listed on a Qualified Exchange and any Restricted Subsidiary of a Listed Subsidiary; *provided* that such Restricted Subsidiary shall cease to be a Listed Subsidiary immediately upon, as applicable, (x) the Voting Stock of such Restricted Subsidiary ceasing to be listed on a Qualified Exchange, or (y) such Restricted Subsidiary ceasing to be a Restricted Subsidiary of a Listed Subsidiary.

“March 2019 Notes” means the 6.55% Senior Notes due 2024 originally issued by the Company in March 2019.

“Measurement Date” means April 15, 2013.

“Minority Joint Venture” means any corporation, association or other business entity that is accounted for by the equity method of accounting in accordance with GAAP by the Company or a Restricted Subsidiary and primarily engaged in the Permitted Businesses, and such Minority Joint Venture’s Subsidiaries.

“Moody’s” means Moody’s Investors Service, Inc. and its successors.

“Net Cash Proceeds” means:

- (1) with respect to any Asset Sale, the proceeds of such Asset Sale in the form of cash or cash equivalents, including payments in respect of deferred payment obligations (to the extent corresponding to the principal, but not interest, component thereof) when received in the



form of cash or cash equivalents and proceeds from the conversion of other property received when converted to cash or cash equivalents, net of:

- (a) brokerage commissions and other fees and expenses (including fees and expenses of counsel and investment bankers) related to such Asset Sale;
  - (b) provisions for all taxes (whether or not such taxes will actually be paid or are payable) as a result of such Asset Sale without regard to the consolidated results of operations of the Company and its Restricted Subsidiaries, taken as a whole;
  - (c) payments made to repay Indebtedness or any other obligation outstanding at the time of such Asset Sale that either (x) is secured by a Lien on the property or assets sold or (y) is required to be paid as a result of such sale;
  - (d) appropriate amounts to be provided by the Company or any Restricted Subsidiary as a reserve against any liabilities associated with such Asset Sale, including, without limitation, pension and other post-employment benefit liabilities, liabilities related to environmental matters and liabilities under any indemnification obligations associated with such Asset Sale, all as determined in conformity with GAAP; and
- (2) with respect to any issuance or sale of Capital Stock, the proceeds of such issuance or sale in the form of cash or cash equivalents, including payments in respect of deferred payment obligations (to the extent corresponding to the principal, but not interest, component thereof) when received in the form of cash or cash equivalents and proceeds from the conversion of other property received when converted to cash or cash equivalents, net of attorneys' fees, accountants' fees, underwriters' or placement agents' fees, discounts or commissions and brokerage, consultant and other fees incurred in connection with such issuance or sale and net of taxes paid or payable as a result thereof.

“Non-Core Businesses” means any business other than the Core Businesses.

“Non-Core Entity” means any Restricted Subsidiary which is primarily engaged, directly or indirectly, in a Non-Core Business.

“November 2019 Notes” means the 6.45% Senior Notes due 2024 originally issued by the Company in November 2019.

“Offer to Purchase” means an offer to purchase Notes by the Company from the Holders commenced by the Company mailing a notice by first class mail, postage prepaid, to the Trustee, the Paying Agent and each Holder at its last address appearing in the Note register stating:

- (1) the covenant pursuant to which the offer is being made and that all Notes validly tendered will be accepted for payment on a pro rata basis;
- (2) the purchase price and the date of purchase (which shall be a Business Day no earlier than 30 days nor later than 60 days from the date such notice is mailed) (the “Offer to Purchase Payment Date”);
- (3) that any Note not tendered will continue to accrue interest pursuant to its terms;
- (4) that, unless the Company defaults in the payment of the purchase price, any Note accepted for payment pursuant to the Offer to Purchase shall cease to accrue interest on and after the Offer to Purchase Payment Date;

- (5) that Holders electing to have a Note purchased pursuant to the Offer to Purchase will be required to surrender the Note, together with the form entitled “Option of the Holder to Elect Purchase” on the reverse side of the Note completed, to the Paying and Transfer Agent at the address specified in the notice prior to the close of business on the Business Day immediately preceding the Offer to Purchase Payment Date;
- (6) that Holders will be entitled to withdraw their election if the Paying and Transfer Agent receives, not later than the close of business on the third Business Day immediately preceding the Offer to Purchase Payment Date, a facsimile transmission or letter setting forth the name of such Holder, the principal amount of Notes delivered for purchase and a statement that such Holder is withdrawing his election to have such Notes purchased; and
- (7) that Holders whose Notes are being purchased only in part will be issued new Notes equal in principal amount to the unpurchased portion of the Notes surrendered; *provided* that each Note purchased and each new Note issued shall be in a principal amount of US\$200,000 or integral multiples of US\$1,000 in excess thereof.

One Business Day prior to the Offer to Purchase Payment Date, the Company shall deposit with the Paying and Transfer Agent money sufficient to pay the purchase price of all Notes or portions thereof tendered pursuant to an Offer to Purchase. On the Offer to Purchase Payment Date, the Company shall (a) accept for payment on a pro rata basis Notes or portions thereof tendered pursuant to an Offer to Purchase; and (b) deliver, or cause to be delivered, to the Trustee all Notes or portions thereof so accepted together with an Officers’ Certificate specifying the Notes or portions thereof accepted for payment by the Company.

The Paying and Transfer Agent shall as soon as reasonably practicable mail to the Holders of Notes so accepted payment in an amount equal to the purchase price, and the Trustee shall as soon as reasonably practicable authenticate and mail to such Holders a new Note equal in principal amount to any unpurchased portion of the Note surrendered; *provided* that each Note purchased and each new Note issued shall be in a principal amount of US\$200,000 or integral multiples of US\$1,000 in excess thereof. The Company will publicly announce the results of an Offer to Purchase as soon as practicable after the Offer to Purchase Payment Date. The Company will comply with Rule 14e-1 under the Exchange Act and any other securities laws and regulations thereunder to the extent such laws and regulations are applicable, in the event that the Company is required to repurchase Notes pursuant to an Offer to Purchase.

To the extent that the provisions of any securities laws or regulations of any jurisdiction conflict with the provisions of the Indenture governing any Offer to Purchase, the Company will comply with the applicable securities laws and regulations and will not be deemed to have breached its obligations under the Indenture by virtue of such compliance. The Company will not be required to make an Offer to Purchase if a third party makes the Offer to Purchase in compliance with the requirements set forth in the Indenture applicable to an Offer to Purchase made by the Company and purchases all Notes properly tendered and not withdrawn under the Offer to Purchase.

The offer is required to contain or incorporate by reference information concerning the business of the Company and its Subsidiaries which the Company in good faith believes will assist such Holders to make an informed decision with respect to the Offer to Purchase, including a brief description of the events requiring the Company to make the Offer to Purchase, and any other information required by applicable law to be included therein. The offer is required to contain all instructions and materials necessary to enable such Holders to tender Notes pursuant to the Offer to Purchase.

“Officer” means one of the executive officers of the Company or, in the case of a Subsidiary Guarantor or JV Subsidiary Guarantor, one of the directors or officers of such Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be.

“Officers’ Certificate” means a certificate signed by two Officers; provided, however, with respect to the Officers’ Certificate required to be delivered by any Subsidiary Guarantor or any JV Subsidiary Guarantor under this Indenture, Officers’ Certificate means a certificate signed by one Officer if there is only one Officer in such Subsidiary Guarantor or JV Subsidiary Guarantor at the time such certificate is required to be delivered.

“Opinion of Counsel” means a written opinion from legal counsel who is reasonably acceptable to the Trustee.

“Original Issue Date” means the date on which the Notes are originally issued under the Indenture.

“Pari Passu Subsidiary Guarantee” means a guarantee by any Subsidiary Guarantor or any JV Subsidiary Guarantor of Indebtedness of the Company (including Additional Notes) or another Subsidiary Guarantor or JV Subsidiary Guarantor; *provided* that (1) the Company, or such Subsidiary Guarantor or JV Subsidiary Guarantor, as the case may be, was permitted to Incur such Indebtedness under the covenant described under the caption “— Limitation on Indebtedness and Preferred Stock” and (2) such guarantee ranks *pari passu* with any outstanding Subsidiary Guarantee of such Subsidiary Guarantor, or with any outstanding JV Subsidiary Guarantee of such JV Subsidiary Guarantor, as the case may be.

“Payment Default” means (1) any default in the payment of interest on any Note when the same becomes due and payable, (2) any default in the payment of principal of (or premium, if any, on) the Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise, (3) the failure by the Company to make or consummate a Change of Control Offer in the manner described under the caption “— Repurchase of Notes upon a Change of Control Triggering Event,” or an Offer to Purchase in the manner described under the caption “— Certain Covenants — Limitation on Asset Sales” or (4) any Event of Default specified in clause (5) of the definition of Events of Default.

“Permitted Holders” means any or all of the following:

- (1) (x) Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng, (y) Beauty Fountain Holdings Limited, Eternally Success International Limited and Gentle Beauty Assets Limited and (z) any family trust set up by any Person listed in sub-clause (x) of this clause (1);
- (2) any Affiliate (other than an Affiliate as defined in clause (2) or (3) of the definition of Affiliate) of the Persons specified in clause (1); and
- (3) any Person both the Capital Stock and the Voting Stock of which (or in the case of a trust, the beneficial interests in which) are owned 80% by Persons specified in clauses (1) and (2).

“Permitted Investment” means:

- (1) any Investment in the Company or a Restricted Subsidiary, directly or indirectly through one or more other Restricted Subsidiaries, or a Person which will, upon the making of such Investment, become a Restricted Subsidiary or be merged or consolidated with or into or transfer or convey all or substantially all its assets to, the Company or a Restricted Subsidiary;
- (2) any Investment in cash or Temporary Cash Investments;
- (3) payroll, travel and similar advances to cover matters that are expected at the time of such advances ultimately to be treated as expenses in accordance with GAAP;
- (4) stock, obligations or securities received in satisfaction of judgments;
- (5) an Investment in an Unrestricted Subsidiary consisting solely of an Investment in another Unrestricted Subsidiary;
- (6) any Investment pursuant to a Hedging Obligation designed to reduce or manage the exposure of the Company or any Restricted Subsidiary to fluctuations in commodity prices, interest rates or foreign currency exchange rates;
- (7) receivables owing to the Company or any Restricted Subsidiary, if created or acquired in the ordinary course of business and payable or dischargeable in accordance with customary trade terms;
- (8) Investments made by the Company or any Restricted Subsidiary consisting of consideration received in connection with an Asset Sale made in compliance with the covenant under the caption “— Certain Covenants — Limitation on Asset Sales”;
- (9) pledges or deposits (x) with respect to leases or utilities provided to third parties in the ordinary course of business or (y) otherwise described in the definition of “Permitted Liens” or made in connection with Liens permitted under the covenant described under the caption “— Certain Covenants — Limitation on Liens”;
- (10) any Investment pursuant to Pre-Registration Mortgage Guarantees or Contractor Guarantees by the Company or any Restricted Subsidiary otherwise permitted to be Incurred under the Indenture;
- (11) Investments in securities of trade creditors, trade debtors or customers received pursuant to any plan of reorganization or similar arrangement upon the bankruptcy or insolvency of such trade creditor, trade debtor or customer;
- (12) advances to contractors and suppliers for the acquisition of assets or consumables or services in the ordinary course of business that are recorded as deposits or prepaid expenses on the Company’s consolidated balance sheet;
- (13) deposits of pre-sale proceeds made in order to secure the completion and delivery of pre-sold properties and issuance of the related land use title in the ordinary course of business;
- (14) deposits made in order to comply with statutory or regulatory obligations to maintain deposits for workers compensation claims and other purposes specified by statute or regulation from time to time in the ordinary course of business;

- (15) deposits made in order to secure the performance of the Company or any of its Restricted Subsidiaries and prepayments made in connection with the direct or indirect acquisition of real property or land use rights or personal property (including without limitation, Capital Stock) by the Company or any of its Restricted Subsidiaries (including, without limitation, by way of acquisition of Capital Stock of a Person), in each case in the ordinary course of business;
- (16) Guarantees permitted under clause (2)(p) or (2)(s) of the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (17) any Investment (including without limitation any deemed Investment upon the designation of Restricted Subsidiary as an Unrestricted Subsidiary or the sale of Capital Stock of a Restricted Subsidiary) by the Company or any Restricted Subsidiary in any Person; *provided* that:
  - (i) the aggregate of all Investments made under this clause (17) since the Measurement Date shall not exceed in aggregate an amount equal to 30% of Total Assets.

Such aggregate amount of Investments shall be calculated after deducting an amount equal to the net reduction in all Investments made under this clause (17) since the Measurement Date resulting from:

- (A) payments of interest on Indebtedness, dividends or repayments of loans or advances made under this clause (17), in each case to the Company or any Restricted Subsidiary (except, in each case, to the extent any such payment or proceeds are included in the calculation of Consolidated Net Income),
  - (B) the unconditional release of a Guarantee provided by the Company or a Restricted Subsidiary after the Measurement Date under this clause of an obligation of any such Person,
  - (C) to the extent that an Investment made after the Measurement Date under this clause (17) is sold or otherwise liquidated or repaid for cash, the lesser of (x) cash return of capital with respect to such Investment (less the cost of disposition, if any) and (y) the initial amount of such Investment,
  - (D) redesignations of Unrestricted Subsidiaries as Restricted Subsidiaries not to exceed, in each case, the amount of Investments made pursuant to this clause (17) by the Company or any Restricted Subsidiary after the Measurement Date in any such Person, or
  - (E) any such Person becoming a Restricted Subsidiary (whereupon all Investments made by the Company or any Restricted Subsidiary in such Person since the Measurement Date shall be deemed to have been made pursuant to clause (1) of this definition), not to exceed, in each case, the amount of Investments made by the Company or a Restricted Subsidiary after the Measurement Date in any such Person pursuant to this clause (17),
- (ii) if any of the other shareholders or partners in such Person in which such Investment was made pursuant to this clause (17) is a Person described in clause (x) or (y) of the first paragraph of the covenant described under the caption “— Certain Covenants — Limitation on Transactions with Shareholders and Affiliates” (other than by reason of

such shareholder or partner being an officer or director of the Company or a Restricted Subsidiary or by reason of being a Subsidiary or Minority Joint Venture or Associate of the Company), such Investment shall comply with the requirements of that covenant;

- (iii) no Default has occurred and is continuing or would occur as a result of such Investment; and
- (iv) in the case of any Investments by the Company or any Restricted Subsidiary in a Person of which less than 50% of the voting power of the outstanding Voting Stock is owned, directly or indirectly, by the Company or any of its Restricted Subsidiaries, the Company could Incur at least US\$1.00 of Indebtedness under the proviso in the first paragraph of the covenant described under the caption “— Certain Covenants — Limitation of Indebtedness and Preferred Stock”; *provided that* this paragraph (iv) shall not apply if such Investment would otherwise have been permitted under this clause (17) and such Investment, together with the aggregate amount of all Investments made after the Original Issue Date in reliance on this proviso, shall not exceed 5% of Total Assets;

For the avoidance of doubt, the value of each Investment made pursuant to this clause (17) shall be valued at the time such Investment is made.

- (18) any Investment deemed to have been made by the Company or any Restricted Subsidiary in any Non-Core Entity of a Qualified Spin-off Group upon the designation of such Non-Core Entity as an Unrestricted Subsidiary; and (19) any Investment by the Company or any Restricted Subsidiary in any trust, fund or asset management plan primarily engaged, directly or indirectly, in the investment in any real estate project acquired, developed, managed or operated by the Company or any Restricted Subsidiary; *provided that* none of the other holders of any interest of such trust, fund or asset management plan (other than holders that beneficially own in the aggregate no more than 10% of the Capital Stock of such trust, fund or asset management plan) is a Person described in clause (x) or (y) of the first paragraph of the covenant described under “— Certain Covenants — Limitation on Transactions with Shareholders and Affiliates” (other than by reason of such holder being a director or officer of the Company or a Restricted Subsidiary or by reason of being a Subsidiary or Minority Joint Venture of the Company).

“Permitted Liens” means:

- (1) Liens for taxes, assessments, governmental charges or claims that are being contested in good faith by appropriate legal or administrative proceedings promptly instituted and diligently conducted and for which a reserve or other appropriate provision, if any, as shall be required in conformity with GAAP shall have been made;
- (2) statutory and common law Liens of landlords and carriers, warehousemen, mechanics, suppliers, repairmen or other similar Liens arising in the ordinary course of business and with respect to amounts not yet delinquent or being contested in good faith by appropriate legal or administrative proceedings promptly instituted and diligently conducted and for which a reserve or other appropriate provision, if any, as shall be required in conformity with GAAP shall have been made;

- (3) Liens incurred or deposits made to secure the performance of tenders, bids, leases, statutory or regulatory obligations, bankers' acceptances, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of a similar nature incurred in the ordinary course of business (exclusive of obligations for the payment of borrowed money);
- (4) leases or subleases granted to others that do not materially interfere with the ordinary course of business of the Company and its Restricted Subsidiaries, taken as a whole;
- (5) Liens encumbering property or assets under construction arising from progress or partial payments by a customer of the Company or its Restricted Subsidiaries relating to such property or assets;
- (6) Liens on property of, or on shares of Capital Stock or Indebtedness of, any Person existing at the time such Person becomes, or becomes a part of, any Restricted Subsidiary; *provided* that such Liens do not extend to or cover any property or assets of the Company or any Restricted Subsidiary other than the property or assets acquired; *provided further* that such Liens were not created in contemplation of or in connection with the transactions or series of transactions pursuant to which such Person became a Restricted Subsidiary;
- (7) Liens in favor of the Company or any Restricted Subsidiary;
- (8) Liens arising from the rendering of a final judgment or order against the Company or any Restricted Subsidiary that does not give rise to an Event of Default;
- (9) Liens securing reimbursement obligations with respect to letters of credit that encumber documents and other property relating to such letters of credit and the products and proceeds thereof;
- (10) Liens encumbering customary initial deposits and margin deposits, and other Liens that are within the general parameters customary in the industry, in each case, securing Indebtedness under Hedging Obligations permitted by clause (2)(f) of the covenant described under the caption "— Certain Covenants — Limitation on Indebtedness and Preferred Stock";
- (11) Liens existing on the Original Issue Date;
- (12) Liens securing Indebtedness which is Incurred to refinance secured Indebtedness which is permitted to be Incurred under clause (e) of the second paragraph of the covenant described under the caption "— Certain Covenants — Limitation on Indebtedness and Preferred Stock"; *provided* that such Liens do not extend to or cover any property or assets of the Company or any Restricted Subsidiary other than the property or assets securing the Indebtedness being refinanced;
- (13) any interest or title of a lessor in the property subject to any operating lease;
- (14) Liens securing Indebtedness of the Company or any Restricted Subsidiary under any Pre-Registration Mortgage Guarantee which is permitted to be Incurred under clause (2)(g) of the covenant described under the caption "— Certain Covenants — Limitation on Indebtedness and Preferred Stock";
- (15) easements, rights-of-way, municipal and zoning ordinances or other restrictions as to the use of properties in favor of governmental agencies or utility companies that do not materially adversely affect the value of such properties or materially impair the use for the purposes of which such properties are held by the Company or any Restricted Subsidiary;



- (16) Liens (including extensions and renewals thereof) upon real or personal property; *provided* that, (a) such Lien is created solely for the purpose of securing Indebtedness of the type described under clause (2)(h) of the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock” and such Lien is created prior to, at the time of or within 180 days after the later of the acquisition or the completion of development, construction or improvement of such property, (b) the principal amount of the Indebtedness secured by such Lien does not exceed 100% of the cost of such property, development, construction or improvement and (c) such Lien shall not extend to or cover any property or assets other than such item of property and any improvements on such item; *provided* that, in the case of clauses (b) and (c), such Lien may cover other property or assets (instead of or in addition to such item of property or improvements) and the principal amount of Indebtedness secured by such Lien may exceed 100% of such cost if (x) such Lien is incurred in the ordinary course of business and (y) the aggregate book value of property or assets (as reflected in the most recent available consolidated financial statements of the Company (which may be internal consolidated financial statements) or, if any such property or assets have been acquired since the date of such financial statements, the cost of such property or assets) subject to Liens incurred pursuant to this clause (16) does not exceed 130% of the aggregate principal amount of Indebtedness secured by such Liens;
- (17) Liens on deposits of pre-sale proceeds made in order to secure the completion and delivery of pre-sold properties and issuance of the related land use title made in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;
- (18) Liens on deposits made in order to comply with statutory obligations to maintain deposits for workers compensation claims and other purposes specified by statute made in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;
- (19) Liens on deposits made in order to secure the performance of the Company or any of its Restricted Subsidiaries in connection with the acquisition of real property or land use rights or personal property (including without limitation, Capital Stock) by the Company or any of its Restricted Subsidiaries in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;
- (20) Liens granted by the Company or a Restricted Subsidiary in favor of a Trust Company Investor in respect of, and to secure, the Indebtedness permitted under paragraph (2)(p) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (21) Liens securing Indebtedness permitted under clause (2)(n) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (22) Liens on the Capital Stock of the Person that is to be acquired under the relevant Staged Acquisition Agreement securing Indebtedness permitted to be Incurred under clause (2)(o) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;
- (23) Liens incurred on bank accounts, deposits or other assets made to secure Bank Deposit Secured Indebtedness;
- (24) Liens securing Indebtedness the Guarantee of which is permitted under clause (2)(s) or permitted under 2(w) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”;

(25) Liens incurred or deposits made to secure Entrusted Loans; and

(26) Liens on Investment Properties securing Indebtedness of the Company or any Restricted Subsidiary permitted to be Incurred under clause (2)(u) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock.”

“Permitted Subsidiary Indebtedness” means Indebtedness of, and all Preferred Stock issued by, the Restricted Subsidiaries, taken as a whole (excluding any Indebtedness of the Subsidiary Guarantors); *provided* that, on the date of the Incurrence of such Indebtedness and after giving effect thereto and the application of the proceeds thereof, the aggregate principal amount outstanding of all such Indebtedness (excluding any Public Indebtedness and any Indebtedness of any Restricted Subsidiary permitted under clauses 2(a), (b), (d), (f), (g), (m) and (o) of the covenant described under “— Certain Covenants — Limitation on Indebtedness and Preferred Stock”) does not exceed an amount equal to 15% of Total Assets.

“Person” means any individual, corporation, partnership, limited liability company, joint venture, trust, unincorporated organization or government or any agency or political subdivision thereof.

“PRC” means the People’s Republic of China, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan.

“PRC CJV” means any Subsidiary that is a Sino-foreign cooperative joint venture enterprise with limited liability, established in the PRC pursuant to the Law of the People’s Republic of China on Sino-foreign Cooperative Joint Ventures adopted on April 13, 1988 (as most recently revised on November 4, 2017 and effective November 5, 2017) and the Detailed Rules for the Implementation of the Law of the People’s Republic of China on Sino-foreign Cooperative Joint Ventures promulgated on September 4, 1995 (as most recently amended in November 17, 2017 by the Decision of the State Council on Abolishing and Amending Some Administrative Regulations), as such laws may be amended.

“PRC CJV Partner” means with respect to a PRC CJV, the other party to the joint venture agreement relating to such PRC CJV with the Company or any Restricted Subsidiary.

“PRC Restricted Subsidiary” means a Restricted Subsidiary organized under the laws of the PRC. “Pre-Registration Mortgage Guarantee” means any Indebtedness of the Company or any Restricted Subsidiary consisting of a guarantee in favor of any bank or other similar financial institutions in the ordinary course of business of secured loans of purchasers of individual units of properties from the Company or any Restricted Subsidiary; *provided* that, any such guarantee shall be released in full on or before the perfection of a security interest in such properties under applicable law in favor of the relevant lender.

“Preferred Stock” as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over shares of Capital Stock of any other class of such Person.

“Public Indebtedness” means any bonds, debentures, notes or similar debt securities issued in a public offering or a private placement (other than the Notes) to institutional investors.

“Qualified Exchange” means either (1) The New York Stock Exchange, the London Stock Exchange, The Stock Exchange of Hong Kong Limited, the Nasdaq Stock Market, Singapore Exchange Securities Trading Limited, the Shanghai Stock Exchange, the Shenzhen Stock Exchange or the Taiwan Stock Exchange or (2) a national securities exchange (as such term is defined in Section 6 of the U.S. Exchange Act) or a designated offshore securities market (as such term is defined in Rule 902(b) under the U.S. Securities Act).

“Qualified IPO” means a listing (or a deemed new listing pursuant to the rules of the relevant stock exchange or governing body) of ordinary shares of a company on a Qualified Exchange; *provided* that in the case that such listing is on a national securities exchange (as such term is defined in Section 6 of the U.S. Exchange Act) or a designated offshore securities market (as such term is defined in Rule 902(b) under the U.S. Securities Act), such listing shall result in a public float of no less than the percentage required by the applicable listing rules.

“Qualified Spin-off Group” means, collectively, (i) any Non-Core Entity the Voting Stock of which is, or is expected to be pursuant to a definitive plan, listed on a Qualified Exchange in a Qualified Spin-off IPO, and (ii) the Subsidiaries of such Non-Core Entity.

“Qualified Spin-off IPO” means any Qualified IPO of a Non-Core Entity; *provided that* the Board of Directors of the Company has determined in good faith that the designation of such Non-Core Entity and its Subsidiaries as Unrestricted Subsidiaries is desirable to obtain approval from a Qualified Exchange for such Qualified IPO.

“Rating Agencies” means (1) S&P, (2) Moody’s and (3) Fitch, *provided* that if S&P, Moody’s or Fitch, two of any of the three or all three of them shall not make a rating of the Notes publicly available, a nationally recognized securities rating agency or agencies, as the case may be, selected by the Company, which shall be substituted for S&P, Moody’s, Fitch, two of any of the three or all three of them, as the case may be.

“Rating Category” means (1) with respect to S&P, any of the following categories: “BB,” “B,” “CCC,” “CC,” “C” and “D” (or equivalent successor categories); (2) with respect to Moody’s, any of the following categories: “Ba,” “B,” “Caa,” “Ca,” “C” and “D” (or equivalent successor categories); (3) with respect to Fitch, any of the following categories: “BB,” “B,” “CCC,” “CC,” “C” and “D” (or equivalent successor categories); and (4) the equivalent of any such category of S&P, Moody’s or Fitch used by another Rating Agency. In determining whether the rating of the Notes has decreased by one or more gradations, gradations within Rating Categories (“+” and “–” for S&P; “1,” “2” and “3” for Moody’s; “+” and “–” for Fitch; or the equivalent gradations for another Rating Agency) shall be taken into account (e.g., with respect to S&P, a decline in a rating from “BB+” to “BB,” as well as from “BB–” to “B+,” will constitute a decrease of one gradation).

“Rating Date” means (1) in connection with a Change of Control Triggering Event, that date which is 90 days prior to the earlier of (x) a Change of Control and (y) a public notice of the occurrence of a Change of Control or of the intention by the Company or any other Person or Persons to effect a Change of Control or (2) in connection with actions contemplated under the caption “— Consolidation, Merger and Sale of Assets,” that date which is 90 days prior to the earlier of (x) the occurrence of any such actions as set forth therein and (y) a public notice of the occurrence of any such actions.

“Rating Decline” means (1) in connection with a Change of Control Triggering Event, the occurrence on, or within six months after, the date, or public notice of the occurrence of, a Change of Control or the intention by the Company or any other Person or Persons to effect a Change of Control (which period shall be extended so long as the rating of the Notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies) of any of the events listed below,

or (2) in connection with actions contemplated under the caption “— Consolidation, Merger and Sale of Assets,” the notification by any of the Rating Agencies that such proposed actions will result in any of the events listed below:

- (a) in the event the Notes are rated by all three of the Rating Agencies on the Rating Date as Investment Grade, the rating of the Notes by any two of the three Rating Agencies shall be below Investment Grade;
- (b) in the event the Notes are rated by any two, but not all three, of the three Rating Agencies on the Rating Date as Investment Grade, the rating of the Notes by any of such two Rating Agencies shall be below Investment Grade;
- (c) in the event the Notes are rated by one, and only one, of the three Rating Agencies on the Rating Date as Investment Grade, the rating of the Notes by such Rating Agency shall be below Investment Grade; or
- (d) in the event the Notes are rated by three or less than three Rating Agencies and are rated below Investment Grade by all such Rating Agencies on the Rating Date, the rating of the Notes by any Rating Agency shall be decreased by one or more gradations (including gradations within Rating Categories as well as between Rating Categories).

“Reference Treasury Dealer” means each of any three investment banks of recognized standing that is a primary U.S. Government securities dealer in The City of New York, selected by the Company in good faith.

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date, the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Company by such Reference Treasury Dealer at 5:00 p.m. (New York City time) on the third Business Day preceding such redemption date.

“Restricted Subsidiary” means any Subsidiary of the Company other than an Unrestricted Subsidiary.

“S&P” means Standard & Poor’s Ratings Services and its affiliates.

“Sale and Leaseback Transaction” means any direct or indirect arrangement relating to property (whether real, personal or mixed), now owned or hereafter acquired whereby the Company or any Restricted Subsidiary transfers such property to another Person and the Company or any Restricted Subsidiary leases it from such Person.

“Securities Act” means the U.S. Securities Act of 1933, as amended.

“Senior Indebtedness” of the Company or a Restricted Subsidiary, as the case may be, means all Indebtedness of the Company or the Restricted Subsidiary, as relevant, whether outstanding on the Original Issue Date or thereafter created, except for Indebtedness which, in the instrument creating or evidencing the same, is expressly stated to be subordinated in right of payment to (a) in respect of the Company, the Notes, (b) in respect of any Restricted Subsidiary that is a Subsidiary Guarantor, its Subsidiary Guarantee, or (c) in respect of any Restricted Subsidiary that is a JV Subsidiary Guarantor, its JV Subsidiary Guarantee; *provided* that Senior Indebtedness does not include (1) any obligation to the Company or any Restricted Subsidiary, (2) trade payables or (3) Indebtedness Incurred in violation of the Indenture.

“September 2018 Notes” means the 7.75% Senior Notes due 2020 originally issued by the Company in September 2018.

“Significant Subsidiary” means a Restricted Subsidiary, when consolidated with its Restricted Subsidiaries, that would be a “significant subsidiary” using the conditions specified in the definition of significant subsidiary in Article 1, Rule 1-02(w) of Regulation S-X, promulgated pursuant to the U.S. Securities Act, as such Regulation is in effect on the date of the Indenture, if any of the conditions exceeds 5%.

“Staged Acquisition Agreement” means an agreement between the Company or a Restricted Subsidiary and an Independent Third Party (x) pursuant to which the Company or such Restricted Subsidiary agrees to acquire not less than a majority of the Capital Stock of a Person for a consideration that is not more than the Fair Market Value of such Capital Stock of such Person at the time the Company or such Restricted Subsidiary enters into such agreement and (y) which provides that the payment of the purchase price for such Capital Stock is made in more than one installment over a period of time.

“Stated Maturity” means, (1) with respect to any Indebtedness, the date specified in such debt security as the fixed date on which the final installment of principal of such Indebtedness is due and payable as set forth in the documentation governing such Indebtedness and (2) with respect to any scheduled installment of principal of or interest on any Indebtedness, the date specified as the fixed date on which such installment is due and payable as set forth in the documentation governing such Indebtedness.

“Subordinated Indebtedness” means any Indebtedness of the Company, any Subsidiary Guarantor or any JV Subsidiary Guarantor which is contractually subordinated or junior in right of payment to the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee, as applicable, pursuant to a written agreement to such effect.

“Subordinated Shareholder Loan” means any loan to the Company or any Restricted Subsidiary from Permitted Holders which (i) is subordinated in right of payment to the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee, as applicable, (ii) by its terms (and by the terms of any security into which it is convertible or for which it is exchangeable) does not mature and is not required to be repaid, pursuant to a sinking fund obligation event of default or otherwise, in whole or in part, on or prior to the date that is one year after the Stated Maturity of the Notes and (iii) does not provide any cash payment of interest.

“Subsidiary” means, with respect to any Person, any corporation, association or other business entity (i) of which more than 50% of the voting power of the outstanding Voting Stock is owned, directly or indirectly, by such Person and one or more other Subsidiaries of such Person or (ii) of which 50% or less of the voting power of the outstanding Voting Stock is owned, directly or indirectly, by such Person and one or more other Subsidiaries of such Person and in each case which is “controlled” and consolidated by such Person in accordance with GAAP; provided, however, that with respect to clause (ii), the occurrence of any event (other than the issuance or sale of Capital Stock) as a result of which such corporation, association or other business entity ceases to be “controlled” by such Person under the GAAP and to constitute a Subsidiary of such Person shall be deemed to be an Investment by such Person in such entity.

“Subsidiary Guarantee” means any Guarantee of the obligations of the Company under the Indenture and the Notes by any Subsidiary Guarantor.

“Subsidiary Guarantor” means any initial Subsidiary Guarantor named herein and any other Restricted Subsidiary which guarantees the payment of the Notes pursuant to the Indenture and the Notes; *provided* that Subsidiary Guarantor will not include (a) any Person whose Subsidiary Guarantee has been released in accordance with the Indenture and the Notes or (b) any JV Subsidiary Guarantor.

“Temporary Cash Investment” means any of the following:

- (1) direct obligations of the United States of America, any state of the European Economic Area, the People’s Republic of China and Hong Kong or any agency of any of the foregoing or obligations fully and unconditionally Guaranteed by the United States of America, any state of the European Economic Area, the People’s Republic of China and Hong Kong or any agency of any of the foregoing, in each case maturing within one year, which in the case of obligations of, or obligations Guaranteed by, any state of the European Economic Area, shall be rated at least “A” by S&P or Moody’s;
- (2) demand or time deposit accounts, certificates of deposit and money market deposits maturing within 180 days of the date of acquisition thereof issued by a bank or trust company which is organized under the laws of the United States of America, any state thereof, any state of the European Economic Area or Hong Kong, and which bank or trust company has capital, surplus and undivided profits aggregating in excess of US\$100 million (or the Dollar Equivalent thereof) and has outstanding debt which is rated “A” (or such similar equivalent rating) or higher by at least one nationally recognized statistical rating organization (as defined in Rule 436 under the Securities Act) or any money market fund sponsored by a registered broker dealer or mutual fund distributor;
- (3) repurchase obligations with a term of not more than 30 days for underlying securities of the types described in clause (1) above entered into with a bank or trust company meeting the qualifications described in clause (2) above;
- (4) commercial paper, maturing not more than 180 days after the date of acquisition thereof, issued by a corporation (other than an Affiliate of the Company) organized and in existence under the laws of the United States of America, any state thereof or any foreign country recognized by the United States of America with a rating at the time as of which any investment therein is made of “P-1” (or higher) according to Moody’s or “A-1” (or higher) according to S&P;
- (5) securities, maturing within one year of the date of acquisition thereof, issued or fully and unconditionally Guaranteed by any state, commonwealth or territory of the United States of America, or by any political subdivision or taxing authority thereof, and rated at least “A” by S&P or Moody’s;
- (6) any money market fund that has at least 95% of its assets continuously invested in investments of the types described in clauses (1) through (5) above; and
- (7) time deposit accounts, certificates of deposit, overnight or call deposits, money market deposits and structured deposit products with a term not exceeding six months that are principal protected, in each case with any bank or financial institution organized under the laws of the PRC, Hong Kong or any other jurisdiction the Company conducts business.



“Total Assets” means, as of any date, the total consolidated assets of the Company and its Restricted Subsidiaries measured in accordance with GAAP as of the last day of the most recent fiscal quarter for which consolidated financial statements of the Company (which the Company shall use its best efforts to compile on a timely manner) are available (which may be internal consolidated financial statements); *provided* that:

- (1) only with respect to clause (2)(h) of the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock” covenant and the definition of “Permitted Subsidiary Indebtedness,” Total Assets shall be calculated after giving pro forma effect to include the cumulative value of all of the real or personal property or equipment the acquisition, development, construction or improvement of which requires or required the Incurrence of Indebtedness and calculation of Total Assets thereunder, as measured by the purchase price or cost therefor or budgeted cost provided in good faith by the Company or any of its Restricted Subsidiaries to the bank or other similar financial institutional lender providing such Indebtedness;
- (2) only with respect to clause (2)(t) of the covenant described under the caption “— Certain Covenants — Limitation on Indebtedness and Preferred Stock” covenant, with respect to the Incurrence of any Acquired Indebtedness as a result of any Person becoming a Restricted Subsidiary, Total Assets shall be calculated after giving pro forma effect to include the consolidated assets of such Restricted Subsidiary and any other change to the consolidated assets of the Company as a result of such Person becoming a Restricted Subsidiary; and
- (3) only with respect to any Person becoming a New Non-Guarantor Subsidiary, pro forma effect shall at such time be given to the consolidated assets of such New Non-Guarantor Subsidiary (including giving pro forma effect to any other change to the consolidated assets of the Company, in each case as a result of such Person becoming a New Non-Guarantor Subsidiary).

“Trade Payables” means, with respect to any Person, any accounts payable or any other indebtedness or monetary obligation to trade creditors created, assumed or Guaranteed by such Person or any of its Subsidiaries arising in the ordinary course of business in connection with the acquisition of goods or services.

“Transaction Date” means, with respect to the Incurrence of any Indebtedness, the date such Indebtedness is to be Incurred and, with respect to any Restricted Payment, the date such Restricted Payment is to be made.

“Trust Company Investor” means an Independent Third Party that is a bank, financial institution, insurance company, trust company, fund management company, asset management company organized under the laws of the PRC, Hong Kong Special Administrative Region, Macau Special Administrative Region or any overseas countries or territories or an Affiliate thereof, that Invests in any Capital Stock of a Restricted Subsidiary.

“Unrestricted Subsidiary” means (1) subject to any redesignation under the caption “— Certain Covenants — Designation of Restricted and Unrestricted Subsidiaries,”, each of Hayson Enterprises Limited, Xu Fa Co. Limited, Xu Fu Co. Limited, Xu Jia Co. Limited, Xu Jun Co. Limited, Xu Lin Co. Limited, Xu Guo Co. Limited, Xu Ri Co. Limited, Xu Jing Co. Limited, Xu Qi Co. Limited, Xu Yao Co. Limited, Xu Guang Co. Limited, Xu Hong Co. Limited, Xu Ying Co. Limited, Xu Di Co. Limited, Xu Zhi Co. Limited, Xu Jian Co. Limited, Xu Shang Co. Limited, Xu Xing Co. Limited, CIFI Property 201501 Limited and Xu Xian Co. Limited; (2) any Subsidiary of the Company that at the time of determination shall be designated an Unrestricted Subsidiary by the Board of Directors in the manner provided in the Indenture; and (3) any Subsidiary of an Unrestricted Subsidiary.



“U.S. Government Obligations” means securities that are (1) direct obligations of the United States of America for the payment of which its full faith and credit is pledged or (2) obligations of a Person controlled or supervised by and acting as an agency or instrumentality of the United States of America the payment of which is unconditionally Guaranteed as a full faith and credit obligation by the United States of America, which, in either case, are not callable or redeemable at the option of the issuer thereof at any time prior to the Stated Maturity of the Notes, and shall also include a depository receipt issued by a bank or trust company as custodian with respect to any such U.S. Government Obligation or a specific payment of interest on or principal of any such U.S. Government Obligation held by such custodian for the account of the holder of a depository receipt; *provided* that (except as required by law) such custodian is not authorized to make any deduction from the amount payable to the holder of such depository receipt from any amount received by the custodian in respect of the U.S. Government Obligation or the specific payment of interest on or principal of the U.S. Government Obligation evidenced by such depository receipt.

“Voting Stock” means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

“Wholly Owned” means, with respect to any Subsidiary of any Person, the ownership of all of the outstanding Capital Stock of such Subsidiary (other than any director’s qualifying shares or Investments by foreign nationals mandated by applicable law) by such Person or one or more Wholly Owned Subsidiaries of such Person; *provided* that Subsidiaries that are PRC CJVs shall not be considered Wholly Owned Subsidiaries unless such Person or one or more Wholly Owned Subsidiaries of such Person is entitled to 95% or more of the economic benefits distributable by such Subsidiary.

## **TAXATION**

The following summary of certain Cayman Islands, British Virgin Islands, Hong Kong and PRC tax consequences of the purchase, ownership and disposition of Notes is based upon applicable laws, regulations, rulings and decisions in effect as of the date of this offering memorandum, all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with consequences applicable to all categories of investors, some of which may be subject to special rules. Persons considering the purchase of Notes should consult their own tax advisors concerning the tax consequences of the purchase, ownership and disposition of Notes, including such possible consequences under the laws of their country of citizenship, residence or domicile.

### **CAYMAN ISLANDS**

The following is a discussion on certain Cayman Islands income tax consequences of an investment in the Notes. The discussion is a general summary of present law, which is subject to prospective and retroactive change. It is not intended as tax advice, does not consider any investor's particular circumstances, and does not consider tax consequences other than those arising under Cayman Islands law.

Under the laws of the Cayman Islands, payments of interest, principal or redemption premium on the Notes will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of interest, principal or redemption premium to any holder of the Notes, as the case may be, nor will gains derived from the disposal of the Notes be subject to Cayman Islands tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax.

No stamp duty is payable in respect of the issue of the Notes. An instrument of transfer in respect of a Note is stampable if executed in or brought into the Cayman Islands. Where any Global Certificate evidencing the Notes contains a promise to pay, it will be stampable if it is executed in or brought into the Cayman Islands.

We have been incorporated under the laws of the Cayman Islands as an exempted company with limited liability and, as such, have obtained an undertaking from the Governor in Cabinet of the Cayman Islands as to tax concessions under the Tax Concessions Law (2018 Revision). In accordance with the provision of section 6 of the Tax Concessions Law (2018 Revision), the Governor in Cabinet undertakes with us:

- that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to us or our operations;
- in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable, (i) on or in respect of our shares, debentures or other obligations, or (ii) by way of the withholding, in whole or part, of any relevant payment as defined in Section 6(3) of the Tax Concessions Law (1999 Revision); and

These concessions shall be for a period of 20 years from June 7, 2011.

## BRITISH VIRGIN ISLANDS

There is no income or other tax of the British Virgin Islands imposed by withholding or otherwise on any payment to be made to or by the Subsidiary Guarantors incorporated in the British Virgin Islands pursuant to the execution, delivery, performance or enforcement of the Subsidiary Guarantees provided that the payment is not made to persons who are residents in the British Virgin Islands.

If neither the Company nor any subsidiary holds an interest in real estate in the British Virgin Islands, no stamp duty is payable in respect of the issue of the Notes or on an instrument of transfer in respect of the Notes.

## HONG KONG

***Withholding Tax.*** No withholding tax is payable in Hong Kong on payments of principal (including any premium payable on redemption of the Notes) or distributions in respect of the Notes.

***Profits Tax.*** Hong Kong profits tax is charged on every person carrying on a trade, profession or business in Hong Kong in respect of assessable profits arising in or derived from Hong Kong from such trade, profession or business. Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the “Inland Revenue Ordinance”). As it is currently applied, Hong Kong profits tax may be charged on revenue profits arising on the sale, disposal, exchange or redemption of the Notes where such sale, disposal, exchange or redemption is or forms part of a trade, profession or business carried on in Hong Kong. Interest payments on the Notes will be subject to Hong Kong profits tax where such payments have a Hong Kong source, and are received by or accrue to:

- a financial institution (as defined in the Inland Revenue Ordinance) and the income that arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- a corporation carrying on a trade, profession or business in Hong Kong; or
- a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and such distributions are in respect of the funds of the trade, profession or business.

Although no tax is imposed in Hong Kong in respect of capital gains. Hong Kong profits tax may be chargeable on trading gains arising on the sale or disposal of the Notes where such transactions are or form part of a trade, profession or business carried on in Hong Kong.

***Stamp Duty.*** No Hong Kong stamp duty will be chargeable upon the issue or transfer of a Note (for so long as the register of holders of the Notes is maintained outside Hong Kong).

## PRC

***Taxation on Interests and Capital Gains.*** Under the EIT Law and implementation regulations issued by the State Council, PRC income tax at the rate of 10% must be withheld from interest paid to investors that are “non-resident enterprises” and that do not have an establishment or place of business in the PRC, or that have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business if we are deemed to be a PRC “resident enterprise” and the distribution is deemed as PRC-source income. In the case of “non-resident individual” investors, the PRC income tax on interest may be imposed and withheld at a rate of 20%. Any gain realized on the transfer of the Notes by “non-resident enterprise” investors would be subject to a 10% PRC income tax, or 20% PRC income tax for “non-resident individual” investors, if such gain is regarded as income derived from sources within the PRC in the case that we are treated as a PRC “resident enterprise.” Any PRC tax liability described above may be reduced to the extent provided

under applicable tax treaties. As advised by Commerce & Finance Law Offices, our PRC legal advisors, there is uncertainty as to whether we will be treated as a PRC “resident enterprise” for the purpose of the EIT Law. If we are treated as a PRC “resident enterprise,” the payments of interest we make in respect of the Notes, and the gain any investor may realize from the transfer of the Notes, may be treated as income derived from sources within the PRC and may be subject to PRC tax (including withholding tax in the case of interest payments), as described in “Risk Factors — Risks Relating to the PRC — We may be deemed to be a PRC tax resident enterprise under the EIT Law, which could result in unfavorable tax consequences to us and our non-PRC holders of the Notes.”

***Stamp duty.*** No PRC stamp tax will be chargeable upon the issue or transfer of a Note (for so long as the register of holders of the Notes is maintained outside the PRC).

## PLAN OF DISTRIBUTION

Standard Chartered Bank, China CITIC Bank International Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Goldman Sachs (Asia) L.L.C., Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley & Co. International plc and UBS AG Hong Kong Branch are acting as the joint bookrunners and joint lead managers of this offering and as the Initial Purchasers named below. Subject to the terms and conditions stated in the purchase agreement dated the date of this offering memorandum, each Initial Purchaser named below has severally but not jointly agreed to purchase, and we have agreed to sell to such Initial Purchaser, the principal amount of the Notes set forth opposite such Initial Purchaser's name as follows:

<u>Initial Purchaser</u>	<u>Principal Amount of Notes</u>
Standard Chartered Bank . . . . .	US\$33,333,336
China CITIC Bank International Limited . . . . .	US\$33,333,333
Credit Suisse (Hong Kong) Limited . . . . .	US\$33,333,333
Deutsche Bank AG, Hong Kong Branch . . . . .	US\$33,333,333
Goldman Sachs (Asia) L.L.C. . . . .	US\$33,333,333
Haitong International Securities Company Limited . . . . .	US\$33,333,333
The Hongkong and Shanghai Banking Corporation Limited . . . . .	US\$33,333,333
Morgan Stanley & Co. International plc . . . . .	US\$33,333,333
UBS AG Hong Kong Branch . . . . .	<u>US\$33,333,333</u>
 Total . . . . .	 <u><u>US\$300,000,000</u></u>

The purchase agreement provides that the obligations of the Initial Purchasers to purchase the Notes are subject to approval of legal matters by counsel and to other conditions. The Initial Purchasers must purchase all the Notes if they purchase any of the Notes.

The Initial Purchasers propose to resell the Notes at the offering price set forth on the cover page of this offering memorandum only outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S. See "Transfer Restrictions." The price at which the Notes are offered may be changed at any time without notice. In addition, we have agreed with the Initial Purchasers that certain private banks will be paid a commission in connection with the purchase of the Notes by their private bank clients.

The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantee (if any) have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. See "Transfer Restrictions."

In addition, until 40 days after the commencement of this offering, an offer or sale of Notes within the United States or to, or for the account or benefit of, U.S. persons by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act.

Application will be made to the Hong Kong Stock Exchange for the listing of the Notes by way of debt issues to Professional Investors only. However, we cannot assure you that the prices at which the Notes will sell in the market after this offering will not be lower than the initial offering price or that there will be an active trading market for the Notes. The Initial Purchasers have advised us that they currently intend to make, or continue to make a market in the Notes. However, the Initial Purchasers are not obligated to do so and it may discontinue any market-making activities with respect to the Notes at any time without notice. Accordingly, we cannot assure you as to the liquidity of, or the trading market for, the Notes.

The Initial Purchasers may engage in stabilizing transactions, syndicate covering transactions and penalty bids to the extent permitted by applicable laws and regulations. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchase of the Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Initial Purchasers to reclaim a selling concession from a dealer when the Notes originally sold by such dealer are purchased in a stabilizing transaction or a covering transaction to cover short positions. Neither the Company nor the Initial Purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither the Company nor the Initial Purchasers make any representation that the Initial Purchasers will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We expect to deliver the Notes against payment for the Notes on or about the date specified in the last paragraph of the cover page of this offering memorandum. Under Rule 15c6-1 of the United States Exchange Act, trades in the secondary market generally settle in two business days; purchasers who wish to trade Notes on the date of pricing or the next succeeding business days prior to the expected delivery date of the Notes will be required, by virtue of the fact that the Notes initially will settle in T + 5, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes on the date of pricing or the next succeeding business days prior to the expected delivery date of the Notes should consult their own advisor.

The Initial Purchasers or their affiliates have performed commercial banking, investment banking or advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The Initial Purchasers or their affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of business for which they may receive customary fees and reimbursement of expenses. We may enter into hedging or other derivative transactions as part of our risk management strategy with the Initial Purchasers, which may include transactions relating to our obligations under the Notes.

In connection with this offering of the Notes, the Initial Purchasers or their affiliate(s) may act as an investor for its own account and may take up Notes in the offering and in that capacity may retain, purchase or sell for its own account such securities and any securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering of the Notes. Accordingly, references herein to the Notes being offered should be read as including any offering of the Notes to the Initial Purchasers or their affiliates acting in such capacity. Such persons do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

We and the Subsidiary Guarantors have agreed to indemnify the Initial Purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Initial Purchasers may be required to make because of any of those liabilities.

## **Selling Restrictions**

### ***General***

No action has been taken or will be taken in any jurisdiction by the Company or the Initial Purchasers that would permit a public offering of the Notes, or the possession, circulation or distribution of this offering memorandum or any other material relating to the Notes or this offering, in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this offering memorandum nor such other material may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchasers or any affiliate of the Initial Purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchasers or such affiliate on behalf of the Issuer in such jurisdiction.

### ***United States***

The Notes, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. See “Transfer Restrictions.”

In addition, until 40 days after the commencement of this offering, an offer or sale of the Notes within the United States by a dealer (whether or not participating in this offering) may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in compliance with an available exemption from registration under the Securities Act.

### ***European Economic Area***

#### ***Prohibition of Sales to EEA Retail Investors***

The Notes have not been and will not be offered, sold or otherwise made available to any retail investor in the EEA. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
  - (ii) a customer within the meaning of Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Consequently no key information document required by the PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

### ***United Kingdom***

Any invitation or inducement to engage in investment activity (within the meanings of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) in connection with the issue or sale of the Notes may only be communicated or caused to be communicated in circumstances in which Section



21(1) of the FSMA does not apply to the Company or the subsidiary Guarantors. All applicable provisions of the FSMA must be complied in respect to anything done or to be done by the persons in relation to any Notes in, from or otherwise involving the United Kingdom.

### ***Hong Kong***

The Notes may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, the Laws of Hong Kong), or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, the Laws of Hong Kong) and no advertisement, invitation or document relating to the Notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) and any rules made thereunder.

### ***Japan***

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948) (as amended) (the “FIEL”), and disclosure under the FIEL has not been made with respect to the Notes. Accordingly, the Notes may not be offered or sold, directly or indirectly in Japan or to, or for the account of, any resident of Japan, or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any resident of Japan, except pursuant to any exemption from the registration requirements of the FIEL and otherwise in compliance with the FIEL and other applicable provisions of Japanese laws and regulations. As used in this paragraph, “resident of Japan” means any person residing in Japan, including any corporation or other entity organized under the laws of Japan.

### ***Singapore***

This offering memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (the “MAS”) under the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). Accordingly, this offering memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are initially subscribed or purchased by (i) an institutional investor under Section 274 of the SFA, or (ii) a relevant person pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, the Notes may only be sold or transferred: (a) at any time, to an institutional investor

under Section 274 of the SFA; (b) at any time, to a relevant person defined in Section 275(2) of the SFA or to any person pursuant to an offer referred to in Section 275(1A) of the SFA; or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- to an institutional investor or to a relevant person defined in Section 275(2) of the SFA or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- where no consideration is or will be given for the transfer;
- where the transfer is by operation of law;
- as specified in Section 276(7) of the SFA; or
- as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

### ***PRC***

The Initial Purchasers have acknowledged that this offering memorandum does not constitute a public offer of the Notes, whether by way of sale or subscription, in the PRC. Each of the Initial Purchasers has severally represented and agreed that, except to the extent consistent with applicable laws and regulations in the PRC, the Notes are not being offered and may not be offered or sold, directly or indirectly, in the PRC to or for the benefit of, legal or natural persons of the PRC. According to the laws and regulatory requirements in the PRC, with the exception to the extent consistent with applicable laws and regulations in the PRC, the Notes may, subject to the laws and regulations of the relevant jurisdictions, only be offered or sold to non-PRC natural or legal persons in any country other than the PRC.

### ***Cayman Islands***

No invitation whether directly or indirectly may be made to the public in the Cayman Islands to subscribe for the Notes unless the Company is listed on the Cayman Islands Stock Exchange.

### ***British Virgin Islands***

No invitation will be made directly or indirectly to any person resident in the British Virgin Islands to subscribe for any of the Notes.

## TRANSFER RESTRICTIONS

Because of the following restrictions, we encourage you to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Notes.

The Notes are subject to restrictions on transfer as summarized below. By purchasing the Notes, you will be deemed to have made the following acknowledgements, representations to, and agreements with, us and the Initial Purchasers:

1. You understand and acknowledge that:
  - the Notes have not been registered under the Securities Act or any other applicable securities laws;
  - the Notes are being offered for resale in transactions that do not require registration under the Securities Act or any other securities laws;
  - the Notes are being offered and sold only to non-U.S. persons outside the United States in offshore transactions in reliance on Rule 903 of Regulation S under the Securities Act; and
  - unless so registered, the Notes may not be sold or otherwise transferred except under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any other applicable securities laws.
2. You represent that you are not an affiliate (as defined in Rule 144 under the Securities Act) of ours, that you are not acting on our behalf and that you are not a U.S. person (as defined in Regulation S under the Securities Act) or purchasing for the account or benefit of a U.S. person, other than a distributor, and you are purchasing the Notes in an offshore transaction in accordance with Regulation S.
3. You acknowledge that neither we nor the Initial Purchasers nor any person representing us or the Initial Purchasers have made any representation to you with respect to us or the offering of the Notes, other than the information contained in this offering memorandum. You represent that you are relying only on this offering memorandum in making your investment decision with respect to the Notes. You agree that you have had access to such financial and other information concerning us and the Notes as you have deemed necessary in connection with your decision to purchase the Notes including an opportunity to ask questions of and request information from us.
4. You represent that you are purchasing the Notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the Notes in violation of the Securities Act.

5. You also acknowledge that: each Note will contain a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, SUCH REGISTRATION.

6. You acknowledge that we, the Initial Purchasers, the Paying and Transfer Agent and others will rely upon the truth and accuracy of the above acknowledgments, representations and agreements. You agree that if any of the acknowledgments, representations or agreements you are deemed to have made by your purchase of the Notes is no longer accurate, you will promptly notify us, the Initial Purchasers and the Paying and Transfer Agent. If you are purchasing any Notes as a fiduciary or agent for one or more investor accounts, you represent that you have sole investment discretion with respect to each of those accounts and that you have full power to make the above acknowledgments, representations and agreements on behalf of each account.

## **RATINGS**

The Notes are expected to be rated “BB” by Fitch Ratings and “BB–” by Standard & Poor’s Ratings Services. The rating reflects the rating agency’s assessment of the likelihood of timely payment of the principal of and distributions on the Notes. The ratings do not constitute recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Each such rating should be evaluated independently of any other rating on the Notes, on other securities of ours, or on us. Additionally, we are assigned a long-term issuer default rating of “BB” with a stable outlook by Fitch Ratings, a long-term corporate credit rating of “BB” with a stable outlook by Standard & Poor’s Ratings Services and a corporate family rating of “Ba3” with a positive outlook by Moody’s Investors Service. We cannot assure you that the ratings will remain in effect for any given period or that the ratings will not be revised by such rating agencies in the future if in their judgment circumstances so warrant.

## **LEGAL MATTERS**

Certain legal matters with respect to the Notes will be passed upon for us by Sidley Austin as to matters of United States federal and New York law and Hong Kong law, Commerce & Finance Law Office as to matters of PRC law and Maples and Calder (Hong Kong) LLP as to matters of Cayman Islands law and British Virgin Islands law.

Certain legal matters will be passed upon for the Initial Purchasers by Davis Polk & Wardwell as to matters of United States federal and New York law and Jingtian & Gongcheng as to matters of PRC law.

## **INDEPENDENT ACCOUNTANTS**

The consolidated financial statements as of and for the years ended December 31, 2018 and 2019 included in this offering memorandum have been audited by Deloitte Touche Tohmatsu, certified public accountants, as stated in their reports appearing herein. The consolidated financial statements as of and for the year ended December 31, 2017 are included as comparative information within the consolidated financial statements as of and for the year ended December 31, 2018.

## **GENERAL INFORMATION**

### **Consents**

The Company and the Subsidiary Guarantors have obtained all necessary consents, approvals and authorizations in the Cayman Islands, the British Virgin Islands and Hong Kong in connection with the issue and performance of the Notes and the Subsidiary Guarantees. The issue of the Notes and the Subsidiary Guarantees have been authorized by the board resolutions of the Company and the Subsidiary Guarantors dated July 13, 2020.

### **Litigation**

Except as disclosed in this offering memorandum, there are no legal or arbitration proceedings against or affecting us, any of our subsidiaries or any of our assets, nor are we aware of any pending or threatened proceedings, which are or might be material in the context of this issue of the Notes.

### **No Material Adverse Change**

There has been no adverse change or any development reasonably likely to involve an adverse change, in the condition (financial or otherwise) of our general affairs since December 31, 2019 that is material in the context of the issue of the Notes.

### **Documents Available**

For so long as any of the Notes is outstanding, copies of the Indenture may be inspected free of charge during normal business hours on any weekday (except public holidays) at the corporate trust office of the Trustee upon prior written request and proof of holding.

For so long as any of the Notes is outstanding, copies of the accountants' reports and/or our published financial statements, if any, including the accountants' report set out in the section entitled "Index to Consolidated Financial Statements" in this offering memorandum, may be obtained during normal business hours on any weekday (except public holidays) at the registered office of the Company.

The Company has certain duties under the Data Protection Law, 2017 of the Cayman Islands (the "DPL") based on internationally accepted principles of data privacy.

The Company has prepared a document outlining the Company's data protection obligations and the data protection rights of the holder of the Notes (and individuals connected with the holders of the Notes) under the DPL (the "Privacy Notice"). The Privacy Notice is available to existing the holder of the Notes and may be obtained during normal business hours on any weekday (except public holidays) at the registered office of the Company.

Prospective investors should note that, by virtue of making investments in the Notes and the associated interactions with the Company and its affiliates and/or delegates (including completing the Purchase Agreement, and including the recording of electronic communications or phone calls where applicable), or by virtue of providing the Company with personal information on individuals connected with the investor (for example directors, trustees, employees, representatives, shareholders, investors, clients, beneficial owners or agents) such individuals will be providing the Company and its affiliates and/or delegates with certain personal information which constitutes personal data within the meaning of the DPL. The Company shall act as a data controller in respect of this personal data and its affiliates and/or delegates may act as data processors (or data controllers in their own right in some circumstances).

By investing in the Company and/or continuing to invest in the Company, investors shall be deemed to acknowledge that they have read in detail and understood the Privacy Notice and that the Privacy Notice provides an outline of their data protection rights and obligations as they relate to the investment in the Company. The Purchase Agreement contains relevant representations and warranties.

Oversight of the DPL is the responsibility of the Ombudsman’s office of the Cayman Islands. Breach of the DPL by the Company could lead to enforcement action by the Ombudsman, including the imposition of remediation orders, monetary penalties or referral for criminal prosecution.

**Clearing Systems and Settlement**

The Notes have been accepted for clearance through the facilities of Euroclear and Clearstream. Certain trading information with respect to the Notes is set forth below:

	<u>ISIN</u>	<u>Common Code</u>
Notes . . . . .	XS2205316941	220531694

Only Notes evidenced by a Global Certificate have been accepted for clearance through Euroclear and Clearstream.

**Listing of the Notes**

Application will be made to the Hong Kong Stock Exchange for the listing of the Notes by way of debt issues to Professional Investors only. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this offering memorandum, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this offering memorandum. The Securities will be traded on the Hong Kong Stock Exchange subject to a minimum board lot size requirement of the equivalent of HK\$500,000 for so long the Securities and listed on the Hong Kong Stock Exchange and the rules of the Hong Kong Stock Exchange so require.



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Page references included in the audited consolidated financial statements for each of the years ended December 31, 2019 and 2018 set forth below refer to pages in such audited consolidated financial statements as appeared in our annual reports for the years ended December 31, 2019 and 2018, as the case may be. These annual reports are not incorporated by reference herein and do not form part of this offering memorandum.

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

**Deloitte.**

**德勤**

致旭輝控股(集團)有限公司各股東  
(於開曼群島註冊成立的有限公司)

TO THE MEMBERS OF CIFI HOLDINGS (GROUP) CO. LTD.  
(incorporated in the Cayman Islands with limited liability)

## 意見

本核數師(以下簡稱「吾等」)已審核載列於第162至459頁旭輝控股(集團)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合股本權益變動表、綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,該等綜合財務報表均已按照國際會計準則理事會頒佈的國際財務報告準則(「國際財務報告準則」)的規定真實而中肯地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現和綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

## 意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表須承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」),吾等獨立於 貴集團,並已履行守則中的其他專業道德責任。吾等相信,吾等所獲得的審核憑證充足及適當地為吾等的審核意見提供基礎。

## OPINION

We have audited the consolidated financial statements of CIFI Holdings (Group) Co. Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 162 to 459, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

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

### 關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對吾等審核本期綜合財務報表最為重要的事項。這些事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

### 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.

關鍵審計事項 Key audit matter	吾等於審核中處理關鍵審計事項的方法 How our audit addressed the key audit matter
<b>投資物業估值</b> <b>Valuation of investment properties</b> <p>由於管理層釐定公平值時須作出判斷，吾等將投資物業估值釐定為關鍵審計事項。</p> <p>貴集團的投資物業指位於中華人民共和國（「中國」）的購物商場、住宅及辦公室單位，於二零一九年十二月三十一日的賬面值為人民幣17,635,000,000元，佔貴集團總資產的5.5%。投資物業公平值變動人民幣198,000,000元已於截至該日止年度的綜合損益及其他全面收益表內確認。</p> <p>貴集團所有投資物業均根據與貴集團並無關連的獨立合資格專業估值師（「估值師」）進行的估值按公平值列賬。估值所使用估值方法及重大無法觀察輸入數據的詳情於綜合財務報表附註14內披露。已竣工投資物業及在建投資物業估值依賴若干涉及管理層判斷的重大無法觀察輸入數據，包括租期收益率、復歸收益率、市場單位租金、開發總值及開發商的利潤。</p> <p>We identified the valuation of investment properties as a key audit matter due to the management's judgements associated with determining the fair value.</p> <p>The investment properties of the Group represented shopping malls, residential and office units located in the People's Republic of China (the "PRC") and carried at RMB17,635 million as at 31 December 2019, which represented 5.5% of the Group's total assets. Change in fair value of investment properties of RMB198 million was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.</p> <p>All of the Group's investment properties are stated at fair value based on valuations performed by independent qualified professional valuers which are not connected with the Group (the "Valuers"). Details of the valuation techniques and significant unobservable inputs used in the valuations are disclosed in note 14 to the consolidated financial statements. The valuations of the completed investment properties and investment properties under construction are dependent on certain significant unobservable inputs which involve the management's judgements, including term yield, reversionary yield, market unit rental, gross development value and developer's profit.</p>	<p>吾等就投資物業估值的程序包括：</p> <ul style="list-style-type: none"> <li>• 評估估值師的資歷、能力和客觀性；</li> <li>• 透過比較貴集團及市場的特定資料，向管理層及估值師瞭解估值技術，並質疑估值師所用的估值技術及重大不可觀察輸入數據的合理性；</li> <li>• 透過按抽樣形式將租金細節與相應現有租賃協議比較，評估管理層向估值師所提供資料的可信性；及</li> <li>• 重新對重大無法觀察輸入數據進行敏感度分析，以評估其浮動對投資物業公平值的影響。</li> </ul> <p>Our procedures in relation to the valuation of investment properties included:</p> <ul style="list-style-type: none"> <li>• Evaluating the Valuers' competence, capabilities and objectivity;</li> <li>• Obtaining an understanding from the management and the Valuers about the valuation techniques and challenging the valuation techniques and reasonableness of the significant unobservable inputs used by the Valuers by comparing to specific information of the Group and the market;</li> <li>• Assessing the integrity of information provided by the management to the Valuers by comparing details of rentals on a sample basis to the respective underlying existing lease agreements; and</li> <li>• Reperforming sensitivity analysis on the significant unobservable inputs to evaluate the fluctuations of their impacts on the fair values of the investment properties.</li> </ul>

<b>關鍵審計事項</b> <b>Key audit matter</b>	<b>吾等於審核中處理關鍵審計事項的方法</b> <b>How our audit addressed the key audit matter</b>
<p><b>擬作出售的開發中物業及持作出售物業的估值</b>  <b>Valuation of properties under development for sale and properties held for sale</b></p> <p>由於可變現淨值(「可變現淨值」)及評估擬作出售的開發中物業(「擬作出售的開發中物業」)未來的完工成本涉及重大判斷，故吾等將 貴集團及合營企業擬作出售的開發中物業及持作出售物業(「持作出售物業」)(統稱「物業」)的估值釐定為關鍵審計事項。</p> <p>誠如綜合財務狀況表所披露， 貴集團於二零一九年十二月三十一日大部分於中國及香港擁有擬作出售的開發中物業及持作出售物業，總值分別達人民幣115,203,000,000元及人民幣15,553,000,000元。此外，如綜合財務報表附註18所披露，合營企業於二零一九年十二月三十一日於中國及香港擁有擬作出售的開發中物業及持作出售物業，總值分別達人民幣123,978,000,000元及人民幣13,502,000,000元。</p> <p>誠如綜合財務報表附註4所披露， 貴集團管理層藉參考物業估計市價釐定其可變現淨值，其中考慮多項因素，包括同一項目中同類物業或類似物業所達致的近期價格以及中國及香港房地產的當前市況，以及按當時市況銷售物業將產生的成本。</p> <p>倘物業可變現淨值低於其賬面值，則將物業賬面值將減至其可變現淨值。</p> <p>根據管理層對物業的可變現淨值分析，概無撇減需要。</p> <p>We identified the valuation of the Group's and the joint ventures' properties under development for sale (the "PUD") and properties held for sale (the "PFS") (collectively referred to as the "Properties") as a key audit matter due to the significant judgements involved in the net realisable value ("NRV") and the estimation of future costs to completion of the PUD.</p> <p>As disclosed in the consolidated statement of financial position, the Group had PUD of RMB115,203 million and PFS of RMB15,553 million as at 31 December 2019, of which substantially are situated in the PRC and Hong Kong. In addition, as disclosed in note 18 to the consolidated financial statements, the joint ventures had PUD of RMB123,978 million and PFS of RMB13,502 million as at 31 December 2019, all of which are situated in the PRC and Hong Kong.</p> <p>As disclosed in note 4 to the consolidated financial statements, the management of the Group determined the NRV of the Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including recent prices achieved for similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC and Hong Kong and the costs to be incurred in selling the properties based on prevailing market conditions.</p> <p>If the NRV of the Properties are found to be lower than their carrying amounts, the carrying amounts of the Properties are reduced to their NRV.</p> <p>Based on the management's analysis of the NRV of the Properties, no write-downs were considered to be necessary.</p>	<p>吾等評估擬作出售的開發中物業及持作出售物業估值適當性的程序包括：</p> <ul style="list-style-type: none"> <li>根據吾等對 貴集團及合營企業業務以及中國及香港房地產行業的瞭解，透過將可變現淨值與相同項目或可比較物業所達致最近期市價比較，評估管理層按抽樣形式釐定物業可變現淨值的合理性；及</li> <li>參考 貴集團其他類似已竣工項目的實際開發成本，評估物業可變現淨值及竣工所需未來成本的估算的合理性。</li> </ul> <p>Our procedures in relation to assessing the appropriateness of the valuation of the PUD and PFS included:</p> <ul style="list-style-type: none"> <li>Assessing the reasonableness of the NRV of the Properties that determined by the management on a sample basis, by comparing the NRV to the latest market prices achieved in the same projects or by comparable properties, in accordance with our understanding of the Group's and joint ventures' business and the real estate industry in the PRC and Hong Kong; and</li> <li>Assessing the reasonableness of the estimation of the NRV and future costs to completion of the Properties by reference to the actual development cost of other similar completed projects of the Group.</li> </ul>

# 獨立核數師報告

## INDEPENDENT AUDITOR'S REPORT

關鍵審計事項 Key audit matter	吾等於審核中處理關鍵審計事項的方法 How our audit addressed the key audit matter
<p><b>銷售物業已確認收入</b> Revenue recognised from sales of properties</p> <p>由於收入確認於數量上對綜合損益及其他全面收益表而言屬重大且於釐定銷售物業收入的適當確認點時涉及判斷，因此吾等將其釐定為關鍵審計事項。</p> <p>於中國銷售物業的收入於已竣工物業的控制權轉讓予客戶(即向買家交付物業時)及達成綜合財務報表附註3「來自客戶合約的收入」所披露的準則時確認。誠如綜合財務報表附註5所披露，截至二零一九年十二月三十一日止年度，貴集團確認銷售物業收入人民幣50,644,000,000元。</p> <p>We identified revenue recognised from sales of properties as a key audit matter as it is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income and there is judgement involved in determining the appropriate point at which to recognise revenue from sales of properties.</p> <p>Revenue from sales of properties in the PRC is recognised when control of the completed property is transferred to the customer, i.e. at the point of delivering of the properties to buyers and when the criteria as disclosed in note 3 “Revenue from contracts with customers” to the consolidated financial statements are satisfied. The Group recognised revenue of RMB50,644 million from sales of properties for the year ended 31 December 2019 as disclosed in note 5 to the consolidated financial statements.</p>	<p>吾等有關銷售物業已確認收入的程序包括：</p> <ul style="list-style-type: none"> <li>瞭解並測試管理層對向買家交付物業程序的控制；</li> <li>以抽樣形式評估買賣協議中列明的條款，並取得貴集團向買家發出的交付通知以評估物業控制權是否已轉移至買家；及</li> <li>以抽樣形式審查於二零一九年十二月三十一日前與交付予買家的項目相關的支持文件以評估收入是否於適當的時期內確認。</li> </ul> <p>Our procedures in relation to revenue recognised from sales of properties included:</p> <ul style="list-style-type: none"> <li>Obtaining an understanding of and testing the management’s control over the process of properties delivery to buyers;</li> <li>Assessing the terms stated in the sales and purchase agreements, on a sample basis, and obtaining the delivery notices issued by the Group to the buyers to assess whether the control of the properties are transferred to the buyers; and</li> <li>Reviewing the relevant supporting documents in relation to the projects delivered to buyers prior to 31 December 2019, on a sample basis, to assess whether the revenue are recognised in an appropriate period.</li> </ul>

<b>關鍵審計事項</b> <b>Key audit matter</b>	<b>吾等於審核中處理關鍵審計事項的方法</b> <b>How our audit addressed the key audit matter</b>
<p><b>土地增值稅計算的準確性</b></p> <p><b>Accuracy of land appreciation tax calculations</b></p> <p>由於估計 貴集團就各物業開發項目應付土地增值稅金額時須作出主要判斷，因此吾等將中國土地增值稅（「土地增值稅」）計算的準確性釐定為關鍵審計事項。</p> <p>當物業交付予買家且確認收入時將產生中國土地增值稅。誠如綜合財務報表附註9所披露，截至二零一九年十二月三十一日止年度，於綜合損益及其他全面收益表確認土地增值稅人民幣2,632,000,000元。誠如綜合財務報表附註4所披露，土地增值稅的計算與所使用根據土地增值金額釐定的比率的適當性高度相關。土地增值金額由估計銷售收入所得減去相關可扣除支出（包括土地成本及估計建造成本）釐定。</p> <p>We identified the accuracy of land appreciation tax (“LAT”) calculations in the PRC as a key audit matter since significant judgement is required in estimating the amount of LAT to be paid by the Group within each of the property development projects.</p> <p>LAT arises in the PRC when properties are delivered to the buyers and revenue is recognised. As disclosed in note 9 to the consolidated financial statements, LAT amounted to RMB2,632 million is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019. As disclosed in note 4 to the consolidated financial statements, the LAT calculations are highly dependent on the appropriateness of the rates used, which are determined by the amount of the land appreciation. The amount of the land appreciation is determined by subtracting the related deductible expenditures, including the cost of land and estimated construction costs, from the estimates of sales revenue.</p>	<p>吾等有關土地增值稅計算準確性的程序包括：</p> <ul style="list-style-type: none"> <li>• 比較相關可扣除支出及最近期項目產生的預算成本，評估土地增值稅計算所使用輸入數據的合理性；</li> <li>• 透過比較管理層於過往期間所作出的判斷與實際結果，評估彼等於估計土地增值金額及土地增值稅徵收率時所採用的判斷；及</li> <li>• 委任本所稅務專家按抽樣形式評估物業開發項目的土地增值金額的準確性，並與中國國家稅務總局所公佈土地增值稅徵收率進行比較，以評估各物業開發項目所使用土地增值稅徵收率的合理性。</li> </ul> <p>Our procedures in relation to the accuracy of LAT calculations included:</p> <ul style="list-style-type: none"> <li>• Assessing the reasonableness of the input used in the LAT calculation by comparing the related deductible expenditure with the latest budgeted cost incurred for the projects;</li> <li>• Assessing the judgements adopted by the management in estimating the land appreciation amount and the LAT charge rate by comparing their judgements made in previous periods to actual results; and</li> <li>• Involving our tax experts to assess the accuracy of the land appreciation amount of property development projects on a sample basis, and to assess the reasonableness of the LAT charge rate used for each of the property development projects by comparing it to the LAT charge rate announced by the State Administration of Taxation in the PRC.</li> </ul>



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

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年度報告內的信息，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他信息，吾等亦不對其他信息發表任何形式的鑒證結論。

就吾等對綜合財務報表的審核而言，吾等的責任是閱讀其他信息，從而考慮其他信息是否與綜合財務報表或吾等在審核過程中所瞭解的情況存在重大不符，或似存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為該其他信息存在重大錯誤陳述，則吾等需要報告該事實。吾等就此並無須報告事項。

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定擬備真實且中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

治理層須負責監督貴集團的財務報告過程。

### OTHER INFORMATION

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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



## 核數師就審核綜合財務報表須承擔的責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據協定的委聘條款僅向閣下（作為整體）出具包括吾等意見的核數師報告，除此之外本報告不作其他用途。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核，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致，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該等綜合財務報表作出的經濟決定，則有關錯誤陳述可被視作重大。

根據香港審計準則進行審核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表出現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，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 瞭解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及所作會計估計和相關披露的合理性。

## 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 skepticism throughout the audit. We also:

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

## 獨立核數師報告

### INDEPENDENT AUDITOR'S REPORT

- 對董事採用持續經營會計基礎的恰當性作出結論。根據獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，倘有關披露不足，則吾等應當發表非無保留意見。吾等的結論乃基於核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表有否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督和執行 貴集團的審核。吾等對審核意見承擔全部責任。
- 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.

除其他事項外，吾等與治理層溝通了計劃的審核範圍、時間安排及重大審核發現等，包括吾等於審核中識別出內部監控的任何重大缺陷。

吾等還向治理層提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與他們溝通有合理地被認為會影響吾等獨立性的關係及其他事項，以及在適用的情況下的相關防範措施。

We communicate with those charged with governance 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 those charged with governance 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.

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

本獨立核數師報告的審核項目合夥人為謝鳳珍。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零二零年三月二十七日

From the matters communicated with those charged with governance, 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 the independent auditor's report is Tse Fung Chun.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

27 March 2020

# 綜合損益及其他全面收益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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

		附註 NOTES	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>收入</b>	<b>Revenue</b>	5	54,766,176	42,367,647
銷售及服務成本	Cost of sales and services		(41,012,465)	(31,754,818)
<b>毛利</b>	<b>Gross profit</b>		13,753,711	10,612,829
其他收入、收益及虧損	Other income, gains and losses	7	1,424,228	2,065,884
投資物業公平值變動	Change in fair value of investment properties		198,043	106,385
營銷及市場推廣開支	Selling and marketing expenses		(1,739,390)	(1,153,089)
行政開支	Administrative expenses		(2,908,647)	(2,121,731)
應佔合營企業業績	Share of results of joint ventures		1,984,805	725,068
應佔聯營公司業績	Share of results of associates		1,571,367	1,450,388
融資成本	Finance costs	8	(727,824)	(368,741)
<b>除稅前利潤</b>	<b>Profit before taxation</b>		13,556,293	11,316,993
<b>所得稅開支</b>	<b>Income tax expense</b>	9	(4,515,321)	(4,198,668)
<b>年內利潤</b>	<b>Profit for the year</b>	10	9,040,972	7,118,325
<b>其他全面(開支)收入：</b>	<b>Other comprehensive (expense) income:</b>			
不會重新分類至損益的項目：	Items that will not be reclassified to profit or loss:			
按公平值計入其他全面收入(「按公平值計入其他全面收入」)的股本工具投資公平值(虧損)收益	Fair value (loss) gain on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")		(37,442)	312,665
有關不會重新分類項目的所得稅	Income tax relating to item that will not be reclassified		8,813	(186)
			(28,629)	312,479
<b>年內全面收入總額</b>	<b>Total comprehensive income for the year</b>		9,012,343	7,430,804
以下各項應佔年內利潤：	Profit for the year attributable to:			
本公司股東權益	Equity owners of the Company		6,436,881	5,408,991
永久資本工具擁有人	Owners of perpetual capital instruments		221,817	215,078
非控股權益	Non-controlling interests		2,382,274	1,494,256
			9,040,972	7,118,325
以下各項應佔年內全面收入總額：	Total comprehensive income for the year attributable to:			
本公司股東權益	Equity owners of the Company		6,408,252	5,721,470
永久資本工具擁有人	Owners of perpetual capital instruments		221,817	215,078
非控股權益	Non-controlling interests		2,382,274	1,494,256
			9,012,343	7,430,804
<b>每股盈利(人民幣元)：</b>	<b>Earnings per share, in RMB:</b>			
<b>基本</b>	<b>Basic</b>	13	0.82	0.70
<b>攤薄</b>	<b>Diluted</b>	13	0.81	0.68

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一九年十二月三十一日 At 31 December 2019

			二零一九年 2019 附註 NOTES 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
投資物業	Investment properties	14	17,635,222	16,147,400
使用權資產	Right-of-use assets	16	120,730	–
物業、廠房及設備	Property, plant and equipment	15	131,404	134,143
於聯營公司的權益	Interests in associates	17	8,266,161	5,779,492
於合營企業的權益	Interests in joint ventures	18	12,872,071	8,511,247
於房地產項目的投資	Investments in property projects	19	417,688	582,722
按公平值計入損益(「按公平值計入損益」)的金融資產	Financial assets at fair value through profit or loss (“FVTPL”)	27	526,458	564,553
按公平值計入其他全面收入的股本工具	Equity instruments at FVTOCI	28	881,832	919,274
遞延稅項資產	Deferred taxation assets	39	1,746,615	1,021,876
就收購股權已付的按金	Deposits paid for acquisitions of equity interests	21	–	50,000
			42,598,181	33,710,707
<b>流動資產</b>	<b>CURRENT ASSETS</b>			
持作出售物業	Properties held for sale	22	15,552,823	10,238,165
擬作出售的開發中物業	Properties under development for sale	23	115,202,723	84,137,912
應收賬款及其他應收款項、按金及預付款項	Accounts and other receivables, deposits and prepayments	24	24,191,554	16,740,132
應收非控股權益款項	Amounts due from non-controlling interests	25	18,766,941	13,416,613
應收合營企業及聯營公司的款項	Amounts due from joint ventures and associates	26	36,569,805	27,798,425
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale		8,713,034	7,950,061
可收回稅項	Taxation recoverable		2,877,209	1,746,262
按公平值計入損益的金融資產	Financial assets at FVTPL	27	573,761	705,386
衍生金融工具	Derivative financial instruments	20	11,912	–
受限制銀行存款	Restricted bank deposits	29	388,695	1,290,000
銀行結餘及現金	Bank balances and cash	29	57,253,034	43,327,561
			280,101,491	207,350,517
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>			
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	30	39,083,128	25,888,004
合約負債	Contract liabilities	31	54,195,700	44,238,431
應付非控股權益款項	Amounts due to non-controlling interests	25	16,447,941	16,571,325
應付合營企業及聯營公司的款項	Amounts due to joint ventures and associates	26	29,170,655	15,519,116
應付稅項	Taxation payable		9,642,604	7,655,950
租賃負債(於一年內到期)	Lease liabilities – due within one year	32	58,598	–
銀行及其他借款(於一年內到期)	Bank and other borrowings – due within one year	33	13,941,253	8,842,371
優先票據(於一年內到期)	Senior notes – due within one year	34	3,190,356	–
衍生金融工具	Derivative financial instruments	20	19,260	74,949
公司債券(於一年內到期)	Corporate bonds – due within one year	35	4,006,799	3,646,140
可換股債券的債務部分	Debt component of convertible bonds	36	–	907,724
			169,756,294	123,344,010
<b>流動資產淨值</b>	<b>NET CURRENT ASSETS</b>		110,345,197	84,006,507
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		152,943,378	117,717,214

**綜合財務狀況表**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		附註 NOTES	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
股本	Share capital	38	639,723	626,271
儲備	Reserves		29,525,577	24,977,825
本公司股東權益應佔股本權益	Equity attributable to equity owners of the Company		30,165,300	25,604,096
永久資本工具	Perpetual capital instruments	37	3,883,572	3,883,572
非控股權益	Non-controlling interests		33,166,711	19,958,503
<b>股本權益總額</b>	<b>TOTAL EQUITY</b>		<b>67,215,583</b>	<b>49,446,171</b>
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>			
租賃負債(於一年後到期)	Lease liabilities – due after one year	32	58,941	–
銀行及其他借款(於一年後到期)	Bank and other borrowings – due after one year	33	51,140,979	41,061,189
優先票據(於一年後到期)	Senior notes – due after one year	34	23,674,188	15,293,614
公司債券(於一年後到期)	Corporate bonds – due after one year	35	7,744,996	8,113,997
遞延稅項負債	Deferred taxation liabilities	39	3,108,691	3,802,243
			85,727,795	68,271,043
			152,943,378	117,717,214

第162至459頁的綜合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，並由下列人士代表簽署：

The consolidated financial statements on pages 162 to 459 were approved and authorised for issue by the Board of directors on 27 March 2020 and are signed on its behalf by:

**林中**  
董事

**林峰**  
董事

**LIN ZHONG**  
DIRECTOR

**LIN FENG**  
DIRECTOR



# 綜合股本權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

		本公司股東權益總計 Attributable to equity owners of the Company													總計 Total 人民幣千元 RMB'000
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000 (附註b) (note b)	特別及其他儲備 Special and other reserve 人民幣千元 RMB'000	法定盈餘儲備 Statutory surplus reserve 人民幣千元 RMB'000	按公平值計入其他全面收入儲備 FVTOCI reserve 人民幣千元 RMB'000	就股份獎勵計劃持有股份 Shares held for share award scheme 人民幣千元 RMB'000	股份獎勵儲備 Share award scheme 人民幣千元 RMB'000	購股權儲備 Share option reserve 人民幣千元 RMB'000	出資儲備 Capital contribution reserve 人民幣千元 RMB'000	保留利潤 Retained profits 人民幣千元 RMB'000	小計 Subtotal 人民幣千元 RMB'000	永久資本工具 Perpetual capital instruments 人民幣千元 RMB'000	非控股權益 Non- controlling interests 人民幣千元 RMB'000	
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)	611,951	2,739,234	170,007	1,490,875	95,445	—	—	144,690	39,440	15,707,401	20,999,043	3,847,932	9,518,610	34,365,585
年內利潤	Profit for the year	—	—	—	—	—	—	—	—	—	5,408,991	5,408,991	215,078	1,494,256	7,118,325
年內其他全面收入	Other comprehensive income for the year	—	—	—	—	312,479	—	—	—	—	—	312,479	—	—	312,479
年內全面收入總額	Total comprehensive income for the year	—	—	—	—	312,479	—	—	—	—	5,408,991	5,721,470	215,078	1,494,256	7,430,804
轉撥至儲備	Appropriations to reserve	—	—	—	471,881	—	—	—	—	—	(471,881)	—	—	—	—
非控股權益出資	Capital contributions from non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	6,487,505	6,487,505
收購附屬公司 (附註40)	Acquisitions of subsidiaries (note 40)	—	—	—	—	—	—	—	—	—	—	—	—	3,074,903	3,074,903
收購非控股權益附屬公司額外權益 (附註a)	Acquisition of additional interests in a subsidiary from non-controlling interests (note a)	—	—	314,215	—	—	—	—	—	—	—	314,215	—	(547,715)	(233,500)
向非控股權益出售附屬公司部分權益	Disposal of partial interests in subsidiaries to non-controlling interests	—	—	(16,789)	—	—	—	—	—	—	—	(16,789)	—	81,080	64,291
確認以股本權益結算並以股份付款行使購股權時發行股份 (附註38)	Recognition of equity-settled share-based payments Issue of shares upon exercise of share options (note 38)	15,302	325,102	—	—	—	—	10,723	68,206	—	—	78,929	—	—	78,929
就以股代息發行股份 (附註38)	Issue of shares for scrip dividend (note 38)	1,397	87,729	—	—	—	—	—	(90,228)	—	—	250,176	—	—	250,176
確認為分派股息 (附註12)	Dividend recognised as distribution (note 12)	—	—	—	—	—	—	—	—	—	(1,690,701)	(1,690,701)	—	—	89,126
出售附屬公司 (附註41)	Disposal of subsidiaries (note 41)	—	—	—	—	—	—	—	—	—	—	—	—	(12,149)	(12,149)
沒收購股權	Forfeiture of share options	—	—	—	—	—	—	—	(4,160)	—	4,160	—	—	—	—
根據股份獎勵計劃購買股份 (附註47)	Purchase of shares under the share award scheme (note 47)	—	—	—	—	—	(66,631)	—	—	—	—	(66,631)	—	—	(66,631)
已歸屬股份獎勵 (附註47)	Share awards vested (note 47)	—	—	—	—	—	12,700	(10,723)	—	—	(1,977)	—	—	—	—
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	—	—	—	—	—	—	—	—	—	—	—	(179,438)	—	(179,438)
派發予非控股權益的股息	Dividend paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	(137,987)	(137,987)
購回股份時註銷 (附註38)	Cancellation upon repurchase of shares (note 38)	(2,379)	(72,363)	—	—	—	—	—	—	—	—	(74,742)	—	—	(74,742)
於二零一八年十二月三十一日	At 31 December 2018	626,271	3,079,702	467,433	1,962,756	407,924	(53,951)	—	118,508	39,440	18,955,993	25,604,096	3,883,572	19,958,503	49,446,171
年內利潤	Profit for the year	—	—	—	—	—	—	—	—	—	6,436,881	6,436,881	221,817	2,382,274	9,040,972
年內其他全面收入	Other comprehensive income for the year	—	—	—	—	(28,629)	—	—	—	—	—	(28,629)	—	—	(28,629)
年內全面收入總額	Total comprehensive income for the year	—	—	—	—	(28,629)	—	—	—	—	6,436,881	6,408,252	221,817	2,382,274	9,012,343
轉撥至儲備	Appropriations to reserve	—	—	—	474,986	—	—	—	—	—	(474,986)	—	—	—	—
非控股權益出資	Capital contributions from non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	10,900,285	10,900,285
收購附屬公司 (附註40)	Acquisitions of subsidiaries (note 40)	—	—	—	—	—	—	—	—	—	—	—	—	493,495	493,495
收購非控股權益附屬公司額外權益 (附註a)	Acquisition of additional interests in subsidiaries from non-controlling interests (note a)	—	—	(430)	—	—	—	—	—	—	—	(430)	—	(76,524)	(76,954)
向非控股權益出售附屬公司部分權益	Disposal of partial interests in subsidiaries to non-controlling interests	—	—	5,604	—	—	—	—	—	—	—	5,604	—	2,131	7,735
確認以股本權益結算並以股份付款可換取債券轉換時發行股份 (附註36)	Recognition of equity-settled share-based payments Issue of shares upon conversion of convertible bonds (note 36)	39	3,381	—	—	—	—	—	53,673	—	—	53,673	—	—	53,673
行使購股權時發行股份 (附註38)	Issue of shares upon exercise of share options (note 38)	6,213	135,702	—	—	—	—	—	(27,887)	—	—	114,028	—	—	114,028
就以股代息發行股份 (附註38)	Issue of shares for scrip dividend (note 38)	7,200	325,163	—	—	—	—	—	—	—	—	332,363	—	—	332,363
確認為分派股息 (附註12)	Dividend recognised as distribution (note 12)	—	—	—	—	—	—	—	—	—	(2,266,381)	(2,266,381)	—	—	(2,266,381)
出售附屬公司 (附註41)	Disposal of subsidiaries (note 41)	—	—	—	—	—	—	—	—	—	—	—	—	(221,266)	(221,266)
沒收購股權	Forfeiture of share options	—	—	—	—	—	—	—	(2)	—	2	—	—	—	—
根據股份獎勵計劃購買股份 (附註47)	Purchase of shares under the share award scheme (note 47)	—	—	—	—	—	(89,325)	—	—	—	—	(89,325)	—	—	(89,325)
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	—	—	—	—	—	—	—	—	—	—	—	(221,817)	—	(221,817)
派發予非控股權益的股息	Dividend paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	(272,187)	(272,187)
於二零一九年十二月三十一日	At 31 December 2019	639,723	3,543,948	472,607	2,437,742	379,295	(143,256)	—	144,292	39,440	22,651,509	30,165,300	3,883,572	33,166,711	67,215,583



## 綜合股本權益變動表

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

附註：

- (a) 旭輝控股(集團)有限公司及其附屬公司(「本集團」)於本年內以代價合共人民幣76,954,000元向非控股股東收購濟南銀盛泰博豐置業有限公司(「濟南銀盛泰博豐」)額外24.5%股本權益，西安旭昌文華置業有限公司(「西安旭昌文華」)額外40%股本權益，西安邦弘置業有限公司(「西安邦弘」)額外32%股本權益，寧波鄞州壹盛商務信息諮詢有限公司(「寧波鄞州壹盛」)額外50%股本權益，西安盛隆城創置業有限公司(「西安盛隆城創」)額外30%股本權益，重慶旭中房地產開發有限公司(「重慶旭中」)額外8.45%股本權益。於上述收購完成後，本集團持有濟南銀盛泰博豐50%股本權益，西安旭昌文華100%股本權益，西安邦弘80%股本權益，寧波鄞州壹盛100%股本權益，西安盛隆城創100%股本權益，重慶旭中100%股本權益。

已付代價與收購權益應佔非控股權益賬面值總差額人民幣430,000元獲確認為股權。

於二零一八年，本集團以代價人民幣233,500,000元收購上海海際房地產有限公司(「上海海際」)額外47%股權。於上述收購完成後，本集團持有上海海際100%股本權益。

於收購日期的已付代價與於上海海際所收購權益應佔非控股權益賬面值差額人民幣314,215,000元獲確認為股權。

- (b) 根據於中華人民共和國(「中國」)成立的所有附屬公司的組織章程細則，該等附屬公司須轉撥5%至10%除稅後利潤至法定盈餘儲備，直至該儲備達到註冊資本的50%。轉撥至此儲備須於向股本權益持有人分派股息前作出。法定盈餘儲備可用作彌補過往年度的虧損、擴充現時經營的業務或轉換為附屬公司的額外資本。

Notes:

- (a) During the year, CIFI Holdings (Group) Co. Ltd. and its subsidiaries (the "Group") acquired additional 24.5% equity interest in Jinan Yinshengtai Bofeng Property Co., Ltd. (濟南銀盛泰博豐置業有限公司) ("Jinan Yinshengtai Bofeng"), 40% equity interest in Xi'an Xuchangwenhua Property Co. Ltd.. (西安旭昌文華置業有限公司) ("Xi'an Xuchangwenhua"), 32% equity interest in Xi'an Banghong Properties Co., Ltd. (西安邦弘置業有限公司) ("Xi'an Banghong"), 50% equity interest in Ningbo Yinzhou Yisheng business Information Advisory Co., Ltd. 寧波鄞州壹盛商務信息諮詢有限公司 (Ningbo Yinzhou Yisheng), 30% equity interest in Xi'an Shenglong Chengchuang Property Co., Ltd. (西安盛隆城創置業有限公司) ("Xi'an Shenglong Chengchuang"), 8.45% equity interest in Chongqing Xuzhong Real Estate Development Co., Ltd. (重慶旭中房地產開發有限公司) ("Chongqing Xuzhong") from the non-controlling interests at an aggregated consideration of RMB76,954,000. Upon completion of the aforesaid acquisition, the Group holds 50% equity interests in Jinan Yinshengtai Bofeng, 100% equity interest in Xi'an Xuchangwenhua, 80% equity interest in Xi'an Banghong, 100% equity interest in Ningbo Yinzhou Yisheng, 100% equity interest in Xi'an Shenglong Chengchuang, 100% equity interest in Chongqing Xuzhong.

The total differences between the consideration paid and the carrying amount of the non-controlling interests attributable to the acquired interests amounted to RMB430,000 were recognised in equity.

In 2018, the Group acquired additional 47% equity interests in Shanghai Haiji Property Co., Ltd. (上海海際房地產有限公司) ("Shanghai Haiji") from the non-controlling interests at a consideration of RMB233,500,000. Upon completion of the aforesaid acquisition, the Group holds 100% equity interests in Shanghai Haiji.

The differences between the consideration paid and the carrying amount of the non-controlling interests attributable to the acquired interests in Shanghai Haiji at the date of acquisition amounted to RMB314,215,000 were recognised in equity.

- (b) In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 5% to 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital. Transfer to reserve must be made before the distribution of dividends to equity holders. The statutory surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.

# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

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

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>經營活動</b>	<b>OPERATING ACTIVITIES</b>		
除稅前利潤	Profit before taxation	13,556,293	11,316,993
就以下各項作出調整：	Adjustments for:		
融資成本	Finance costs	727,824	368,741
撥回信貸虧損撥備	Write-back of allowance for credit losses	(1,834)	(118)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	36,414	30,700
使用權資產折舊	Depreciation of right-of-use assets	42,524	—
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	(23,462)	(14,948)
按公平值計入損益的金融資產 公平值變動	Change in fair value of financial assets at FVTPL	133,432	(72,196)
可換股債券衍生工具部分公平值變動	Change in fair value of derivative component of convertible bonds	—	(99,182)
投資物業公平值變動	Change in fair value of investment properties	(198,043)	(106,385)
重新計量收益	Gain on remeasurement	—	(903,376)
出售附屬公司收益淨額	Gain on disposal of subsidiaries, net	(974,734)	(434,924)
出售一間聯營公司收益	Gain on disposal of an associate	—	(25,671)
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	(1,710)	(607)
提早贖回優先票據虧損	Loss on early redemption of senior notes	44,043	—
應佔合營企業業績	Share of results of joint ventures	(1,984,805)	(725,068)
應佔聯營公司業績	Share of results of associates	(1,571,367)	(1,450,388)
利息收入	Interest income	(517,055)	(493,498)
於物業項目投資的股息收入	Dividend income from investments in property projects	(317,624)	(215,365)
於房地產項目的投資的公平值變動	Change in fair value of investments in property projects	185,699	(247,618)
按公平值計入損益的金融資產 股息收入	Dividend income from financial assets at FVTPL	(32,688)	(15,780)
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	53,673	78,929
匯兌虧損淨額	Net exchange loss	274,359	575,387

**綜合現金流量表**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

		二零一九年 2019 附註 NOTES 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	9,430,939	7,565,626
持作出售物業減少	Decrease in properties held for sale	40,144,965	29,605,419
擬作出售的開發中物業增加	Increase in properties under development for sale	(67,728,023)	(42,370,498)
應收賬款及其他應收款項、按金及預付款項增加	Increase in accounts and other receivables, deposits and prepayments	(9,360,709)	(10,679,085)
持作出售物業土地使用權按金增加	Increase in deposits for land use rights for properties held for sale	(7,582,310)	(7,708,660)
按公平值計入損益的金融資產增加	Increase in financial assets at FVTPL	—	(242,631)
應付賬款及其他應付款項以及應計開支增加	Increase in accounts and other payables and accrued charges	18,503,939	16,731,759
合約負債增加	Increase in contract liabilities	9,622,203	8,262,539
經營(所用)所得現金	Cash (used in) generated from operations	(6,968,996)	1,164,469
已付中國所得稅	PRC income tax paid	(5,056,382)	(4,002,880)
<b>經營活動所用現金淨額</b>	<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(12,025,378)</b>	<b>(2,838,411)</b>
<b>投資活動</b>	<b>INVESTING ACTIVITIES</b>		
就收購股權支付的按金	Deposits paid for acquisitions of equity interests	—	(50,000)
向合營企業墊款	Advances to joint ventures	(32,694,809)	(22,526,692)
合營企業還款	Repayment from joint ventures	25,522,109	12,052,209
向聯營公司墊款	Advances to associates	(12,004,889)	(11,785,118)
聯營公司還款	Repayment from associates	9,198,344	12,150,079
向非控股權益墊款	Advances to non-controlling interests	(22,718,076)	(17,118,734)
非控股權益還款	Repayment from non-controlling interests	17,158,599	15,092,015
添置投資物業	Additions to investment properties	(862,729)	(206,768)
購買物業、廠房及設備	Purchase of property, plant and equipment	(36,507)	(46,456)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	34,390	22,086
出售投資物業所得款項	Proceeds from disposal of investment properties	—	3,987
出售按公平值計入其他全面收入的股本工具所得款項	Proceeds from disposal of equity instruments at FVTOCI	—	132,000
收購附屬公司現金(流出)流入淨額	Net cash (outflow) inflow from acquisitions of subsidiaries	40 (1,276,099)	106,885
出售附屬公司現金流入淨額	Net cash inflow from disposal of subsidiaries	41 53,698	1,191,261
出售一間聯營公司現金流入淨額	Net cash inflow from disposal of an associate	—	31,180
存置受限制銀行存款	Placement of restricted bank deposits	(388,695)	(1,290,000)
提取受限制銀行存款	Withdrawal of restricted bank deposits	1,290,000	—
向合營企業注入資本	Capital injection into joint ventures	(2,568,425)	(2,403,336)
向聯營公司注入資本	Capital injection into associates	(1,361,199)	(1,478,132)
向合營企業收取股息	Dividend received from joint ventures	398,365	184,975
向聯營公司收取股息	Dividend received from associates	722,059	225,383
購買按公平值計入損益的金融資產	Purchase of financial assets at FVTPL	—	(381,909)
出售按公平值計入損益的金融資產的所得款項	Proceeds from disposal of financial assets at FVTPL	47,091	—
按公平值計入損益的金融資產所收取股息	Dividends received from financial assets at FVTPL	32,688	15,780
已收利息	Interest received	517,055	493,498
支付於物業項目的投資	Payment of investments in property projects	(245,825)	—
於物業項目的投資回報	Returns of investments in property projects	547,172	508,223
<b>投資活動所用現金淨額</b>	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(18,635,683)</b>	<b>(15,077,584)</b>

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>融資活動</b>	<b>FINANCING ACTIVITIES</b>		
合營企業的墊款	Advances from joint ventures	11,738,588	10,479,170
向合營企業還款	Repayment to joint ventures	(917,769)	(8,655,005)
聯營公司的墊款	Advances from associates	3,910,894	8,194,363
向聯營公司還款	Repayment to associates	(1,080,174)	(5,449,014)
非控股權益的墊款	Advances from non-controlling interests	1,936,519	20,600,423
向非控股權益還款	Repayment to non-controlling interests	(3,960,044)	(19,148,741)
自非控股權益收購附屬公司 額外權益	Acquisition of additional interests in subsidiaries from non-controlling interests	(76,954)	(233,500)
新增銀行及其他借款	New bank and other borrowings raised	43,265,587	32,531,543
償還銀行及其他借款	Repayment of bank and other borrowings	(22,801,915)	(20,327,998)
發行優先票據所得款項淨額	Net proceeds from issue of senior notes	13,307,860	9,702,142
發行公司債券所得款項淨額	Net proceeds from issue of corporate bonds	809,500	6,847,500
發行可換股債券所得款項淨額	Net proceeds from issue of convertible bonds	—	2,262,523
贖回優先票據	Redemption of senior notes	(2,844,121)	—
贖回公司債券	Redemption of corporate bonds	(830,000)	(4,874,438)
贖回可換股債券	Redemption of convertible bonds	(894,057)	(1,549,071)
已付利息	Interest paid	(5,420,897)	(3,824,853)
租賃負債還款	Repayment of lease liabilities	(45,715)	—
結算衍生金融工具付款	Payment on settlement of derivative financial instruments	(140,201)	(259,845)
結算衍生金融工具所得款項	Proceeds on settlements of derivative financial instruments	98,756	9,791
向非控股權益出售附屬公司 部分權益的所得款項	Proceeds from disposal of partial interests in subsidiaries to non- controlling interests	7,735	64,291
非控股權益注資	Capital contributions from non-controlling interests	10,900,285	6,487,505
行使購股權所得款項	Proceeds from exercise of share options	114,028	250,176
根據股份獎勵計劃購買股份	Purchase of shares under share award scheme	(89,325)	(66,631)
購回股份的付款	Payment on repurchase of shares	—	(74,742)
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	(221,817)	(179,438)
派發予非控股權益的股息	Dividend paid to non-controlling interests	(272,187)	(137,987)
已付股息	Dividend paid	(1,934,018)	(1,601,575)
<b>融資活動所得現金淨額</b>	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>44,560,558</b>	<b>31,046,589</b>
<b>現金及現金等價物增加淨額</b>	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>13,899,497</b>	<b>13,130,594</b>
<b>年初現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>43,327,561</b>	<b>29,786,870</b>
外匯影響	Effect of foreign exchanges	25,976	410,097
<b>年末現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>57,253,034</b>	<b>43,327,561</b>
<b>現金及現金等價物結餘分析</b>	<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>		
銀行結餘及現金	Bank balances and cash	57,253,034	43,327,561

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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

### 1. 一般資料

旭輝控股(集團)有限公司(「本公司」)乃於開曼群島註冊成立的公眾有限公司及其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處地址及主要營業地點於年報內公司資料一節披露。

本公司為投資控股公司。其主要附屬公司的主要業務詳情載於附註54。

綜合財務報表乃以本公司的功能貨幣人民幣(「人民幣」)呈列。

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度強制生效的新訂及經修訂國際財務報告準則

本集團已於本年度首次應用以下由國際會計準則理事會(「國際會計準則理事會」)所頒佈的新訂及經修訂國際財務報告準則：

國際財務報告準則第16號	租賃
國際財務報告詮釋委員會詮釋第23號	所得稅處理的不確定性
國際財務報告準則第9號(修訂本)	附帶負補償的預付款項特徵
國際會計準則第19號(修訂本)	計劃修訂、縮減或結算
國際會計準則第28號(修訂本)	於聯營公司或合營企業的長期權益
國際財務報告準則(修訂本)	二零一五至二零一七年週期國際財務報告準則年度改善

除下述外，應用新訂及經修訂國際財務報告準則將不會對本集團於本年度及過往年度財務表現及狀況及／或對載於該等綜合財務報表的披露產生重大影響。

### 1. GENERAL

CIFI Holdings (Group) Co. Ltd. (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. Details of the principal activities of its principal subsidiaries are set out in note 54.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Company.

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and Amendments to IFRSs that are mandatorily effective for the current year

The Group had applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time in the current year:

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to IFRSs	Annual Improvements to IFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.



## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 國際財務報告準則第16號「租賃」

本集團於本年度首次應用國際財務報告準則第16號。國際財務報告準則第16號取代國際會計準則第17號「租賃」(「國際會計準則第17號」)及其相關詮釋。

#### 租賃的定義

本集團已選擇可行權宜方法，就先前應用國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號「釐定安排是否包含租賃」識別為租賃的合約應用國際財務報告準則第16號，而並無對先前並未識別為包含租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修改的合約而言，本集團於評估合約是否包含租賃時，根據國際財務報告準則第16號應用租賃的定義。

#### 作為承租人

本集團已追溯應用國際財務報告準則第16號，累計影響於首次應用日期(即二零一九年一月一日)確認。

於二零一九年一月一日，本集團應用國際財務報告準則第16.C8(b)(ii)條過渡條文確認額外租賃負債及使用權資產，其金額相等於相關租賃負債。於首次應用日期之任何差額於期初保留溢利確認，並無重列比較資料。

於過渡期根據國際財務報告準則第16號應用經修訂追溯方法時，本集團已按逐項租賃基準就先前根據國際會計準則第17號分類為經營租賃且與各自租賃合約相關之租賃應用以下可行權宜方法：

- i. 透過應用國際會計準則第37號「撥備、或然負債及或然資產」作為減值評估的替代方法，評估租賃是否屬虧損；

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### IFRS 16 “Leases”

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 “Leases” (“IAS 17”), and the related interpretations.

#### Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

#### As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying IFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying IAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review;

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第16號「租賃」(續)

作為承租人(續)

- ii. 於首次應用日期計量使用權資產時剔除初始直接成本；及
- iii. 就類似經濟環境內的類似相關資產類別對餘下期間類似的租賃組合應用單一貼現率。具體而言，有關中國及香港若干租賃物業的貼現率按組合形式釐定。

於確認先前分類為經營租賃的租賃負債時，本集團已於首次應用日期應用相關集團實體的增量借款利率。本集團所應用的加權平均增量借款利率為每年5.81%。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 16 “Leases” (Continued)

As a lessee (Continued)

- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rates for certain leases of properties in the PRC and Hong Kong was determined on a portfolio basis.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied by the Group is 5.81% per annum.

		二零一九年 一月一日 At 1 January 2019 人民幣千元 RMB'000
於二零一八年十二月三十一日披露的經營租賃承擔	Operating lease commitments disclosed as at 31 December 2018	94,256
按增量借款利率貼現的租賃負債	Lease liabilities discounted at relevant incremental borrowing rates	81,210
減：	Less:	
租賃及非租賃組成部分之間的分配基準變動	Change in allocation basis between lease and non-lease components	1,548
豁免確認—短期租賃	Recognition exemption – short-term leases	182
豁免確認—低價值資產	Recognition exemption – low-value assets	61
與於二零一九年一月一日應用國際財務報告準則第16號後所確認經營租賃有關的租賃負債	Lease liabilities relating to operating leases recognised upon application of IFRS 16 at 1 January 2019	79,419
分析為：	Analysed as:	
流動	Current	33,865
非流動	Non-current	45,554
		79,419



## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第16號「租賃」(續)

作為承租人(續)

使用權資產於二零一九年一月一日的賬面值包括以下項目：

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 16 “Leases” (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		使用權資產 Right-of-use assets 人民幣千元 RMB'000
與於應用國際財務報告準則第16號後所確認經營租賃有關的使用權資產	Right-of-use assets relating to operating leases recognised upon application of IFRS 16	79,419
按類別劃分：	By class:	
– 土地及樓宇	– Land and buildings	79,086
– 辦公設備	– Office equipment	333
		79,419

於應用國際財務報告準則第16號前，本集團將已付可退還租賃按金視為於應收賬款及其他應收款項下應用國際會計準則第17號的租賃項下的權利及責任。根據國際財務報告準則第16號項下租賃付款的定義，該等按金並非與使用權資產有關的款項。於首次應用日期，本集團已作出評估，並認為於二零一九年一月一日，有關調整對已付可退還租賃按金的影響並不重大。

Before the application of IFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which IAS 17 applied under accounts and other receivables. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right to use of the underlying assets. At the date of initial application, the Group assessed and considered the impact of such adjustment of refundable rental deposits paid as insignificant at 1 January 2019.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

##### 國際財務報告準則第16號「租賃」(續)

###### 作為出租人

根據國際財務報告準則第16號過渡條文，本集團毋須就本集團為出租人的租賃作出任何過渡調整，惟須自首次應用日期起根據國際財務報告準則第16號將該等租賃入賬，而比較資料並無重列。

於應用國際財務報告準則第16號時，有關現有租賃合約項下相同相關資產的已訂約但於初步應用日期後開始的新租賃合約已入賬，猶如現有租賃於二零一九年一月一日經修改。有關應用對本集團於二零一九年一月一日的綜合財務狀況表並無影響。然而，自二零一九年一月一日起，有關經修訂租期於修改後的租賃付款按直線法於已延長租期確認為收入。

於應用國際財務報告準則第16號前，已收可退還租賃按金被視為於應付賬款及其他應付款項下應用國際會計準則第17號的租賃項下的權利及責任。根據國際財務報告準則第16號項下租賃款項的定義，該等按金並非與使用權資產有關的款項，並已作出調整以反映過渡時的貼現影響。於首次應用日期，本集團已作出評估，並認為於二零一九年一月一日，有關調整對已收可退還租賃按金的影響並不重大。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

##### IFRS 16 “Leases” (Continued)

###### As a lessor

In accordance with the transitional provisions in IFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with IFRS 16 from the date of initial application and comparative information has not been restated.

Upon application of IFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group’s consolidated statement of financial position at 1 January 2019. However, effective from 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on a straight-line basis over the extended lease term.

Before application of IFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which IAS 17 applied under accounts and other payables. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. At the date of initial application, the Group assessed and considered the impact of such adjustment of refundable rental deposits received these as insignificant at 1 January 2019.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第16號「租賃」(續)

作為出租人(續)

下列為對於二零一九年一月一日的綜合財務狀況表中已確認金額作出的調整。未受變動影響的項目不計入在內。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 16 “Leases” (Continued)

As a lessor (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

		先前於 二零一八年 十二月三十一日 呈報的賬面值 Carrying amounts previously reported at 31 December 2018 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000	根據國際財務 報告準則第16號 於二零一九年 一月一日 的賬面值 Carrying amounts under IFRS 16 at 1 January 2019 人民幣千元 RMB'000
<b>流動資產</b>	<b>Current assets</b>			
使用權資產	Right-of-use assets	—	79,419	79,419
<b>流動負債</b>	<b>Current liabilities</b>			
租賃負債	Lease liabilities	—	(33,865)	(33,865)
<b>非流動負債</b>	<b>Non-current liabilities</b>			
租賃負債	Lease liabilities	—	(45,554)	(45,554)

附註：就截至二零一九年十二月三十一日止年度採用間接法呈報經營活動所得現金流量而言，營運資金的變動已根據上文所披露二零一九年一月一日年初的綜合財務狀況表計算。

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on the opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提早採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約 <sup>1</sup>
國際財務報告準則第3號(修訂本)	業務的定義 <sup>2</sup>
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
國際會計準則第1號(修訂本)	即期及非即期貸款之分類 <sup>4</sup>
國際會計準則第1號及國際會計準則第8號(修訂本)	重大的定義 <sup>5</sup>
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革 <sup>4</sup>

- <sup>1</sup> 於二零二一年一月一日或之後開始的年度期間生效  
<sup>2</sup> 於就收購日期為於二零二零年一月一日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效  
<sup>3</sup> 於待定期日或之後開始的年度期間生效  
<sup>4</sup> 於二零二零年一月一日或之後開始的年度期間生效  
<sup>5</sup> 於二零二二年一月一日或之後開始的年度期間生效

除上述新訂及經修訂國際財務報告準則外，經修訂財務報告概念框架已於二零一八年頒佈。其後續修訂「國際財務報告準則中對概念框架的提述的修訂」將於二零二零年一月一日或之後開始的年度期間生效。

除下述的新訂及經修訂國際財務報告準則及經修訂財務報告概念框架外，本公司董事預期，應用新訂及經修訂國際財務報告準則不會對本集團於可見未來的綜合財務報表構成重大影響。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts <sup>1</sup>
Amendments to IFRS 3	Definition of a Business <sup>2</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current <sup>5</sup>
Amendments to IAS 1 and IAS 8	Definition of Material <sup>4</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2021  
<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020  
<sup>3</sup> Effective for annual periods beginning on or after a date to be determined  
<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020  
<sup>5</sup> Effective for annual periods beginning on or after 1 January 2022

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the “Amendments to References to the Conceptual Framework in IFRS Standards”, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to IFRSs and revised Conceptual Framework for Financial Reporting mentioned below, the directors of the Company anticipate that the application of the new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第3號「業務的定義」之修訂

該等修訂：

- 新增選擇性集中測試，允許簡化評估所收購活動及資產組合是否不屬於一項業務。按交易基準選擇是否可在交易中採用選擇性集中測試；
- 澄清所收購的一組活動或資產可視為業務，必須包括至少一項資源投入及一項實質過程，而兩者必須對製造產量的能力作出重大貢獻；及
- 收窄業務及產量的定義，方法為將重點放在向客戶提供的商品及服務，並剔除對削減成本能力的參考。

該等修訂將可能應用於收購日期為於二零二零年一月一日或之後開始的首個年度呈報期間的所有業務合併及資產收購，並允許提前採用。選擇性集中測試及經修訂的業務的定義預期不會對本集團構成重大影響。

國際財務報告準則第10號及國際會計準則第28號「投資者與其聯營公司或合營企業之間的資產出售或注資」之修訂

國際財務報告準則第10號「綜合財務報表」及國際會計準則第28號「於聯營公司及合營企業的投資」之修訂處理投資者與其聯營公司或合營企業之間的資產出售或注資情況。具體而言，該等修訂訂明於與聯營公司或合營企業(以權益法列賬)的交易中失去對並無包含業務的附屬公司的控制權所產生的盈虧，於母公司損益確認且僅以非相關投資者於該聯營公司或合營企業的權益為限。同樣，按於成為聯營公司或合營企業(以權益法列賬)的任何前附屬公司所保留投資公平值重新計量所產生的盈虧於前母公司損益確認，且僅以非相關投資者於新聯營公司或合營企業的權益為限。應用該等國際財務報告準則及國際會計準則的修訂不會對綜合財務報表造成重大影響。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Amendments to IFRS 3 “Definition of a Business”

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted. The optional concentration test and the amended definition of a business are not expected to have a significant impact to the Group.

Amendments to IFRS 10 and IAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”

The amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture. The application of these amendments to IFRS and IAS will have no significant impact on the consolidated financial statements.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際會計準則第1號及國際會計準則第8號「重大的定義」之修訂

該等修訂以作出重大判斷時的額外指引及解釋，對重大之定義進行了完善。尤其是修訂：

- 包括「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包括使用「主要使用者」一詞，而非簡單的指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣泛。

該等修訂亦使所有國際財務報告準則的定義一致，並將於本集團自二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現構成重大影響，惟可能會影響綜合財務報表的呈列及披露。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Amendments to IAS 1 and IAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all IFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.



## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

二零一八年度財務報告概念框架(「新修訂框架」)及提述國際財務報告準則概念框架的修訂

新修訂框架：

- 重新引入「管理工作」及「審慎」兩個用語；
- 引入一個着重於權利的新資產定義，以及一個相對於其所取代定義範圍更為廣泛新負債定義，惟不會改變負債及股本工具的定義；
- 探討歷史成本及現有價值計量方法，並提供額外指引說明選擇特定資產或負債的計量基準的方法；
- 指出初步計量財務表現初步計量為損益，而僅在特別情況下會對資產或負債現值變動所產生的收入或開支使用其他全面收入；及
- 探討不確定性、終止確認、賬目單位、呈報實體及合併財務報表。

本集團已作出後續修訂，致使對若干國際財務報告準則的提述已更新至新訂框架，惟部分國際財務報告準則仍提述舊版本的框架。該等修訂本將於二零二零年一月一日或之後開始的年度期間生效，並獲准提早應用。除仍然提述舊版本框架制定的特定準則外，本集團將於新訂框架生效日期起，於釐定會計政策(尤其是並無於會計準則項下以其他方式處理的交易、事件及狀況的會計政策)時依賴新訂框架。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in IFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain IFRSs have been updated to the New Framework, whilst some IFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策

綜合財務報表根據國際會計準則委員會頒佈的國際財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例所規定的適用披露事項。

綜合財務報表已根據歷史成本基準編製，惟根據下文載列的會計政策所說明於各報告期末按公平值計量的投資物業及若干金融工具除外。

歷史成本一般根據貨品及服務交換所得代價的公平值釐定。

公平值為於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付的價格，而不論該價格是否可直接觀察取得或可使用其他估值方法估計。於估計資產或負債的公平值時，倘市場參與者於計量日對資產或負債定價時將考慮資產或負債的特徵，則本集團會考慮資產或負債的特徵。於該等綜合財務報表中作計量及／或披露目的的公平值按此基準釐定，惟屬國際財務報告準則第2號「以股份為基礎的支付」範疇內以股份支付的交易、根據國際財務報告準則第16號（自二零一九年一月一日起）或國際會計準則第17號（應用國際財務報告準則第16號之前）入賬的租賃交易以及與公平值存在部分相似之處（如國際會計準則第2號「存貨」的可變現淨值（「可變現淨值」）或國際會計準則第36號（「國際會計準則第36號」）「資產減值」的使用價值）的計量除外。

非金融資產的公平值計量計及市場參與者透過最大限度使用該資產及最佳用途或透過將資產出售予將最大限度使用該資產達至最佳用途的另一名市場參與者而產生經濟利益的能力。

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with IFRS 16 (since 1 January 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value, such as net realisable value (“NRV”) in IAS 2 “Inventories” or value in use in IAS 36 “Impairment of Assets” (“IAS 36”).

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.

### 3. 重大會計政策(續)

按公平值交易的金融工具及投資物業，凡於其後期間應用以不可觀察數據計量公平值的估值方法，估值方法應予校正，以致估值方法的結果相等於交易價格。

此外，就財務報告而言，公平值計量按公平值計量的輸入數據的可觀察程度及該等輸入數據對公平值計量整體的重要性劃分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日可獲得的相同資產或負債於活躍市場的報價(未調整)；
- 第二級輸入數據為資產或負債的可直接或間接觀察的輸入數據(不包括計入第一級的報價)；及
- 第三級輸入數據為資產或負債的無法觀察輸入數據。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制的實體的財務報表。當本公司符合以下各項時，即取得控制權：

- 對投資對象擁有權力；
- 於來自其參與投資對象業務的可變回報上承受風險或擁有權利；及
- 能夠使用其權力影響回報。

本集團重新評估在事實及情況表明上文所列控制權的三個元素中的一個或多個有變時是否控制投資對象。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 綜合基準(續)

倘本集團未能佔有投資對象的大多數投票權，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象的相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象的投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有投票權的規模相對於其他選票持有人持有投票權的規模及分散性；
- 本集團、其他選票權持有人或其他各方持有的潛在投票權；
- 其他合同安排產生的權利；及
- 於將需作出決定時，表明本集團當前是否能夠掌控相關業務的任何額外事實及情況(包括於過往股東大會上的投票方式)。

附屬公司於本集團取得對該附屬公司的控制權時綜合入賬，並於本集團喪失對該附屬公司的控制權時終止綜合入賬。具體而言，自本集團取得控制權之日起直至本集團不再控制附屬公司之日，於年內收購或出售附屬公司的收入及開支均計入綜合損益及其他全面收益表。

損益及其他全面收入各組成部分歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

倘有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策一致。

所有集團內公司間的資產與負債、股本權益、收入、開支及與本集團成員公司間交易相關的現金流量，均於綜合入賬時全數對銷。

於附屬公司的非控股權益與本集團於附屬公司中權益分開呈列，其指現時擁有的權益且賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of the other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

### 3. 重大會計政策(續)

#### 本集團於現有附屬公司權益的變動

本集團於附屬公司權益的變動如不會導致本集團對該等附屬公司喪失控制權，將作為股權交易入賬。本集團的股本權益相關部分與非控股權益的賬面值應予調整，以反映附屬公司中相關權益的變動，包括根據本集團及非控股權益的權益比例於本集團與非控股權益之間重新劃撥相關儲備。

非控股權益的經調整金額與已付或已收代價公平值之間的任何差額於權益及本公司擁有人應佔部分直接確認。

當本集團喪失對附屬公司的控制權時，則終止確認該附屬公司及非控股權益(如有)的資產及負債。收益或虧損於損益中確認，並以(i)所收代價公平值及任何保留權益公平值的總額與(ii)本公司擁有人應佔附屬公司資產(包括商譽)及負債的賬面值之間的差額計算。過往於其他全面收入確認與該附屬公司有關的所有金額，採用如同本集團已直接出售該附屬公司相關資產或負債的方法入賬，即重新分類至損益或按適用國際財務報告準則所規定／所准許者轉撥至另一類別股本權益。前附屬公司在喪失控制權之日所保留的任何投資公平值於其後的會計處理中被視為按照國際財務報告準則第9號「金融工具」(「國際財務報告準則第9號」)進行初步確認的公平值，或(如適用)於聯營公司或合營企業的投資初步確認的成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 "Financial Instruments" ("IFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 業務合併

收購業務以收購法入賬。業務合併所轉讓代價以公平值計量，而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期的公平值總和計算。收購有關成本一般於產生時於損益內確認。

於收購日期，所購入可識別資產及所承擔負債按其公平值確認，但以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排的資產或負債分別遵循國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎的付款安排或為替代被收購方以股份為基礎的付款安排而訂立本集團以股份為基礎的付款安排有關的負債或股本工具，於收購日期根據國際財務報告準則第2號「以股份為基礎的支付」計量(見下文會計政策)；
- 根據國際財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售的資產(或出售組別)按該準則計量；及
- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日期為新租賃，惟(a)租期自收購日期起計12個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred taxation assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 “Share-based Payment” at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.



### 3. 重大會計政策(續)

#### 業務合併(續)

商譽按所轉讓代價、於被收購方任何非控股權益的金額及收購方過往所持有被收購方股本權益(如有)公平值的總和超出所收購的可識別資產及所承擔負債於收購日期的淨額的差額計值。倘經重估後，所收購的可識別資產與所承擔負債的淨額高於轉讓代價、於被收購方任何非控股權益的金額及收購方過往所持有被收購方股本權益(如有)公平值的總和，則差額即時於損益內確認為議價購買收益。

非控股權益為現有擁有權權益及授權持有人於清盤時按比例分佔相關附屬公司的資產淨額，其初步按非控股權益按比例分佔被收購方可識別資產淨額的已確認金額或按公平值計量。計量基準可按個別交易選擇。

倘業務合併分階段達成，則本集團以往所持的被收購方股權於收購日期(即本集團取得控制權當日)按公平值重新計量，而所產生的盈虧(如有)於損益或於其他全面收入(如適用)確認。先前於其他全面收入中確認並按國際財務報告準則第9號計量的在收購日期之前於被收購方權益的金額將按本集團已直接將該過往所持權益出售般以相同基準入賬。

#### 收購一間附屬公司但不構成一項業務

當本集團收購一組資產及負債但不構成一項業務時，本集團首先透過按金融資產及金融負債各自的公平值分配購買價格以識別及確認取得的個別可識別資產及承擔的負債，餘下購買價結餘其後按各自於購買日期的相對公平值分配予其他可識別資產及負債。該等交易並不會產生商譽或議價購買收益。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit and loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under IFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

#### Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 於合營企業及聯營公司的投資

合營企業是指對安排擁有共同控制權的各方對該合營安排的資產淨額享有權利的合營安排。共同控制權是指對安排合約約定的共享控制權，其僅在有關活動決定須獲共享控制權的各方一致同意時存在。

聯營公司為本集團對其具有重大影響力的實體。重大影響力指參與投資對象的財務及營運政策決定的權力，而並非對該等政策的控制權或共同控制權。

合營企業及聯營公司的業績以及資產及負債以權益會計法於該等綜合財務報表入賬。根據權益法，於合營企業或聯營公司的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業及聯營公司的損益及其他全面收入予以調整。損益及其他全面收入以外的合營企業及聯營公司的資產淨值變動不予列賬，除非有關變動導致本集團所持有的擁有權權益改變。當本集團應佔合營企業或聯營公司的虧損超出本集團於該合營企業及聯營公司的權益(包括實質上成為本集團於該合營企業及聯營公司投資淨額一部分的任何長期權益)時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該合營企業或聯營公司支付款項的情況下，方會確認額外虧損。

於合營企業及聯營公司的投資於投資對象成為合營企業及聯營公司之日採用權益法入賬。在收購合營企業或聯營公司投資時，投資成本超過本集團應佔該投資對象可識別資產及負債公平值淨額的任何部分確認為商譽，並計入投資的賬面值。本集團應佔可識別資產及負債的公平值淨額超過投資成本的任何部分，於重新評估後在投資被收購的期間即時於損益確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in joint ventures and associates

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of joint ventures and associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a joint venture or an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture and associate. Changes in net assets of the joint venture and associates other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture or an associate exceeds the Group's interest in that joint venture and associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture and associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture or associate.

An investment in a joint venture and an associate is accounted for using the equity method from the date on which the investee becomes a joint venture and an associate. On acquisition of the investment in a joint venture or an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.



### 3. 重大會計政策(續)

#### 於合營企業及聯營公司的投資(續)

本集團評估是否存在客觀證據顯示於一間合營企業或一間聯營公司的權益可能出現減值。倘存在任何客觀證據時，投資(包括商譽)的全部賬面值將會根據國際會計準則第36號作為單一資產進行減值測試，方法為比較其可收回金額(使用價值與公平值減出售成本兩者間的較高者)與其賬面值。任何已確認的減值虧損不會分配至構成投資賬面值的一部分的任何資產(包括商譽)。該減值虧損的任何撥回根據國際會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

倘本集團不再對合營企業擁有共同控制權或對聯營公司擁有重大影響力，則此事項作為出售於投資對象的全部權益入賬，因此產生的收益或虧損將計入損益內。倘本集團保留於前合營企業或聯營公司的權益且該保留權益屬國際財務報告準則第9號範疇內的金融資產，則本集團會按該日的公平值計量保留權益，而該公平值被視為初步確認時的公平值。合營企業或聯營公司於終止採用權益法當日的賬面值與任何保留權益及出售合營企業或聯營公司相關權益的任何所得款項公平值間的差額，會於釐定出售該合營企業或聯營公司的收益或虧損時入賬。此外，本集團會將先前在其他全面收入就該合營企業或聯營公司確認的所有金額入賬，基準與該合營企業或聯營公司直接出售相關資產或負債所需基準相同。因此，倘該合營企業或聯營公司先前已於其他全面收入確認的收益或虧損，會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關合營企業或聯營公司後將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

當於聯營公司的投資成為於合營企業投資或於合營企業的投資成為於聯營公司的投資時，本集團將繼續使用權益法。於此類擁有權權益變動發生時，公平值不會重新計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in joint ventures and associates (Continued)

The Group assesses whether there is an objective evidence that the interest in a joint venture or an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have joint control over a joint venture or significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former joint venture or associate and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the joint venture or associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the joint venture or associate is included in the determination of the gain or loss on disposal of the joint venture or associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture or associate on the same basis as would be required if that joint venture or associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture or associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant joint venture or associate.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 於合營企業及聯營公司的投資(續)

倘本集團削減其於聯營公司或合營企業的擁有權權益但繼續採用權益法，如有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前於其他全面收入確認的與削減擁有權權益有關的收益或虧損部分重新分類至損益。

當集團實體與本集團的合營企業或聯營公司進行交易時，則與合營企業及聯營公司交易所產生收益及虧損僅於合營企業及聯營公司的權益與本集團無關時，方於本集團綜合財務報表確認。

##### 來自客戶合約的收入

當(或於)履行履約責任時，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時，本集團確認收入。

履約責任指大致相同的獨特貨品或服務(或一組貨品或服務)或一系列獨特的貨品或服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項資產，該資產於創建及強化時即由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行的權利。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in joint ventures and associates (Continued)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture or an associate of the Group, profits and losses resulting from the transactions with the joint venture and associate are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture and associate that are not related to the Group.

##### Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

### 3. 重大會計政策(續)

#### 來自客戶合約的收入(續)

否則，收入於客戶獲得獨特貨品或服務控制權的時間點確認。

合約資產指本集團收取本集團已向客戶轉讓的貨品或服務的交換代價的權利(尚未成為無條件)。合約資產根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需隨時間推移。

合約負債指本集團因已向客戶收取代價(或已到期代價金額)而須向客戶轉讓貨品或服務的責任。

與同一合約有關的合約資產及合約負債按淨值入賬及呈列。

#### 銷售物業收入

就銷售物業收入而言，收入於已竣工物業轉至客戶時某一時間點確認，即於客戶獲得已竣工物業控制權且本集團現時有權收取付款並很可能收回代價時的某一時間點確認。

#### 項目管理服務收入

就項目管理服務收入而言，收入於提供項目管理服務的期間確認。本集團就所提供項目管理服務收取項目收入的若干百分比並於期內以直線法確認為收入。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (Continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

#### Revenue from sales of properties

For revenue from sales of properties, revenue is recognised at a point in time when control of completed property is transferred to the customer, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and the collection of the consideration is probable.

#### Revenue from project management services

For revenue from project management services, revenue is recognised over the period in which the project management services are rendered. The Group bills a certain percentage of the project revenue for project management services provided and recognises as revenue over the period on a straight-line basis.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 可變代價

就含有可變代價(項目管理服務收入)的合約而言,本集團使用(a)預期價值法或(b)最有可能收取的金額(視乎哪一種方式能更好地預測本集團將有權收取的代價金額)估計其將有權收取的代價金額。

可變代價的估計金額計入交易價格,前提是當與可變代價有關的不確定性其後獲解決時,有關計入不會導致日後出現重大收入撥回。

於各報告期末,本集團更新經估計交易價格(包括更新其就可變代價估計是否受到限制的評估),以真實反映於報告期末的情況以及報告期的情況變動。

##### 存在重大融資部分

釐定交易價格時,倘所協定的付款時間(不論明示或暗示)為客戶或本集團帶來向客戶轉讓貨品或服務的重大融資利益,則本集團將就金錢時間值的影響而調整已承諾的代價金額。於該等情況下,合約包含重大融資部分。不論融資承諾乃於合約中明示或藉合約訂約方所協定的付款條款暗示,重大融資部分均可能存在。

就付款及轉讓有關貨品或服務的期限少於一年的合約,本集團應用可行的權宜方法,不就任何重大融資部分作交易價格調整。

##### 投資物業

投資物業指為賺取租金及/或為資本增值而持有的物業(包括就該等目的而興建的在建物業)。

投資物業初步按成本(包括任何直接應佔開支)計量。於初步確認後,投資物業按公平值計量,並作調整以剔除任何預付或應計的經營租賃收入。

投資物業公平值變動所產生的收益或虧損於其產生期間計入損益。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Variable consideration

For contracts that contain variable consideration (revenue from project management services), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

##### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

##### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

### 3. 重大會計政策(續)

#### 投資物業(續)

在建投資物業產生的建築成本資本化為在建投資物業的部分賬面值。

投資物業於出售或於其被永久終止使用或預期不會因出售而獲得未來經濟利益時終止確認。終止確認物業所產生的任何收益或虧損(按出售所得款項淨額與資產賬面值之間的差額計算)於該物業終止確認期間計入損益。

#### 物業、廠房及設備

物業、廠房及設備(包括持作生產或供應貨品或服務之用,或作行政用途的樓宇)以成本扣減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時,全部代價於租賃土地及樓宇成分之間按初步確認時的相對公平值的比例分配。

倘相關付款能可靠分配,則以經營租賃列賬的租賃土地權益於綜合財務狀況表中列為「使用權資產」(採納國際財務報告準則第16號時)或「預付租賃款」(採納國際財務報告準則第16號前),惟根據公平值模式分類為投資物業且作為投資物業入賬者除外。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時,整項物業分類為物業、廠房及設備。

於估計可使用年內撇銷物業、廠房及設備項目的成本減殘值後,以直線法確認折舊。估計可使用年期、殘值及折舊法均於各報告期末檢討,任何估計變動影響均按未來適用基準入賬。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment properties (Continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” (upon application of IFRS 16) or “prepaid lease payments” (before application of IFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 物業、廠房及設備(續)

物業、廠房及設備項目於出售後或當預期繼續使用該資產不會於日後產生經濟利益時終止確認。出售或報廢物業、廠房及設備項目時產生的任何收益或虧損按出售所得款項與該資產賬面值之間的差額計算並於損益確認。

##### 擬作出售的開發中物業／持作出售物業

擬於開發完成後出售的在建待售物業分類為流動資產。擬作出售的開發中物業／持作出售物業以成本與可變現淨值兩者間的較低者入賬。成本按特定識別基準釐定，包括分配所產生的有關開發成本及(如適用)資本化借貸成本。可變現淨值指物業估計售價減竣工估計成本及銷售所需的成本。

擬作出售的開發中物業於竣工時轉撥至持作出售物業。

當持有物業的用途變為賺取租金或／及資本增值，而非於日常業務過程中出售(以開始向另一方提供經營租賃為證)，本集團將物業從持作出售業轉撥至投資物業。該物業於轉讓日期的公平值與其過往賬面值之差額於損益確認。

##### 租賃

##### 租賃的定義(根據附註2的過渡條文應用國際財務報告準則第16號時)

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

對於首次應用日期或之後訂立或修改的合約而言，本集團根據國際財務報告準則第16號的定義於初始或修訂日期評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

##### Properties under development for sale/properties held for sale

Properties under development for sale which are intended to be sold upon completion of development are classified as current assets. Properties under development for sale/properties held for sale are carried at the lower of cost and NRV. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. NRV represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties under development for sale are transferred to properties held for sale upon completion.

The Group transfers a property from properties held for sale to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

##### Leases

##### Definition of a lease (upon application of IFRS 16 in accordance with transitions in note 2)

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.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### 3. 重大會計政策(續)

#### 租賃(續)

本集團作為承租人(根據附註2的過渡條文應用國際財務報告準則第16號後)

#### 合約組成部分的代價分配

就包含租賃部分以及一項或多項額外租賃或非租賃部分的合約而言，本集團將合約以租賃部分的相對獨立價格及非租賃部分的總獨立價格為基準，分配該合約代價予各租賃部分。

非租賃部分與租賃部分以各自相對獨立價格為基準分開。

#### 短期租賃及低價值資產租賃

本集團對自開始日期起租期不超過12個月且不包含購買選擇權的土地及樓宇的租賃採用短期租賃確認豁免。本集團亦採用對低價值資產租賃的確認豁免。短期租賃及低價值資產租賃的租賃付款於租期內按直線法確認為開支。

#### 使用權資產

使用權資產成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團在拆除及移除相關資產、復原其所在地或將相關資產復原至租賃的條款及條件所要求的狀況而產生的成本估算。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

*The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 2)*

#### Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of land and buildings that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 租賃(續)

本集團作為承租人(根據附註2的過渡條文應用國際財務報告準則第16號後)(續)

##### 使用權資產(續)

除分類為投資物業並按公平值模式計量的資產外，使用權資產按成本計量，扣除任何累計折舊及減值虧損，並就任何重新計量租賃負債作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束時計提折舊。在其他情況下，使用權資產按直線基準於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表中將不符合投資物業定義或存貨的使用權資產呈列為單獨項目。符合投資物業及存貨定義的使用權資產分別於「投資物業」及「持作出售物業／擬作出售的開發中物業」內呈列。

##### 可退還租賃按金

已付可退還租賃按金根據國際財務報告準則第9號入賬及初步按公平值計量。於初步確認的公平值調整被視為額外租賃款項，並計入使用權資產的成本。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Leases (Continued)

*The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 2) (Continued)*

##### Right-of-use assets (Continued)

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item in the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property and inventory are presented within “investment properties” and “properties held for sale/properties under development for sale” respectively.

##### Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

### 3. 重大會計政策(續)

#### 租賃(續)

本集團作為承租人(根據附註2的過渡條文應用國際財務報告準則第16號後)(續)

#### 租賃負債

於租賃開始日期，本集團按當日尚未支付的租賃款項現值確認及計量租賃負債。於計算租賃款項現值時，倘租賃隱含的利率無法輕易釐定，則本集團應用租賃開始日期的增量借款利率計算。

租賃款項包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 取決指數或利率的可變租賃款項(於開始日期使用指數或利率初始計量)；
- 根據殘值擔保預期將支付的金額；
- 本集團合理確定行使的購買選擇權的行使價；及
- 倘租期反映本集團會行使終止租賃選擇權，則計入終止租賃的罰款。

於開始日期後，租賃負債根據應計利息及租賃款項進行調整。

倘出現以下情況，本集團重新計量租賃負債(並對有關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃款項而重新計量。
- 租賃款項因進行市場租金調查後市場租金變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃款項而重新計量。

本集團於綜合財務狀況表中將租賃負債呈列為單獨項目。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

*The Group as a lessee (upon application of IFRS 16 in accordance with transitions in note 2) (Continued)*

#### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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 initially measured using the index or rate as at the commencement date;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 租賃(續)

本集團作為承租人(二零一九年一月一日前)

凡租賃條款將擁有權絕大部分風險及回報轉移予承租人的租賃均分類為融資租賃。所有其他租賃均分類為經營租賃。

經營租賃付款於有關租期內以直線法在損益中扣除。如因訂立經營租賃而收取租賃優惠，則該優惠會確認為負債。優惠利益總額以直線法確認為租賃開支減少。

##### 本集團作為出租人

##### 租賃分類及計量

本集團為出租人的租賃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃的租金收入以直線法於有關租賃的租期內於損益中確認。協商及安排所產生的初步直接成本加至租賃資產賬面值，且該等成本於租賃期間內按直線法確認為開支，惟以公平值模式計量的投資物業除外。

來自本集團日常業務過程的租金收入呈列為收入。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Leases (Continued)

*The Group as a lessee (prior to 1 January 2019)*

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating leases payments are charged to profit or loss on a straight-line basis over the term of the relevant lease. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

##### *The Group as a lessor*

##### Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

### 3. 重大會計政策(續)

#### 租賃(續)

本集團作為出租人(根據附註2的過渡條文應用國際財務報告準則第16號後)(續)

#### 可退還租賃按金

已收可退還租賃按金是根據國際財務報告準則第9號入賬及初步按公平值計量。於初始確認的公平值的調整被視為自承租人收取的額外租賃款項。

#### 租賃修改

本集團自修改生效日期起將對經營租賃的修改列賬計作新租賃，此舉經考慮任何有關原租賃的預付或應計租賃款項作為新租賃的租賃款項的一部分。

#### 物業、廠房及設備以及使用權資產的減值

本集團於報告期末檢討其物業、廠房及設備以及使用權資產的賬面值，以確定有關資產是否出現減值虧損跡象。如有任何有關跡象，則會估計相關資產的可收回金額，以確定減值虧損(如有)的程度。

物業、廠房及設備以及使用權資產的可收回金額會個別預估，倘不太可能個別估計資產的可收回金額，則本集團估計該資產所屬現金產生單位的可收回金額。

此外，於可建立合理一致分配基準時，公司資產會分配至個別現金產生單位，否則於可建立合理一致分配基準時，該等資產會分配至最小的現金產生單位組別。本集團評估是否有跡象顯示該等公司資產可能出現減值。倘出現減值跡象，則就公司資產所屬的現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值比較。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

*The Group as a lessor (upon application of IFRS 16 in accordance with transitions in note 2) (Continued)*

#### Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

#### Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

#### Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

物業、廠房及設備以及使用權資產的減值(續)

可收回金額為公平值減出售成本與使用價值兩者間的較高者。於評估使用價值時，使用稅前貼現率估計未來現金流貼現至其現值，而該稅前貼現率反映現時市場對金錢時間值的評估及資產(或一個現金產生單位)特定的風險(估計未來現金流未經調整)。

倘一項資產(或一個現金產生單位)的可收回金額估計將少於其賬面值，則該資產(或一個現金產生單位)的賬面值削減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會比較一組現金產生單位的賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，減值虧損首先分配至削減任何商譽(如適用)的賬面值，然後根據各資產於單位或一組現金產生單位的賬面值按比例分配至其他資產。一項資產的賬面值不會削減至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零三者間的較高者。可能另行分配至資產的減值虧損金額按比例分配至單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

倘其後撥回減值虧損，該資產(或一個現金產生單位或一組現金產生單位)賬面值會調高至其經修訂的估計可收回金額，但增加的賬面值不得超出該資產(或一個現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損時原應釐定的賬面值。撥回的減值虧損會即時於損益確認為收入。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.



### 3. 重大會計政策(續)

#### 借款成本

收購、建造或生產合資格資產(即需等待一段頗長時間後方可用作擬定用途或出售的資產)直接應佔的借款成本,計入該等資產的成本,直至該等資產大致可作擬定用途或出售為止。

特定借款用於合資格資產開支前作臨時投資所賺取的投資收入,從合資格撥充資本的借款成本中扣除。

所有其他借款成本於其產生期間於損益中確認。

#### 外幣

各集團實體的個別財務報表均以實體經營所在主要經濟環境的貨幣(其功能貨幣,即人民幣)呈列。

編製個別集團實體的財務報表時,以該實體的功能貨幣以外的貨幣(外幣)進行的交易按交易當日適用的匯率確認。於各報告期末,以外幣計值的貨幣項目按釐定公平值該日適用的匯率重新換算。按歷史成本以外幣計量的非貨幣項目概不會重新換算。

於結算及重新換算貨幣項目時所產生的匯兌差額於其產生期間在損益確認。

就呈列綜合財務報表而言,本集團業務的資產及負債乃使用於各報告期間結束時的適用匯率換算為本集團的呈報貨幣(即人民幣)。收入及支出項目乃按該期間的平均匯率進行換算。所產生的匯兌差額(如有)乃於其他全面收入確認,並在匯兌儲備項下的權益中累計。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as 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 borrowings costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency, i.e. RMB).

In preparing the financial statements of each individual group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group i.e. Renminbi, using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 稅項

所得稅開支指即期應付稅項與遞延稅項的總額。

即期應付稅項根據年度應課稅利潤計算。應課稅利潤因其他年度的應課稅收入或可扣稅開支以及毋須課稅或不可扣稅的項目，而與在綜合損益及其他全面收益表中所呈報的除稅前利潤有別。本集團的即期稅項負債乃按報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項按綜合財務報表表內資產及負債的賬面值與計算應課稅利潤所用相應稅基之間的臨時差額確認。通常會就所有應課稅臨時差額確認遞延稅項負債。通常就所有可扣減臨時差額在很可能會有應課稅利潤可用於抵銷可扣減臨時差額時確認遞延稅項資產。倘於一項交易中因初步確認資產及負債而引致的臨時差額(業務合併除外)既不影響應課稅利潤亦不影響會計利潤，則不會確認該等遞延稅項資產及負債。

就與於附屬公司的投資以及於合營企業及聯營公司的權益有關所產生的應課稅臨時差額確認遞延稅項負債，惟倘本集團可控制臨時差額的撥回且該臨時差額很可能不會於可見將來撥回則除外。與於該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅於很可能有足夠應課稅利潤可用於抵銷臨時差額的利益且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值於各報告期末進行檢討，並於不再可能有足夠應課稅利潤收回全部或部分資產時作出調減。

遞延稅項資產及負債乃根據報告期末已頒佈或實際上已頒佈的稅率(及稅法)按預期償還負債或變現資產期間內將採用的稅率計量。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Taxation

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

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

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation liabilities are generally recognised for all taxable temporary differences. Deferred taxation assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred taxation assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred taxation liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, interests in joint ventures and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxation assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred taxation assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.



### 3. 重大會計政策(續)

#### 稅項(續)

遞延稅項負債及資產的計量反映按照本集團預期於報告期末收回或結算其資產及負債賬面值的方式計算而得出的稅務結果。

就計量採用公平值模式計量的投資物業的遞延稅項負債及遞延稅項資產而言，除非假設被駁回，否則假設該等物業賬面值可透過銷售完全收回。當投資物業可予折舊及於業務模式(其目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設被駁回。

就計量本集團於租賃交易中確認使用權資產及有關租賃負債的遞延稅項而言，本集團須首先確定扣除稅項是否屬使用權資產或租賃負債。

就扣除稅項屬租賃負債的租賃交易而言，本集團對租賃交易整體應用國際會計準則第12號「所得稅」規定。有關使用權資產與租賃負債的臨時差額按淨值基準評估。使用權資產折舊超過租賃負債主要部分的租賃款項導致扣除淨額的臨時差額。

遞延稅項資產及負債於可依法以即期稅項資產與即期稅項負債抵銷時以及於其與同一稅務機關所徵收的所得稅有關時予以抵銷。

即期及遞延稅項乃於損益中確認，惟當涉及於其他全面收入中或直接於股本權益中確認的項目除外，屆時即期及遞延稅項亦分別於其他全面收入中或直接於權益中確認。

在評估所得稅處理的任何不確定性時，本集團考慮有關稅務機關是否有可能接受個別集團實體在其所得稅納稅申報表中使用或擬使用的不確定稅務處理。倘可能，即期及遞延稅項根據與所得稅納稅申報表一致的稅務處理方法釐定。倘有關稅務機關不可能接受不確定稅務處理，則通過使用最有可能收取的金額或預期值以反映各項不確定性影響。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred taxation liabilities and deferred taxation assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 “Income Taxes” requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxation authority.

Current and deferred taxation are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred taxation are also recognised in other comprehensive income or directly in equity respectively.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant taxation authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 退休福利成本

定額供款退休福利計劃的供款乃於僱員提供可使其享有供款的服務時確認為開支。倘本集團在國家管理的退休福利計劃下的責任與定額供款退休福利計劃所產生者相等，則國家管理的退休福利計劃供款視同定額供款計劃的供款予以處理。

##### 以股份支付的安排

##### 以股本權益結算並以股份支付的交易

##### 向僱員授出購股權

對僱員及提供類似服務的其他人士作出的股權結算以股份為基礎的付款乃按股本工具於授出日期的公平值計量。

於授出日期釐定的以股本權益結算並以股份支付的公平值(並無計及所有非市場歸屬情況)根據本集團對將最終歸屬的股本工具的估計，以直線法於歸屬期間以支出列賬，並相應增加權益(購股權儲備)。於各報告期末，本集團會根據對一切有關的非市場歸屬情況的評估，修訂其對預計將予歸屬股本工具數目的估計。修訂估計產生的影響(如有)於損益確認，使累計開支能反映經修訂估計，並相應調整購股權儲備。

當購股權獲行使時，先前於購股權儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日期後遭沒收或於屆滿當日尚未行使，則先前於購股權儲備確認的金額將轉撥至保留利潤。

##### 授予僱員的股份獎勵

於股份獎勵計劃受託人在公開市場購入本集團股份時，從公開市場收購的股份總代價(包括任何直接應佔增量成本在內)呈列為持作股份獎勵計劃股份，並於權益總額內扣除。

授出日期的獎勵股份的公平值以直線法於預測歸屬期間(即僱員提供服務的期間)以支出列賬，並相應增加權益(股份獎勵儲備)。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

##### Share-based payment arrangements

##### Equity-settled share-based payment transactions

##### Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

##### Share award granted to employees

Where the Group's shares are acquired by the trustee of the share award scheme from the open market, the total consideration of shares acquired from the open market (including any directly attributable incremental costs) is presented as shares held for share award scheme and deducted from total equity.

The fair value of the awarded shares at the grant date is expensed on a straight-line basis over the projected vesting period being the period for which the services from the employees are rendered with a corresponding increase in equity (share award reserve).

### 3. 重大會計政策 (續)

以股份支付的安排 (續)

以股本權益結算並以股份支付的交易 (續)

授予僱員的股份獎勵 (續)

歸屬及轉讓股份予承授人後，該等股份的相關成本自持作股份獎勵計劃股份中撥回，且該等股份的相關開支自股份獎勵儲備中撥回。轉撥所產生的差額扣自／計入保留溢利。

#### 政府補貼

政府補貼於能合理保證本集團將會遵守其所附帶的條件且接獲撥款後，方會確認。

政府補貼按系統基準於本集團將擬用補貼補償的相關成本確認為開支的各期間在損益內確認。具體而言，主要條件為本集團應購買、興建或以其他方式收購非流動資產的政府補貼，於綜合財務狀況表確認為遞延收入，並在有關資產的可使用年期內有系統及合理地轉撥至損益。

可收取作為已產生開支或虧損的補償或以向本集團提供即時財務資助(並無日後相關成本)的政府補貼，於可收取期間在損益確認。

#### 金融工具

當一間集團實體成為工具合約條文的訂約方時，金融資產及金融負債予以確認。所有透過常規方式購買或銷售金融資產的均以交易日為基準確認或終止確認。以常規方式購買或銷售乃要求於市場法規或慣例所設立的時間框架內交付資產的購買或銷售金融資產事宜。

金融資產及金融負債初步按公平值計量，惟根據國際財務報告準則第15號「來自客戶合約的收入」初步計量的客戶合約所產生貿易應收賬款除外。收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)直接應佔的交易成本於初步確認時加入金融資產公平值或從金融負債公平值扣除(如適用)。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment arrangements (Continued)

Equity-settled share-based payment transactions (Continued)

Share award granted to employees (Continued)

Upon vesting and transfer the shares to the grantees, the related costs of the shares are reversed from shares held for share award scheme, and the related expenses of the shares are reversed from share award reserve. The difference arising from such transfer is debited/credited to retained profits.

#### Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers, which are initially measured in accordance with IFRS 15 "Revenue from Contracts with Customers". Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

實際利息法為計算金融資產或金融負債攤銷成本及於有關期間內攤分利息收入及利息開支的方法。實際利率是按金融資產或金融負債預計年期或(如適用)較短期間將估計未來現金收入及付款(包括所支付或收取構成實際利率組成部分的所有費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的比率。

##### 金融資產

##### 金融資產分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式下持有的金融資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還的本金利息。

符合下列條件的金融資產其後按公平值計入其他全面收益計量：

- 以收取合約現金流量及出售達致目標的業務模式下持有的金融資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還的本金利息。

所有其他金融資產其後按公平值計入損益，但在初步應用國際財務報告準則第9號／初步確認金融資產日期，倘股本投資並非持作買賣，亦非由於收購方在國際財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列該股本投資的其後公平值變動。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payment (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### Financial assets

##### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of IFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 “Business Combinations” applies.



### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

倘出現下列情況，金融資產被歸類為持作買賣：

- 購入金融資產主要為於短期內出售；或
- 於初步確認時，其構成本集團合併管理的已識別金融工具組合的一部分及具有最近實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具的衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平值計入其他全面收入的金融資產以按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

#### 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入使用實際利息法予以確認。就購買或發起的信貸減值金融資產以外的金融工具而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

#### Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 攤銷成本及利息收入(續)

指定為按公平值計入其他全面收入的股本工具

按公平值計入其他全面收入的股本工具的投資初步按公平值加交易成本計量。其後按公平值計量，其於公平值變動所產生的收益及虧損於其他全面收入確認並累計於按公平值計入其他全面收入儲備；毋須進行減值評估。累計收益或虧損不會重新分類至出售股本投資的損益，並將繼續歸類為按公平值計入其他全面收入儲備。

於根據國際財務報告準則第9號確認本集團有權收取股息時，該等股本工具投資的股息於損益中確認，除非該股息明確代表收回部分投資成本。股息計入「其他收入、收益及虧損」的項目中。

##### 按公平值計入損益的金融資產

不符合按攤銷成本計量或按公平值計入其他全面收入或指定為按公平值計入其他全面收入的金融資產按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產(包括物業項目投資)按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息，並計入「其他收入、收益及虧損」項目內。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Classification and subsequent measurement of financial assets (Continued)

##### Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividend are included in the "other income, gains and losses" line item in profit or loss.

##### Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL including investments in property projects are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income, gains and losses" line item in profit or loss.



### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

#### 金融資產減值及財務保證合約

本集團根據預期信貸虧損(「預期信貸虧損」)模式就根據國際財務報告準則第9號面臨減值的金融資產(包括應收賬款及其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘及受限制銀行存款及財務保證合約)進行減值評估。預期信貸虧損金額於各報告日期更新,以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指相關工具預期年內發生所有可能的違約事件而導致的預期信貸虧損。相反,12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估,並就債務人特定因素、整體經濟狀況以及對於報告日期當前狀況及未來狀況預測的評估而作出調整。

本集團通常就應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損將使用具有適宜組別的撥備矩陣進行集體評估。

於所有其他工具方面,本集團計量與12個月預期信貸虧損等額的虧損撥備,除非信貸風險自初始確認以來有大幅增加,於該情況下,本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損,乃基於自初始確認起出現違約的可能性或風險大幅增加進行評估。

#### (i) 信貸風險的大幅增加

於評估信貸風險是否自初始確認以來已大幅增加時,本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時,本集團考慮合理且可靠的定量及定性資料,包括過往經驗及毋須付出過多成本或努力即可得的前瞻性資料。

具體而言,評估信貸風險是否有大幅增加時會考慮以下資料:

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

#### Impairment of financial assets and financial guarantee contracts

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including accounts and other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances and restricted bank deposits) and financial guarantee contracts which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

#### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值及財務保證合約(續)

(i) 信貸風險的大幅增加(續)

- 金融工具外部(如有)或內部信貸評級實際或預期重大惡化；
- 信貸風險的外部市場指標重大惡化，例如信貸息差大幅增加、債務人的信貸違約置換價格顯著上升；
- 商業、金融或經濟情況目前或預測將有不利變動，預計將導致債務人履行其債務責任的能力大幅下降；
- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變動。

不論上述評估結果，本集團假設合約付款逾期超過30日，則金融資產的信貸風險自初步確認以來有大幅提升，除非本集團有證明信貸風險並無大幅提升的合理可靠資料，則另作別論。

儘管如上文所述，本集團假設倘債務工具於報告日期被釐定為信貸風險較低，則債務工具的信貸風險自初步確認以來並無大幅提升。倘i)債務工具的違約風險低，ii)借款人有強大能力於近期內履行其合約現金流量責任及iii)經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力，則債務工具被釐定為信貸風險較低。倘按國際通用定義債務工具的內部或外部信用評級為「投資級別」，本集團認為其信貸風險為低。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and financial guarantee contracts (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of the reporting period. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' in accordance with globally understood definitions.

### 3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及財務保證合約 (續)

#### (i) 信貸風險的大幅增加 (續)

就財務擔保合約而言，本集團成為不可撤回承擔的訂約方當日被視為就評估減值進行初步確認日期。於評估信貸風險在初步確認財務擔保合約後有否大幅增加時，本集團認為，風險變動乃特定債務人將違反合約。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

#### (ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上述，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團有合理可靠的資料證明較寬鬆的違約標準更為適用，則另當別論。

#### (iii) 信貸減值金融資產

當一項或多項對金融資產預計未來現金流量造成負面影響的事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 發行方或借款人遇到嚴重財政困難；
- (b) 違反合約，如拖欠或逾期的情況；
- (c) 借款人的貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財政困難而消失。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and financial guarantee contracts (Continued)

#### (i) Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitments is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值及財務保證合約(續)

##### (iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序)，本集團會撇銷金融資產。經計及在適當情況下的法律意見後，已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後所收回的任何款項於損益內確認。

##### (v) 計量及確認預期信貸虧損

計量預期信貸虧損乃違約概率、違約損失率(即倘發生違約的虧損程度)及違約風險的函數。違約概率及違約損失率的評估根據經前瞻性資料調整的過往數據作出。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損估計為根據合約應付本集團所有合約現金流量與本集團預期將收取的所有現金流量間的差額，並按初步確認時釐定的實際利率貼現。

就財務擔保合約而言，本集團僅須在債務人發生違約事件時，根據獲擔保的工具條款付款。因此，預期虧損相當於預期支付予合約持有人作為發生信貸虧損的補償減去任何本集團預期從合約持有人、債務人或任何其他方所收取的金額的現值。

就融資擔保合約的預期信貸虧損而言，倘實際利率無法釐定時，本集團將採用可反映當前市場對金錢時間值的評估及現金流特定風險的貼現率，惟僅倘，及僅限於調整貼現率時方考慮該等風險，而非調整貼現的現金差額。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets and financial guarantee contracts (Continued)

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

##### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder of a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

#### 金融資產減值及財務保證合約(續)

倘預期信貸虧損按集體基準計量，或為應對有證據顯示可能未能獲取個別工具層面的預期信貸虧損的情況下，則金融工具按以下基準分類：

- 金融工具的性質；
- 債務人信貸記錄；
- 債務人的性質及財務狀況；及
- 外部信貸評級(如有)。

管理層會定期審閱該分類，以確保各組別的組成部分繼續分擔相似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，除非該金融資產屬於信貸減值，於此狀況下，利息收入按金融資產的攤銷成本計算。

對於財務擔保合約，虧損撥備按照國際財務報告準則第9號確定的虧損撥備金額及初步確認的金額減去(如適用)在擔保期內確認的累計收入金額的較高者確認。

本集團通過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟透過虧損撥備賬目確認相應調整的應收賬款則除外。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

#### Impairment of financial assets and financial guarantee contracts (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Credit history with the debtors;
- Nature and financial status of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by the management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with IFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of accounts receivables, where the corresponding adjustment is recognised through a loss allowance account.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

##### 終止確認金融資產

本集團僅於從金融資產收取現金流量的合約權利屆滿時，或向另一實體轉讓該資產及該資產所有權的絕大部分風險及回報時，終止確認金融資產。倘本集團既無轉移亦無保留所有權的絕大部分風險及回報，並繼續控制轉讓資產，則本集團確認其於資產的保留權益及與其可能須支付款項相關的負債。倘本集團保留轉讓金融資產所有權的絕大部分風險及回報，則本集團將繼續確認金融資產，並為已收到的所得款項確認抵押借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益中確認。

於終止確認本集團已選擇於初步確認時按公平值計入其他全面收入計量的股本工具中的投資時，先前投資重估儲備中積累的累計收益或虧損不再重新分類至損益中，惟轉撥至保留利潤。

##### 金融負債及股本工具

##### 分類為債務或權益

債務及股本工具根據合約安排的內容及金融負債與股本工具的定義，分類為金融負債或權益。

##### 股本工具

股本工具指證明本集團資產經扣除所有負債後的剩餘權益的任何合約。集團實體發行的股本工具按已收所得款項扣除直接發行成本入賬。

並無訂約責任償還其本金或支付任何分派的永久資本工具被分類為權益的一部分。

本公司購回本身股本工具於權益中直接確認及扣除。概不會於損益中確認購買、出售、發行或註銷本公司本身股本工具的收益或虧損。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in an equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

##### Financial liabilities and equity instruments

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Perpetual capital instruments with no contracted obligation to repay its principal or to pay any distribution are classified as part of equity.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.



### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融負債及股本工具(續)

##### 金融負債

所有金融負債其後均採用實際利率法按攤銷成本計量。

##### 按攤銷成本計量的金融負債

本集團的金融負債(包括應付賬款及其他應付款項、應付非控股權益、合營企業及聯營公司的款項、銀行及其他借款、優先票據、公司債券及可換股債券的債務部分)其後使用實際利息法按攤銷成本計量。

##### 財務擔保合約

財務擔保合約為發行人因指定債務人未能按債務工具條款如期付款而須向持有人支付指定款項以補償其所遭受虧損的合約。

財務擔保合約負債初步按其公平值計量，其後按以下兩者中的較高者計量：

- (i) 根據國際財務報告準則第9號釐定的虧損撥備金額；及
- (ii) 初步確認的金額減(如適用)於擔保期間確認的累計攤銷。

##### 包含債務及衍生工具部分的可換股債券

將透過以定額現金或另一項金融資產交換定額的本集團本身股本工具以外的方式結算的轉換權為轉換權衍生工具。

於發行日期，債務部分及衍生工具部分均按公平值確認。於往後期間，可換股債券的債務部分會使用實際利息法按攤銷成本列賬。衍生工具部分按公平值計量，而公平值變動則於損益確認。

與發行可換股債券有關的交易成本會按相關公平值的比例分配至債務及衍生工具部分。與衍生工具有關的交易成本即時計入損益。與債務部分的有關交易成本計入負債部分的賬面值，並於可換股債券期間使用實際利息法攤銷。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### Financial liabilities at amortised cost

Financial liabilities of the Group (including accounts and other payables, amounts due to non-controlling interests, joint ventures and associates, bank and other borrowings, senior notes, corporate bonds and debt component of convertible bonds) are subsequently measured at amortised cost using the effective interest method.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- (i) the amount of the loss allowance determined in accordance with IFRS 9; and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

##### Convertible bonds contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融負債及股本工具(續)

##### 衍生金融工具

衍生工具初步按訂立衍生工具合約日期的公平值確認，其後則以報告期末的公平值重新計量。所產生的收益或虧損即時於損益確認，除非衍生工具被指定且有效作為對沖工具，於此情況下，在損益確認的時間則視乎對沖關係的性質而定。

##### 優先票據及公司債券

本公司發行負債、提早贖回選擇權及認沽權(與主合約並無密切關係)的優先票據及公司債券在初步確認時獨立分類為相關項目。於發行日，負債、提早贖回選擇權及認沽權部分均按公平值確認。

於其後期間，優先票據及公司債券的負債部分使用實際利息法按攤銷成本列賬。提早贖回選擇權及認沽權按公平值計量，而公平值變動則在損益中確認。

與發行優先票據及公司債券有關的交易成本按有關公平值比例分配予負債、提早贖回選擇權及認沽權部分。與提早贖回選擇權及認沽權有關的交易成本即時於損益中扣除。與負債部分有關的交易成本計入負債部分的賬面值，並使用實際利息法在優先票據及公司債券期間內攤銷。

##### 終止確認金融負債

於及僅於本集團的責任已獲履行、註銷或屆滿時，本集團方會終止確認金融負債。已終止確認的金融負債的賬面值與已付及應付代價之間的差額，會在損益中確認。

本集團與借貸方交換條款有重大差異的金融負債將入賬列作取消原金融負債及確認新金融負債。對現有金融負債或其部分條款的重大修訂(無論是否歸因於本集團的財政困難)均入賬列作取消原金融負債及確認新金融負債。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### Senior notes and corporate bonds

Senior notes and corporate bonds issued by the Company that both liability, early redemption option and put option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability, early redemption option and put option components are recognised at fair value.

In subsequent periods, the liability component of the senior notes and corporate bonds is carried at amortised cost using the effective interest method. The early redemption option and put option is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the senior notes and corporate bonds are allocated to the liability, early redemption option and put option components in proportion to their relative fair values. Transaction costs relating to the early redemption option and put option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the senior notes and corporate bonds using the effective interest method.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

### 3. 重大會計政策(續)

金融工具(續)

金融負債及股本工具(續)

終止確認金融負債(續)

本集團認為，倘根據新條款的現金流量經貼現現值(包括任何已付費用減任何已收並使用原實際利率貼現的任何費用)與原金融負債剩餘現金流量經貼現現值的差額為至少10%，則有關條款存在重大差異。因此，債務工具的有關交換或條款修訂均入賬列作取消，由此產生的任何成本或費用於取消時確認為收益或虧損的一部分。倘有關差額少於10%，則交換或修訂被視為非重大修訂。

#### 金融負債的非重大修改

就不會導致終止確認的金融負債的非重大修改而言，相關金融負債的賬面值將按經修改合約現金流量的現值並以金融負債原實際利率貼現計量。所產生交易成本或費用調整至經修改金融負債的賬面值，並於餘下年期予以攤銷。任何對金融負債賬面值的調整均於修改日期在損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition of financial liabilities (Continued)

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

#### Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源

於應用附註3所述本集團的會計政策時，本公司董事須就無法透過其他來源確定的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及被視為相關的其他因素作出。實際結果可能與該等估計不盡相同。

估計及相關假設會持續獲審閱。對會計估計作出的修訂於該估計修訂的期間確認（倘該修訂僅影響該期間），或於修訂期間及未來期間確認（倘該修訂影響本期間及未來期間）。

##### 應用會計政策時的關鍵判斷

以下為本公司董事於應用本集團會計政策的過程中所作出並對於綜合財務報表所確認金額有最重大影響的關鍵判斷，惟不包括涉及估計的判斷（見下文）。

##### 投資物業的遞延稅項

遞延稅項負債約人民幣2,261,403,000元（二零一八年：人民幣2,146,346,000元），主要與附註39所載於二零一九年十二月三十一日確認的投資物業公平值變動有關。

就計量利用公平值模式計量的投資物業所產生遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團的投資物業組合併得出結論，認為本集團投資物業以旨在隨著時間推移而消耗該等投資物業包含的絕大部分經濟利益的商業模式持有。因此，在釐定本集團投資物業的遞延稅項時，董事認為，國際會計準則第12號「所得稅」所載的以公平值模式計量的投資物業可因出售而收回的假設並不成立。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

##### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

##### Deferred taxation on investment properties

Deferred taxation liabilities of approximately RMB2,261,403,000 (2018: RMB2,146,346,000), mainly in relation to fair value change of investment properties, have been recognised as at 31 December 2019 as set out in note 39.

For the purposes of measuring deferred taxation liabilities or deferred taxation assets arising from investment properties that are measured 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 are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption set out in IAS 12 "Income Taxes" that investment properties measured using the fair value model are recovered through sale is rebutted.

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 應用會計政策時的關鍵判斷(續)

##### 對若干附屬公司的控制權(續)

本集團僅持有若干附屬公司不足50%的股本權益。本集團透過與該等附屬公司其他股東訂立補充協議，從而能夠行使對該等附屬公司的控制權。

本公司董事根據本集團是否有實際能力單方面指示該等附屬公司的相關活動，評估本集團是否對該等附屬公司擁有控制權。於彼等作出判斷時，本公司董事考慮了本集團於該等附屬公司所持有的投票權、其董事會所控制的營運及財務活動以及該等附屬公司管理委員會的能力(如必要)。透過簽立上述補充協議，即使部分策略性財務及營運決策須獲附屬公司管理委員會批准(視情況而定)，惟所有策略性財務及營運決定必須由董事會(其中大多數董事均由本集團委任)簡單大多數批准。經評估後，董事得出結論，認為本集團就指示該等附屬公司的相關活動具有充足的主導投票權，因此，本集團對該等附屬公司擁有控制權。

##### 業務合併與資產收購

本集團於年內收購多間附屬公司。本公司董事評估該等收購事項是否構成國際財務報告準則第3號「業務合併」項下的收購。在彼等作出判斷時，董事已考慮該等附屬公司的物業項目的狀況，其對物業預售的階段和恰當的勞動力。經評估後，董事得出結論，認為年內所有附屬公司收購均被視作資產收購。

##### 估計不確定性的主要來源

以下為於報告期末有關未來的主要假設及估計不明朗因素的其他主要來源，有關假設及來源具有可能導致資產及負債的賬面值於下一財政年度內作出大幅調整的重大風險。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Critical judgements in applying accounting policies (Continued)

##### Control over certain subsidiaries (Continued)

The Group has only held not more than 50% equity interests in certain subsidiaries. By execution of the supplemental agreements entered into between the Group and the other shareholders of these subsidiaries, the Group is able to exercise control over them.

The directors of the Company assessed whether or not the Group has control over these subsidiaries based on whether the Group has the practical ability to direct the relevant activities of these subsidiaries unilaterally. In making their judgements, the directors of the Company considered the Group's voting power in these subsidiaries, the operational and financial activities controlled by their board of directors and the ability of the management committee of the subsidiaries whenever necessary in determining its power over the relevant activities of these subsidiaries. By execution of the aforesaid supplemental agreements, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which majority of the directors are appointed by the Group, despite that some strategic financial and operating decisions are required to be approved by the management committee of the subsidiaries as the case would be. After assessment, the directors concluded that the Group has sufficiently dominant voting power to direct the relevant activities of these subsidiaries and therefore the Group has control over these subsidiaries.

##### Business combinations versus acquisition of assets

The Group had acquired a number of subsidiaries during the year. The directors of the Company assessed whether or not these acquisitions constituted an acquisition of a business under IFRS 3 "Business Combinations". In making their judgements, the directors considered the status of the property projects of these subsidiaries, the stage of making pre-sale of properties and the extent of workforce in place. After assessment, the directors concluded that all acquisition of subsidiaries are considered as acquisition of assets during the year.

##### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 估計不確定性的主要來源(續)

##### 投資物業估值

人民幣17,635,222,000元(二零一八年: 16,147,400,000元)的投資物業根據獨立合資格專業估值師進行的估值按公平值列賬。釐定公平值時,估值師以涉及若干市況估計的估值法為基準計算。於依賴估值報告時,本公司董事已自行作出判斷,並信納估值所用假設能反映現時市況。該等假設的任何變動均會改變本集團投資物業的公平值,並須對綜合損益及其他全面收益表所報損益金額作出相應調整。

##### 擬作出售的開發中物業及持作出售物業(統稱「物業」)

如附註3所說明,本集團擬作出售的開發中物業及持作出售物業按成本與可變現淨值兩者中較低者列賬。於釐定該等物業的可變現淨值及該等物業竣工所需未來成本的估算時,本公司董事作出重大判斷。

根據本公司董事的經驗及目標物業性質,本公司董事參考物業的估計市價釐定該等物業的可變現淨值,當中計及多項因素,包括類似項目的類似物業種類或類似物業的近期價格,以及中國及香港房地產市場當前及預測市況。本公司董事參考本集團其他類似已竣工項目的實際開發成本估計物業竣工所需的未來成本,並按若干現時市場數據予以調整。

倘完工成本增加或銷售淨值減少,則可變現淨值將會減少,此可能導致持作出售物業價值撇減。有關撇減需要使用判斷及估計。倘預期與原來估計有別,則物業在有關估計改變期間的賬面值及撇減會作相應調整。

此外,由於物業市場波動及個別物業性質獨特,實際成本及收入結果可能高於或低於報告期末作出的估計。估計出現任何增幅或減幅將會影響未來年度的損益。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Key sources of estimation uncertainty (Continued)

##### Valuation of investment properties

Investment properties of RMB17,635,222,000 (2018: RMB16,147,400,000) are stated at fair value based on the valuations performed by independent qualified professional valuer. In determining the fair values, the valuer have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgements and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

##### Properties under development for sale and properties held for sale (collectively referred to as the "Properties")

As explained in note 3, the Group's properties under development for sale and properties held for sale are stated at the lower of cost and NRV. The directors of the Company make significant judgements in determining the NRV of these Properties and the estimation of future costs to completion of these Properties.

Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the NRV of these Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including the recent prices of similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC and Hong Kong. The directors of the Company estimate the future cost to completion of the Properties by reference to the actual development cost of other similar completed projects of the Group, adjusted by certain current market data.

If there is an increase in costs to completion or a decrease in net sales value, the NRV will decrease and this may result in write-down of value of the properties for sale. Such write-down requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and write-down for properties in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in the estimates would affect profit or loss in future years.



#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不確定性的主要來源(續)

擬作出售的開發中物業及持作出售物業(統稱「物業」)(續)

於二零一九年十二月三十一日，擬作出售的開發中物業及持作出售物業的賬面值分別為人民幣115,202,723,000元(二零一八年：人民幣84,137,912,000元)及人民幣15,552,823,000元(二零一八年：人民幣10,238,165,000元)。年內概無進行物業撤減(二零一八年：無)。

土地增值稅(「土地增值稅」)

本集團於中國發展作銷售的物業就土地增值按30%至60%不等的累進稅率徵收土地增值稅，即物業銷售所得款項減可扣稅支出(包括土地成本、銷售費用、借款成本及所有相關物業發展開支)。

本集團在中國須繳付土地增值稅，其與所使用比率的適當性高度相關。由於不確定物業銷售所得款項及可扣稅支出，本公司董事於估計土地增值金額時須作出重大判斷。

本集團向買方交付物業後於綜合損益及其他全面收益表確認土地增值稅。然而，整個物業項目完成實際增值前，將不會與中國地方稅務機關落實計算及支付年內土地增值稅。最後稅務結果可能有別於最初入賬金額，而該等差額將於本集團與地方稅務機關落實有關稅項期間對所得稅開支及相關所得稅撥備構成影響。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Properties under development for sale and properties held for sale (collectively referred to as the “Properties”) (Continued)

As at 31 December 2019, the carrying amounts of properties under development for sale and properties held for sale are RMB115,202,723,000 (2018: RMB84,137,912,000) and RMB15,552,823,000 (2018: RMB10,238,165,000) respectively. No write-downs of the properties were made during the year (2018: Nil).

Land appreciation tax (“LAT”)

LAT is levied on properties developed by the Group for sale in the PRC, 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 the cost of land, sales charges, borrowing costs and all relevant property development expenditures.

The Group is subject to LAT in the PRC which is highly dependent on the appropriateness of the rates used. Significant judgements are made by the directors of the Company in estimating the amounts of land appreciation due to the uncertainty of proceeds of sales of properties and deductible expenditures.

The Group recognises LAT in its consolidated statement of profit or loss and other comprehensive income when properties are delivered to the buyers. However, the LAT calculation and payments with local tax authorities in the PRC in the year will not be finalised until the actual appreciation value of the whole property project is completed. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 估計不確定性的主要來源(續)

##### 遞延稅項資產

如附註39所載，於二零一九年十二月三十一日已確認合共約人民幣1,786,615,000元(二零一八年：人民幣1,305,740,000元)的遞延稅項資產，主要有關稅項虧損及土地增值稅。遞延稅項資產是否可予變現主要視乎未來有否足夠可供動用的未來利潤或應課稅臨時差額。本公司董事根據已頒佈或實際已頒佈的稅率，以及本集團對預期動用稅項虧損或／及可扣減臨時差額的未來數年所作利潤預測的最佳資料釐定遞延稅項資產。本公司董事於報告期末前審閱假設及利潤預測。倘所產生的實際未來利潤低於所預期者，則可能須撥回遞延稅項資產，並於撥回期間在綜合損益及其他全面收益表內確認。

##### 估計建造成本作收入確認

本集團的若干項目根據開發及交付計劃分為若干階段。本集團於交付物業後確認銷售。銷售成本(包括各階段的建造成本及可分攤至各階段的共同成本)根據管理層對整個項目的總開發成本及物業交付時分攤至各階段的費用所作最佳估計而計算。

##### 公平值計量及估值流程

就財務呈報而言，本集團部分資產及負債按公平值計量。本公司董事負責就公平值計量釐定適當估值方法及輸入數據。

於估計資產或負債的公平值時，本集團使用可供參考的市場可觀察數據。倘並無第一級輸入數據，本集團委聘獨立合資格專業估值師進行估值。本公司董事與獨立合資格專業估值師緊密合作，為模式制定適當的估值方法及輸入數據。董事定期評估資產及負債公平值波動的影響及原因。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Key sources of estimation uncertainty (Continued)

##### Deferred taxation assets

Deferred taxation assets of approximately RMB1,786,615,000 (2018: RMB1,305,740,000) in aggregate mainly in relation to tax losses and LAT, have been recognised as at 31 December 2019 as set out in note 39. The realisability of the deferred taxation assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. The directors of the Company determine the deferred taxation assets based on the enacted or substantially enacted tax rates and the best knowledge of profit projections of the Group for coming years during which the tax losses or/and the deductible temporary differences are expected to be utilised. The directors of the Company review the assumptions and profit projections by the end of the reporting period. In cases where the actual future profits generated are less than expected, a reversal of deferred taxation assets may arise, which would be recognised in the consolidated statement of profit or loss and other comprehensive income for the period in which such a reversal takes place.

##### Construction costs estimation for revenue recognition

Certain projects of the Group are divided into several phases according to the development and delivery plans. The Group recognises sales upon delivery of properties. Cost of sales including construction costs specific to the phases and common costs allocable to the phases are calculated based on management's best estimation of the total development costs for the whole project and the allocation to each phase at the time when the properties are delivered.

##### Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The directors of the Company are responsible in determining the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified professional valuers to perform the valuation. The directors of the Company work closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model. The directors regularly assess the impact and the cause of fluctuations in the fair value of the assets and liabilities.

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不確定性的主要來源(續)

公平值計量及估值流程(續)

本集團使用包含並非基於市場可觀察數據的輸入數據的估值方法估計投資物業及若干類型金融工具的公平值。附註14及52載列於釐定不同資產及負債公平值時所使用的有關估值方法、輸入數據及主要假設的詳細資料。

#### 5. 收入

收入指於年內(扣除折扣後)銷售物業的收入、作為出租人的租金收入及提供項目管理以及其他物業相關服務所收取的收入，其分析如下：

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Fair value measurements and valuation processes (Continued)

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties and certain types of financial instruments. Notes 14 and 52 provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

#### 5. REVENUE

Revenue represents income from sales of properties, rental income as a lessor and income from provision of project management and other property related services earned during the year, net of discounts allowed, and is analysed as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
銷售物業	Sales of properties	50,644,448	39,014,007
租賃	Leases	533,187	236,978
項目管理及其他物業相關服務收入	Project management and other property related services income	3,588,541	3,116,662
		54,766,176	42,367,647

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 5. 收入 (續)

##### (i) 客戶合約收入分拆

#### 5. REVENUE (Continued)

##### (i) Disaggregation of revenue from contracts with customers

		截至二零一九年十二月三十一日止年度 For the year ended 31 December 2019		
		項目管理及 其他物業 相關服務 Project management and other property related services 物業銷售 Sales of properties 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000	
<b>貨品或服務類型</b>	<b>Types of goods or services</b>			
物業銷售	Sales of properties			
住宅	Residential	45,284,287	—	45,284,287
辦公樓及商業	Office & Commercial	3,812,014	—	3,812,014
停車場及其他	Carpark and others	1,548,147	—	1,548,147
		50,644,448	—	50,644,448
項目管理及其他物業相關服務	Project management and other property related services	—	3,588,541	3,588,541
總計	Total	50,644,448	3,588,541	54,232,989
<b>確認收入的時間</b>	<b>Timing of revenue recognition</b>			
於某一時間點	A point in time	50,644,448	—	50,644,448
一段時間內	Over time	—	3,588,541	3,588,541
總計	Total	50,644,448	3,588,541	54,232,989

## 5. 收入 (續)

### (i) 客戶合約收入分拆 (續)

## 5. REVENUE (Continued)

### (i) Disaggregation of revenue from contracts with customers (Continued)

		截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018		
		物業銷售 Sales of properties 人民幣千元 RMB'000	項目管理及 其他物業 相關服務 Project management and other property related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>貨品或服務類型</b>	<b>Types of goods or services</b>			
物業銷售	Sales of properties			
住宅	Residential	31,809,887	—	31,809,887
辦公樓及商業	Office & Commercial	5,970,939	—	5,970,939
停車場及其他	Carpark and others	1,233,181	—	1,233,181
		39,014,007	—	39,014,007
項目管理及其他物業相關服務	Project management and other property related services	—	3,116,662	3,116,662
<b>總計</b>	<b>Total</b>	<b>39,014,007</b>	<b>3,116,662</b>	<b>42,130,669</b>
<b>確認收入的時間</b>	<b>Timing of revenue recognition</b>			
於某一時間點	A point in time	39,014,007	—	39,014,007
一段時間內	Over time	—	3,116,662	3,116,662
<b>總計</b>	<b>Total</b>	<b>39,014,007</b>	<b>3,116,662</b>	<b>42,130,669</b>

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 5. 收入 (續)

##### (ii) 客戶合約的履約責任

就與客戶訂立的銷售物業合約而言，於合約內指定的相關物業基於客戶的規格，且並無其他用途。考慮到相關合約的條款，管理層認為本集團在相關物業轉交至客戶前並無強制執行付款的權利。因此，銷售物業收入於已竣工物業轉交至客戶時（即於客戶取得已竣工物業的控制權及本集團對付款擁有現時權利，且很可能收取代價時）確認。

本集團於客戶簽署買賣合約（使用銀行提供的按揭貸款的客戶，只要其滿足銀行要求，合約總價值餘額將由銀行支付予本集團）時收取合約價值的30%至100%，期間物業的建設工程仍持續進行。該等預收客戶合約價值30%至100%的款項導致合約負債，該等合約負債於物業建造期間予以確認，直至物業銷售確認為止。

##### (iii) 租賃

所有租賃收入均來自經營租賃。本公司董事認為，計入經營租賃收入且並非取決於指數或利率的可變租賃款項對本集團而言並不重大，故有關財務資料不予披露。

#### 5. REVENUE (Continued)

##### (ii) Performance obligations for contracts with customers

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the management concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains control of the completed property and the Group has present right to payment and collection of the consideration is probable.

The Group receives 30%-100% of the contract value from customers when they sign the sale and purchase agreement (the customers who use mortgage loans provided by the banks and the remaining amount of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks) while construction work of properties is still ongoing. These advance payment of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of properties is recognised.

##### (iii) Leases

All the lease income are from operating leases. The directors of the Company consider that the variable lease payments that do not depend on an index or a rate included in the operating lease income was insignificant to the Group and thus the relevant financial information was not disclosed.



## 6. 分部資料

本集團根據主要經營決策者(即本公司執行董事)為按分部分配資源及評估其表現而定期審閱的有關本集團組成部分的內部報告,確定其經營分部。

向本集團主要經營決策者就分配資源及評估表現而報告的資料集中於以下三項主要業務:

- 物業銷售:此分部指開發及銷售辦公室及商業物業以及住宅物業。本集團此方面的業務絕大部分於中國及香港開展。
- 房地產投資:此分部指租賃本集團開發或購買的投資物業,以賺取租金收入並長期從物業升值中受益。本集團目前的投資物業組合全部位於中國。
- 項目管理及其他物業相關服務:此分部主要指項目管理所產生的收入。本集團在此方面的業務目前乃於中國開展。

主要經營決策者定期審閱物業銷售、物業投資、項目管理及其他物業相關服務的經營業績。由於房地產開發項目主要位於中國及香港,其收入主要來自物業銷售,且牽涉及承擔相同風險與回報。所有房地產開發項目已根據國際財務報告準則第8號「經營分部」合併為單一可呈報分部(物業銷售)。

## 6. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (being the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of performance is focused on three main operations:

- Sales of properties: this segment represents the development and sales of office and commercial premises and residential properties. Substantially most of the Group's activities in this regard are primarily carried out in the PRC and Hong Kong.
- Property investment: this segment represents the lease of investment properties, which are developed or purchased by the Group to generate rental income and to gain from the appreciation of the properties' values in the long term. Currently, the Group's investment property portfolio is located entirely in the PRC.
- Project management and other property related services: this segment mainly represents the income generated from project management. Currently, the Group's activities in this regard are carried out in the PRC.

The chief operating decision maker regularly reviews the operating results under sales of properties, property investment, project management and other property related services. As property development projects are primarily located in the PRC and Hong Kong, their revenue are primarily derived from the sales of properties, and is related and subject to common risk and returns. All property development projects are aggregated into a single reportable segment, sales of properties, in accordance with IFRS 8 "Operating Segments".

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 6. 分部資料 (續)

##### (a) 分部收入及利潤

年內，提供予本集團主要經營決策者以分配資源及評估分部表現的有關本集團可呈報分部的資料載列如下。

		物業銷售 Sales of properties 人民幣千元 RMB'000	房地產投資 Property investment 人民幣千元 RMB'000	項目管理及其他 物業相關服務 Project management and other property related services related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零一九年十二月三十一日 止年度	Year ended 31 December 2019				
來自外部客戶的可呈報分部 收入	Reportable segment revenue from external customers	50,644,448	533,187	3,588,541	54,766,176
可呈報分部利潤	Reportable segment profit	10,281,049	362,156	1,371,116	12,014,321

		物業銷售 Sales of properties 人民幣千元 RMB'000	房地產投資 Property investment 人民幣千元 RMB'000	項目管理及其他 物業相關服務 Project management and other property related services related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零一八年十二月三十一日 止年度	Year ended 31 December 2018				
來自外部客戶的可呈報分部 收入	Reportable segment revenue from external customers	39,014,007	236,978	3,116,662	42,367,647
可呈報分部利潤	Reportable segment profit	8,120,242	153,956	1,185,542	9,459,740

##### (b) 分部資產及負債

由於主要經營決策者於計算本集團分部呈報時並無計入資產及負債，因此並無呈列分部資產及負債。

#### 6. SEGMENT INFORMATION (Continued)

##### (a) Segment revenue and profit

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the year is set out below.

##### (b) Segment assets and liabilities

No assets and liabilities are included in the measures of the Group's segment reporting that are used by the chief operating decision maker. Accordingly, no segment assets and liabilities are presented.

## 6. 分部資料(續)

### (c) 可呈報分部收入及利潤的對賬

可呈報分部利潤指各分部業績，未計及本集團主要業務以外業務所賺取的其他收入、收益及虧損的分配、未分配總部及企業開支、物業、廠房及設備折舊、使用權資產折舊、撥回信貸虧損撥備、投資物業公平值變動、融資成本以及應佔合營企業及聯營公司業績的任何影響。此乃向主要經營決策者匯報以分配資源及評估表現的計量基礎。

## 6. SEGMENT INFORMATION (Continued)

### (c) Reconciliations of reportable segment revenue and profit

The reportable segment profit represents the results by each segment without including any effect of allocation of other income, gains and losses earned from operations other than the Group's main operations, unallocated head office and corporate expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, write-back of allowance for credit losses, change in fair value of investment properties, finance costs and share of results of joint ventures and associates. This is the measurement basis reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>收入</b>	<b>Revenue</b>		
可呈報分部及綜合收入	Reportable segment and consolidated revenue	54,766,176	42,367,647
<b>利潤</b>	<b>Profit</b>		
可呈報分部利潤	Reportable segment profit	12,014,321	9,459,740
其他收入、收益及虧損	Other income, gains and losses	1,424,228	2,065,884
投資物業公平值變動	Change in fair value of investment properties	198,043	106,385
融資成本	Finance costs	(727,824)	(368,741)
應佔合營企業業績	Share of results of joint ventures	1,984,805	725,068
應佔聯營公司業績	Share of results of associates	1,571,367	1,450,388
物業、廠房及設備折舊	Depreciation of property, plant and equipment	(36,414)	(30,700)
使用權資產折舊	Depreciation of right-of-use assets	(42,524)	—
未分配總部及企業開支	Unallocated head office and corporate expenses	(2,831,543)	(2,091,149)
撥回信貸虧損撥備	Write-back of allowance for credit losses	1,834	118
除稅前綜合利潤	Consolidated profit before taxation	13,556,293	11,316,993

### (d) 地區資料

由於本集團的經營活動主要於中國大陸及中國香港展開，故並無呈列地區資料。本集團所有來自流動及非流動資產的收入位於中國。

### (d) Geographic information

No geographic information has been presented as the Group's operating activities are primarily carried out in the PRC and Hong Kong. All of the Group's revenue from current and non-current assets are located in the PRC.

### (e) 主要客戶

並無與單一外部客戶進行的交易所得收入佔本集團收入10%或以上。

### (e) Major customers

No revenue from transactions with a single external customer amounted to 10% or more of the Group's revenue.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 7. 其他收入、收益及虧損

### 7. OTHER INCOME, GAINS AND LOSSES

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
利息收入	Interest income	517,055	493,498
收購附屬公司後重新計量的收益 (附註40)	Gain on remeasurement from acquisition of subsidiaries (note 40)	—	903,376
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	1,710	607
出售附屬公司的收益淨額(附註41)	Gain on disposal of subsidiaries, net (note 41)	974,734	434,924
出售一間聯營公司的收益	Gain on disposal of an associate	—	25,671
政府補貼	Government grants	61,402	20,949
沒收買家支付的按金	Forfeited deposits paid by purchasers	34,455	34,956
提早贖回優先票據虧損(附註34)	Loss on early redemption of senior notes (note 34)	(44,043)	—
按公平值計入損益的金融資產的 公平值變動	Change in fair value of financial assets at FVTPL	(133,432)	72,196
按公平值計入損益的金融資產的 股息收入	Dividend income from financial assets at FVTPL	32,688	15,780
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	23,462	14,948
房地產項目投資公平值變動	Change in fair value of investments in property projects	(185,699)	247,618
房地產項目投資的股息收入	Dividend income from investments in property projects	317,624	215,365
可換股債券衍生部分公平值 變動(附註36)	Change in fair value of derivative component of convertible bonds (note 36)	—	99,182
匯兌虧損淨額	Net exchange loss	(274,359)	(575,387)
雜項收入	Sundry income	98,631	62,201
		1,424,228	2,065,884

## 8. 融資成本

## 8. FINANCE COSTS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
銀行及其他借款的利息	Interest expense on bank and other borrowings	(3,433,479)	(2,809,857)
租賃負債的利息	Interest expense on lease liabilities	(7,179)	—
優先票據的利息開支	Interest expense on senior notes	(1,673,031)	(853,797)
公司債券的利息開支	Interest expense on corporate bonds	(653,938)	(614,757)
可換股債券的利息開支	Interest expense on convertible bonds	(8,221)	(110,152)
		(5,775,848)	(4,388,563)
減：擬作出售的開發中物業及 在建投資物業的資本化 金額	Less: Amount capitalised to properties under development for sale and investment properties under construction	5,048,024	4,019,822
		(727,824)	(368,741)

擬作出售的開發中物業及在建投資物業的資本化融資成本根據分別披露於附註33、34、35及36的銀行及其他借款、優先票據、公司債券及可換股債券的合約利率而釐定。

Finance costs capitalised to properties under development for sale and investment properties under construction were determined by the contracted interest rates of respective bank and other borrowings, senior notes, corporate bonds and convertible bonds as disclosed in notes 33, 34, 35 and 36 respectively.

## 9. 所得稅開支

## 9. INCOME TAX EXPENSE

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
中國企業所得稅	PRC Enterprise Income Tax		
本年度	Current year	(3,359,531)	(3,436,417)
過往年度超額撥備	Over provision in respect of prior years	66,321	52,872
土地增值稅	LAT	(2,631,589)	(3,676,467)
		(5,924,799)	(7,060,012)
遞延稅項(附註39)	Deferred taxation (note 39)		
企業所得稅	Enterprise Income Tax	894,632	1,784,805
土地增值稅	LAT	514,846	1,076,539
		(4,515,321)	(4,198,668)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 9. 所得稅開支(續)

根據中國企業所得稅法及企業所得稅法實施條例，兩個年度的中國附屬公司的稅率均為25%。

土地增值稅撥備根據相關中國稅務法律及法規所載規定估計。土地增值稅已按增值價值的累進稅率範圍作出撥備，但允許有若干豁免及減免。

根據英屬處女群島(「英屬處女群島」)及開曼群島的規則及法規，本集團毋須在英屬處女群島及開曼群島繳納任何所得稅。

由於本集團的收入既不產自亦非來自香港，故並無就香港利得稅作出撥備。

遞延稅項的詳情載於附註39。

年內所得稅開支與綜合損益及其他全面收益表內除稅前利潤的對賬如下：

#### 9. INCOME TAX EXPENSE (Continued)

Under the Law of the PRC on Enterprise Income Tax and Implementation Regulation of the Enterprise Income Tax Law, the tax rate of the PRC subsidiaries is 25% for both years.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

Pursuant to the rules and regulations of the British Virgin Islands ("BVI") and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands.

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

Details of the deferred taxation are set out in note 39.

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
除稅前利潤	Profit before taxation	13,556,293	11,316,993
按25%繳納的中國企業所得稅	PRC Enterprise Income Tax at 25%	(3,389,073)	(2,829,248)
不可扣稅開支的稅務影響	Tax effect of expenses not deductible for tax purposes	(572,186)	(464,018)
毋須課稅收入的稅務影響	Tax effect of income not taxable for tax purposes	75,056	425,573
土地增值稅	LAT	(2,116,743)	(2,599,928)
土地增值稅的稅務影響	Tax effect of LAT	529,186	649,982
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	(138,252)	(110,933)
動用先前未確認的稅項虧損	Utilisation of tax losses previously not recognised	175,223	127,555
未確認可扣減臨時差額的稅務影響 (附註)	Tax effect of deductible temporary differences not recognised (note)	(46,494)	(12,044)
動用先前未確認的可扣減臨時差額	Utilisation of deductible temporary differences previously not recognised	12,598	17,657
應佔合營企業業績的稅務影響	Tax effect of share of results of joint ventures	496,201	181,267
應佔聯營公司業績的稅務影響	Tax effect of share of results of associates	392,842	362,597
過往年度超額撥備	Over provision in respect of prior years	66,321	52,872
年內所得稅開支	Income tax expense for the year	(4,515,321)	(4,198,668)

附註：兩個年度的未確認可扣減臨時差額的稅務影響指調整有關建造物業的公司間交易及公司間轉讓已竣工停車場所產生的可扣減臨時差額。

Note: Tax effect of deductible temporary differences not recognised for both years represent the adjustments of deductible temporary differences arising from inter-company transactions in relation to construction of properties and inter-company transfer of the completed carparks.



## 10. 年內利潤

## 10. PROFIT FOR THE YEAR

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
年內利潤經扣除(計入)下列各項後得出：	Profit for the year has been arrived at after charging (crediting):		
核數師酬金	Auditors' remuneration	12,400	10,900
計入銷售及服務成本的已售物業成本	Cost of properties sold included in cost of sales and services	39,437,707	29,632,352
物業、廠房及設備折舊	Depreciation of property, plant and equipment	36,414	30,700
使用權資產折舊	Depreciation of right-of-use assets	42,524	—
信貸虧損撥備撥回	Write-back of allowance for credit losses	(1,834)	(118)
有關土地及樓宇的經營租賃租金	Operating lease rentals in respect of land and buildings	—	81,089
董事薪酬(附註11)	Directors' emoluments (note 11)	33,578	41,579
其他員工成本	Other staff costs		
員工成本(不包括退休福利成本)	Staff costs excluding retirement benefit costs	2,572,137	2,070,899
退休福利供款	Retirement benefit contributions	131,152	98,002
以股本權益結算並以股份付款	Equity-settled share-based payments	52,993	67,524
其他員工成本總額	Total other staff costs	2,756,282	2,236,425
減：擬作出售的開發中物業的資本化金額	Less: Amount capitalised to properties under development for sale	(977,423)	(439,472)
		1,778,859	1,796,953
投資物業租金收入	Rental income from investment properties	(533,187)	(236,978)
減：相關開支	Less: Related outgoings	171,031	83,022
		(362,156)	(153,956)

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Notes to the Consolidated Financial Statements

11. 董事及僱員薪酬

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>董事薪酬</b>	<b>Directors' emoluments</b>		
董事袍金	Directors' fees	910	776
獨立非執行董事的以股本權益結算並 以股份付款	Equity-settled share-based payments for independent non-executive directors	246	306
執行董事的其他薪酬	Other emoluments for executive directors		
– 基本薪金及津貼	– basic salaries and allowances	20,248	19,551
– 以股本權益結算並以股份付款	– equity-settled share-based payments	434	11,099
– 酌情花紅	– discretionary bonus	11,190	9,348
– 退休福利供款	– retirement benefit contributions	550	499
		33,578	41,579

		董事袍金 Directors' fees 人民幣千元 RMB'000	基本薪金 及津貼 Basic salaries and allowances 人民幣千元 RMB'000	以股本權益 結算並 股份付款 Equity-settled share-based payments 人民幣千元 RMB'000	酌情花紅 Discretionary bonus 人民幣千元 RMB'000	退休福利 供款 Retirement benefit contributions 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零一九年 十二月三十一日止年度	Year ended 31 December 2019						
<b>執行董事姓名</b>	<b>Name of executive director</b>						
林中先生	Mr. Lin Zhong	–	3,848	–	–	83	3,931
林偉先生	Mr. Lin Wei	–	3,245	–	–	140	3,385
林峰先生	Mr. Lin Feng	–	6,257	269	5,523	117	12,166
陳東彪先生	Mr. Chen Dongbiao	–	3,904	92	2,982	101	7,079
楊欣先生	Mr. Yang Xin	–	2,994	73	2,685	109	5,861
<b>獨立非執行董事姓名</b>	<b>Name of independent non-executive director</b>						
顧雲昌先生	Mr. Gu Yunchang	271	–	74	–	–	345
張永岳先生	Mr. Zhang Yongyue	271	–	74	–	–	345
陳偉成先生	Mr. Tan Wee Seng	368	–	98	–	–	466
<b>非執行董事姓名</b>	<b>Name of non-executive director</b>						
王威先生	Mr. Wang Wei	–	–	–	–	–	–
		910	20,248	680	11,190	550	33,578

11. 董事及僱員薪酬(續)

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

		董事袍金	基本薪金 及津貼	以股本權益 結算並以 股份付款	酌情花紅	退休福利 供款	總計
		Directors' fees	Basic salaries and allowances	Equity-settled share-based payments	Discretionary bonus	Retirement benefit contributions	Total
		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
截至二零一八年 十二月三十一日止年度		Year ended 31 December 2018					
<b>執行董事姓名</b>		<b>Name of executive director</b>					
林中先生	Mr. Lin Zhong	—	3,730	—	—	96	3,826
林偉先生	Mr. Lin Wei	—	3,130	—	—	147	3,277
林峰先生	Mr. Lin Feng	—	6,187	11,073	4,466	96	21,822
陳東彪先生	Mr. Chen Dongbiao	—	3,902	26	2,737	80	6,745
楊欣先生	Mr. Yang Xin	—	2,602	—	2,145	80	4,827
<b>獨立非執行董事姓名</b>		<b>Name of independent non-executive director</b>					
顧雲昌先生	Mr. Gu Yunchang	228	—	93	—	—	321
張永岳先生	Mr. Zhang Yongyue	228	—	93	—	—	321
陳偉成先生	Mr. Tan Wee Seng	320	—	120	—	—	440
<b>非執行董事姓名</b>		<b>Name of non-executive director</b>					
王威先生(於二零一八年 十一月二十五日獲委任)	Mr. Wang Wei (appointed on 25 November 2018)	—	—	—	—	—	—
鄒益民先生(於二零一八年 十一月二十五日辭任)	Mr. Zhou Yimin (resigned on 25 November 2018)	—	—	—	—	—	—
		776	19,551	11,405	9,348	499	41,579

以上所示執行董事薪酬乃就彼等有關管理本公司及本集團事務所提供的服務而支付。

The executive directors' emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

以上所示獨立非執行董事及非執行董事薪酬乃就彼等出任本公司董事所提供的服務而支付。

The independent non-executive directors' and non-executive directors' emoluments shown above were paid for their services as directors of the Company.

林峰先生為本公司行政總裁，而上文所披露其薪酬包括就其擔任行政總裁所提供服務的薪酬。

Mr. Lin Feng is the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer.

年內，概無有關董事或行政總裁放棄或同意放棄任何薪酬的安排。

There was no arrangement under which a director or the Chief Executive Officer waived or agreed to waive any remuneration during the year.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 11. 董事及僱員薪酬(續)

##### 五名最高薪酬人士

截至二零一九年十二月三十一日止年度，五名最高薪酬人士包括三名董事(二零一八年：兩名董事)。截至二零一九年十二月三十一日止年度，其餘兩名(二零一八年：三名)最高薪酬人士的薪酬如下：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
僱員	Employees		
— 基本薪金及津貼	— basic salaries and allowances	5,970	10,054
— 酌情花紅	— discretionary bonus	9,613	12,648
— 以股本權益結算並以股份付款	— equity-settled share-based payments	233	176
— 退休福利供款	— retirement benefit contributions	202	65
		16,018	22,943

彼等的薪酬屬以下範圍：  
(以港元(「港元」)呈列)

Their emoluments were within the following bands:  
(presented in Hong Kong dollars ("HK\$"))

		人數 Number of individuals 2019	人數 Number of individuals 2018
7,500,001港元至8,000,000港元	HK\$7,500,001 to HK\$8,000,000	—	1
8,000,001港元至9,000,000港元	HK\$8,000,001 to HK\$9,000,000	1	—
9,000,001港元至9,500,000港元	HK\$9,000,001 to HK\$9,500,000	1	—
9,500,001港元至10,000,000港元	HK\$9,500,001 to HK\$10,000,000	—	2

本集團並無向本公司董事或五名最高薪酬人士支付任何薪酬作為加盟本集團或加盟本集團時的獎勵或離職補償。

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. 股息

## 12. DIVIDEND

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
建議末期股息－每股普通股人民幣21.93分 (二零一八年：人民幣19.68分)	Proposed final dividend – RMB21.93 cents (2018: RMB19.68 cents) per ordinary share	1,731,850	1,524,157
建議特別股息－每股普通股人民幣3.66分 (二零一八年：零)	Proposed special dividend – RMB3.66 cents (2018: Nil) per ordinary share	289,037	–
		2,020,887	1,524,157

董事會建議派付二零一九年末期股息為每股人民幣21.93分(相當於24港分)(二零一八年：人民幣19.68分(相當於23港分)) (「建議末期股息」)及二零一九年特別股息每股人民幣3.66分(相當於4港分)(「建議特別股息」)。

The Board recommends the payment of a final dividend for 2019 of RMB21.93 cents (equivalent to HK24 cents) (2018: RMB19.68 cents (equivalent to HK23 cents)) per share (the “Proposed Final Dividend”) and a special dividend for 2019 of RMB3.66 cents (equivalent to HK4 cents) per share (the “Proposed Special Dividend”).

連同就本年度首六個月已付中期股息人民幣8.93分(相當於10港分)，本年度建議末期股息及建議特別股息總額為每股人民幣34.52分(相當於38港分)。建議末期股息及建議特別股息可由股東就全部或部分有關股息選擇以現金支付或以本公司新繳足代息股份的方式支付。

The Proposed Final Dividend and the Proposed Special Dividend for the year in aggregate with the interim dividend of RMB8.93 cents (equivalent to HK10 cents) per share paid in respect of the first six months of the year amounted to total dividends of RMB34.52 cents (equivalent to HK38 cents) per share. The Proposed Final Dividend and the Proposed Special Dividend will be payable in cash or in form of new fully paid shares of the Company in respect of part or all of such dividends at shareholders’ option.

截至二零一九年十二月三十一日止年度，建議末期股息及建議特別股息須獲本公司股東於應屆股東週年大會上批准，方可作實。

The Proposed Final Dividend and the Proposed Special Dividend for the year ended 31 December 2019 are subject to the approval of the Company’s shareholders at the forthcoming annual general meeting.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 12. 股息 (續)

截至二零一九年十二月三十一日止年度，股東獲派發截至二零一八年十二月三十一日止財政年度的末期股息每股人民幣19.68分（相等於23港分）（二零一八年：截至二零一七年十二月三十一日止財政年度為每股人民幣14.54分（相等於18港分））（包括供股東選擇以獲配發新股份代替現金的形式收取末期股息的以股代息選擇）及截至二零一九年六月三十日止六個月的中期股息每股人民幣8.93分（相等於10港分）（二零一八年：截至二零一九年六月三十日止六個月的中期股息每股人民幣6.09分（相等於7港分）），有關詳情如下：

#### 12. DIVIDEND (Continued)

During the year ended 31 December 2019, a final dividend of RMB19.68 cents (equivalent to HK23 cents) per share in respect of the financial year ended 31 December 2018 (2018: RMB14.54 cents (equivalent to HK18 cents) per share in respect of the financial year ended 31 December 2017), which included scrip dividend alternative offered to shareholders to elect receiving the final dividend by allotment of new shares in lieu of cash, and an interim dividend of RMB8.93 cents (equivalent to HK10 cents) per share in respect of the six months ended 30 June 2019 (2018: RMB6.09 cents (equivalent to HK7 cents) per share in respect of the six months ended 30 June 2018), were paid to shareholders, details as follow:

		二零一九年 2019		二零一八年 2018	
		千港元 HK\$'000	人民幣千元 RMB'000	千港元 HK\$'000	人民幣千元 RMB'000
股息	Dividends				
現金	Cash	2,204,395	1,934,018	1,829,116	1,601,575
以股代息選擇 (附註38)	Scrip dividend alternative (note 38)	376,914	332,363	101,789	89,126
		2,581,309	2,266,381	1,930,905	1,690,701



### 13. 每股盈利

本公司股東應佔每股基本及攤薄盈利乃根據下列數據計算：

### 13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the equity owners of the Company is based on the following data:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>盈利</b>	<b>Earnings</b>		
計算每股基本盈利的盈利 (本公司股東權益應佔年內利潤)	Earnings for the purpose of basic earnings per share (profit for the year attributable to equity owners of the Company)	6,436,881	5,408,991
對可換股債券潛在普通股攤薄效應	Effect of dilutive potential ordinary shares on convertible bonds	(18,468)	84,120
計算每股攤薄盈利的盈利	Earnings for the purpose of diluted earnings per share	6,418,413	5,493,111

		二零一九年 2019	二零一八年 2018
<b>股份數目</b>	<b>Number of shares</b>		
就計算每股基本盈利的普通股 加權平均數	Weighted average number of ordinary shares for the purpose of basic earnings per share	7,803,996,339	7,699,329,708
潛在普通股攤薄效應：	Effect of dilutive potential ordinary shares on:		
－購股權	－ share options	69,065,695	132,516,045
－可換股債券	－ convertible bonds	13,277,513	252,741,830
就計算每股攤薄盈利的普通股 加權平均數	Weighted average number of ordinary shares for the purpose of diluted earnings per share	7,886,339,547	8,084,587,583

上文所示的普通股加權平均數乃經扣除附註47所載的股份獎勵計劃受託人所持有的股份後得出。

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held by the trustee of the share award scheme as set out in note 47.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 14. 投資物業

本集團根據經營租賃出租各類須按月支付租金的辦公室及零售店。租賃的初始期限通常介乎一至二十年。

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團並無因該等租賃安排面臨外幣風險。租賃合約並無包含剩餘價值擔保及／或承租人於租期結束時購買物業的選擇權。

#### 14. INVESTMENT PROPERTIES

The Group leases out various offices and retail stores under operating leases with rentals payable monthly. The leases typically run for an initial period of one to twenty years.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currency of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

		在建 投資物業 Investment properties under construction 人民幣千元 RMB'000	已竣工 投資物業 Completed investment properties 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一八年一月一日	At 1 January 2018	–	14,402,350	14,402,350
自持作出售物業轉撥	Transfer from properties held for sale	–	313,884	313,884
收購一間附屬公司(附註40)	Acquisition of a subsidiary (note 40)	1,122,000	–	1,122,000
添置	Additions	22,844	183,924	206,768
公平值增加(減少)	Increase (decrease) in fair value	186,656	(80,271)	106,385
出售	Disposals	–	(3,987)	(3,987)
於二零一八年十二月三十一日	At 31 December 2018	1,331,500	14,815,900	16,147,400
自持作出售物業轉撥	Transfer from properties held for sale	–	427,050	427,050
添置	Additions	424,231	438,498	862,729
公平值增加	Increase in fair value	95,624	102,419	198,043
完成後轉撥	Transfer upon completion	(1,580,255)	1,580,255	–
於二零一九年十二月三十一日	At 31 December 2019	271,100	17,364,122	17,635,222
二零一九年十二月三十一日 計入損益的物業重估的 未變現收益	31 December 2019 Unrealised gain on property revaluation included in profit or loss	95,624	102,419	198,043
二零一八年十二月三十一日 計入損益的物業重估的 未變現收益(虧損)	31 December 2018 Unrealised gain (loss) on property revaluation included in profit or loss	186,656	(80,173)	106,483

#### 14. 投資物業 (續)

已竣工投資物業及在建投資物業均位於中國。所有本集團為賺取租金或作資本增值而持有作經營租賃的物業權益均按公平值模式計量。

本集團於二零一九年十二月三十一日抵押人民幣5,756,790,000元(二零一八年：人民幣7,061,100,000元)的投資物業，以擔保本集團的銀行及其他借款。

本集團已竣工投資物業及在建投資物業於二零一九年及二零一八年十二月三十一日的公平值乃基於與本集團並無關連的獨立合資格專業估值師行第一太平戴維斯估值及專業顧問有限公司於該等日期進行的估值而得出。第一太平戴維斯估值及專業顧問有限公司擁有合適資格，且近期於評估相關地點的類似物業方面擁有經驗。

已竣工投資物業的估值採用收入法透過資本化來自現有租約的淨租金收入及就已竣工投資物業的相關物業復歸收入潛力作出適當撥備為基準計算。

在建投資物業的估值採用餘值法(以收入法透過資本化來自市場上可觀察的已竣工物業交易的淨租金收入為基準計算)，按該等物業將根據最新開發方案開發及竣工的基準，計及完成開發所耗用的建造成本而得出，以反映已竣工開發項目的質素及發展商利潤。

上年度所用估值方法並無變動。於估計物業的公平值時，物業的最高及最佳用途為其當前用途。為避免重複計算，已就若干投資物業的公平值作出調整以撇除預付或應計的經營租賃收入。

#### 14. INVESTMENT PROPERTIES (Continued)

The completed investment properties and investment properties under construction are all situated in the PRC. All the Group's property interests held under operating leases to earn rentals or for capital appreciation are measured using the fair value model.

The Group had pledged investment properties of RMB5,756,790,000 (2018: RMB7,061,100,000) as at 31 December 2019 to secure bank and other borrowings of the Group.

The fair values of the Group's completed investment properties and investment properties under construction at 31 December 2019 and 2018 have been arrived at on the basis of valuations on those dates carried out by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuer which is not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The valuations of completed investment properties are based on income method by capitalising the net rental income derived from the existing tenancies with due allowance for reversionary income potential of the respective properties on completed investment properties.

The valuations of investment properties under construction were arrived at with adoption of the residual approach, which is based on income method by capitalising the net rental income derived from market observable transactions of completed properties with the basis that they will be developed and completed in accordance with the latest development proposals and taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development and developer's profit.

There has been no change from the valuation technique used in prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use. The fair values of certain investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 14. 投資物業 (續)

本集團於二零一九年及二零一八年十二月三十一日的投資物業及公平值級別資料詳情如下：

#### 14. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2019 and 2018 are as follows:

		於二零一九年 十二月三十一日 的公平值 Fair value as at 31 December 2019 人民幣千元 RMB'000	
於中國的投資物業	Investment properties located in the PRC	17,635,222	17,635,222

		於二零一八年 十二月三十一日 的公平值 Fair value as at 31 December 2018 人民幣千元 RMB'000	
於中國的投資物業	Investment properties located in the PRC	16,147,400	16,147,400

年內並無轉入第三級或自當中轉出。

There were no transfers into or out of Level 3 during the year.

下表提供有關如何釐定重大投資物業的公平值(特別是所使用的估值方法及輸入數據)，及公平值計量按公平值計量輸入數據的可觀察程度所劃分的公平值級別水平(第一級至第三級)的資料。

The following table gives information about how the fair values of the major investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

## 14. 投資物業 (續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
已竣工投資物業－ 嘉興旭輝廣場 Completed investment property – Jiaying CIFI Square	第三級 Level 3	收入法 (租期復歸法) Income method (term and reversionary approach)	經計入可比較物業產生的收益 及反映所擔保及將收取租期 收入的確定性的調整， 每年租期收益率為4% (二零一八年：4%)。	每年租期收益率增加 將導致公平值減 少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
二零一九年： 人民幣3,170,000,000元 2019: RMB3,170,000,000		主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金 The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit	Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 4% (2018: 4%).	
二零一八年： 人民幣3,170,000,000元 2018: RMB3,170,000,000			經計入單位市場年度租金收入 及可比較物業的單位市值， 每年復歸收益率為4.5% (二零一八年：4.5%)。	每年復歸收益率上升 將導致公平值減 少，反之亦然。 An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa.
			Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 4.5% (2018: 4.5%).	

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 14. 投資物業 (續)

#### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎約每 平方米每月人民幣109元至每 平方米每月人民幣547元 (二零一八年：每平方米每月 人民幣114元至每平方米每月 人民幣569元)。	市場單位租金上漲將 導致公平值增加， 反之亦然。 An increase in the market unit rent would result in an increase in fair value and vice versa.
			Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB109 sq.m./month to RMB547 sq.m./month (2018: RMB114 sq.m./month to RMB569 sq.m./month).	



## 14. 投資物業(續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
已竣工投資物業— 上海旭輝海上國際 Completed investment property – Shanghai CIFI Haishang International	第三級 Level 3	收入法(租期復歸法) Income method (term and reversionary approach)	經計入可比較物業產生的收益 及反映所擔保及將收取租期 收入的確定性的調整， 每年租期收益率為5% (二零一八年：5%)。	每年租期收益率增加 將導致公平值減 少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
二零一九年： 人民幣1,908,690,000元 2019: RMB1,908,690,000		主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金 The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit	Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 5% (2018: 5%).	
二零一八年： 人民幣1,901,700,000元 2018: RMB1,901,700,000			經計入單位市場年度租金收入 及可比較物業的單位市值， 每年復歸收益率為5.5% (二零一八年：5.5%)。 Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 5.5% (2018: 5.5%).	每年復歸收益率上升 將導致公平值減 少，反之亦然。 An increase in the reversionary yield per annum would result in an increase in fair value and vice versa.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 14. 投資物業 (續)

#### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業	Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
				使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎約每 平方米每月人民幣230元至每 平方米每月人民幣460元(二 零一八年：每平方米每月人 民幣230元至每平方米每月人 民幣460元)。	市場單位租金上漲將 導致公平值增加， 反之亦然。 An increase in the market unit rent would result in an increase in fair value and vice versa.
				Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB230 sq.m./month to RMB460 sq.m./month (2018: RMB230 sq.m./month to RMB460 sq.m./month).	

## 14. 投資物業(續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業 Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
已竣工投資物業－ 上海旭輝 浦東洋涇 Completed investment property – Shanghai CIFI Pudong Yangjing	第三級 Level 3	收入法(租期復歸法) Income method (term and reversionary approach)  主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金 The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit	經計入可比較物業產生的 收益及反映所擔保及將收取 租期收入的確定性的調整， 每年租期收益率為4% (二零一八年：4%)。 Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 4% (2018: 4%).  經計入單位市場年度租金 收入及可比較物業的 單位市值，每年復歸 收益率為4.5% (二零一八年：4.5%)。 Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 4.5% (2018: 4.5%).	每年租期收益率增加 將導致公平值減 少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.  每年復歸收益率上升 將導致公平值減 少，反之亦然。 An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 14. 投資物業 (續)

### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎約 每平方米每月人民幣265元至 每平方米每月人民幣462元 (二零一八年：每平方米 每月人民幣261元至每平方米 每月人民幣454元)。	市場單位租金上漲將 導致公平值增加， 反之亦然。 An increase in the market unit rent would result in an increase in fair value and vice versa.
			Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB265 sq.m./month to RMB462 sq.m./month (2018: RMB261 sq.m./month to RMB454 sq.m./month).	

## 14. 投資物業 (續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
已竣工投資物業 (二零一八年： 在建投資物業)－ 上海九亭中心 Completed investment property (2018: Investment property under construction) – Shanghai Jiuting Center	第三級 Level 3	二零一九年 2019 收入法 (租期復歸法) Income method (term and reversionary approach)	經計入可比較物業產生的收益 及反映所擔保及將收取租期 收入的確定性的調整，每年 租期收益率為5%。 Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 5%.	每年租期收益率增加 將導致公平值減 少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
二零一九年： 人民幣1,180,000,000元 2019: RMB1,180,000,000		主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金 The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit	經計入單位市場年度租金收入 及可比較物業的單位市值， 每年復歸收益率為5.5%。 Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 5.5%.	每年復歸收益率上升 將導致公平值減 少，反之亦然。 An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa.
二零一八年： 人民幣1,331,500,000元 2018: RMB1,331,500,000			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎約每 平方米每月人民幣71元至每 平方米每月人民幣182元。 Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB71 sq.m./month to RMB182 sq.m./month.	市場單位租金上漲 將導致公平值增 加，反之亦然。An increase in the market unit rent would result in an increase in fair value and vice versa.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 14. 投資物業 (續)

### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務狀況表 內本集團所持 投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
	第三級 Level 3	二零一八年 2018 餘值法 Residual method  主要輸入數據為： (1) 開發總值；及 (2) 發展商利潤 The key inputs are: (1) Gross development value; and (2) Developer's profit	經計入可比較物業與該物業的 位置以及臨街及大小等個別 因素，以竣工為基準的開發 總值介乎人民幣141百萬元至 人民幣503百萬元。 Gross development value on completion basis, taking into account of location and individual factors such as frontage and size, between the comparables and the property, ranged from RMB141 million to RMB503 million.	開發總值增加將導致 公平值增加，反之 亦然。 An increase in the gross development value would result in an increase in fair value and vice versa.
			經計及可比較土地交易及物業 進度，發展商利潤介乎4.5% 至6.5%。 Developer's profit, taking into account of the comparables land transactions and progress of the property, range from 4.5% to 6.5%.	發展商利潤增加將導 致公平值減少，反 之亦然。 An increase in the developer's profit would result in a decrease in fair value and vice versa.



## 15. 物業、廠房及設備

## 15. PROPERTY, PLANT AND EQUIPMENT

		自有物業 Owned properties 人民幣千元 RMB'000	機動車輛 Motor vehicles 人民幣千元 RMB'000	設備及傢俬 Equipment and furniture 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>成本</b>	<b>COST</b>				
於二零一八年一月一日	At 1 January 2018	22,704	58,139	88,358	169,201
添置	Additions	–	4,854	41,602	46,456
收購附屬公司(附註40)	Acquisitions of subsidiaries (note 40)	27,019	6,772	21,401	55,192
出售附屬公司(附註41)	Disposal of subsidiaries (note 41)	–	–	(308)	(308)
出售	Disposals	(19,649)	(4,203)	(4,033)	(27,885)
於二零一八年十二月三十一日	At 31 December 2018	30,074	65,562	147,020	242,656
添置	Additions	7,728	2,918	25,861	36,507
收購附屬公司(附註40)	Acquisitions of subsidiaries (note 40)	–	–	32,079	32,079
出售附屬公司(附註41)	Disposal of subsidiaries (note 41)	–	–	(2,972)	(2,972)
出售	Disposals	(466)	(10,274)	(35,006)	(45,746)
於二零一九年十二月三十一日	At 31 December 2019	37,336	58,206	166,982	262,524
<b>累計折舊</b>	<b>ACCUMULATED DEPRECIATION</b>				
於二零一八年一月一日	At 1 January 2018	1,932	34,912	47,376	84,220
年內開支	Charge for the year	2,549	8,627	19,524	30,700
出售附屬公司(附註41)	Disposal of subsidiaries (note 41)	–	–	(1)	(1)
於出售時對銷	Eliminated on disposals	(570)	(2,182)	(3,654)	(6,406)
於二零一八年十二月三十一日	At 31 December 2018	3,911	41,357	63,245	108,513
年內開支	Charge for the year	2,444	8,644	25,326	36,414
出售附屬公司(附註41)	Disposal of subsidiaries (note 41)	–	–	(741)	(741)
於出售時對銷	Eliminated on disposals	(244)	(9,255)	(3,567)	(13,066)
於二零一九年十二月三十一日	At 31 December 2019	6,111	40,746	84,263	131,120
<b>賬面值</b>	<b>CARRYING VALUES</b>				
於二零一九年十二月三十一日	At 31 December 2019	31,225	17,460	82,719	131,404
於二零一八年十二月三十一日	At 31 December 2018	26,163	24,205	83,775	134,143

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 15. 物業、廠房及設備(續)

上述物業、廠房及設備項目於計及按照下列年率計算的估計剩餘價值後以直線法折舊：

自有物業 按估計可使用年期20年或租期(以較短者為準)

機動車輛 20%  
設備及傢俬 20%

所有樓宇均位於中國境內土地上。

本集團於二零一九年十二月三十一日抵押人民幣22,832,000元(二零一八年：人民幣34,055,000元)的物業、廠房及設備，以擔保本集團銀行及其他借款。

#### 16. 使用權資產

#### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

Owned properties Over the estimated useful lives of 20 years or the term of the leases, whichever is shorter

Motor vehicles 20%  
Equipment and furniture 20%

The buildings are all situated on land in the PRC.

The Group had pledged property, plant and equipment of RMB22,832,000 (2018: RMB34,055,000) as at 31 December 2019 to secure bank and other borrowings of the Group.

#### 16. RIGHT-OF-USE ASSETS

		租賃土地及樓宇 Leasehold land and buildings 人民幣千元 RMB'000	租賃辦公設備 Leased office equipment 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一九年一月一日	As at 1 January 2019			
賬面值	Carrying amount	79,086	333	79,419
於二零一九年十二月三十一日	As at 31 December 2019			
賬面值	Carrying amount	116,458	4,272	120,730
截至二零一九年十二月三十一日止年度	For the year ended 31 December 2019			
折舊費用	Depreciation charge	39,346	3,178	42,524
有關短期租賃及其他於首次應用國際財務報告準則第16號日期起計12個月內屆滿的租賃	Expense relating to short-term leases and other leases with lease terms ended within 12 months at the date of initial application of IFRS 16			48,784
有關低價值資產租賃的開支(不包括低價值資產的短期租賃)	Expense relating to leases of low-value assets, excluding short-term leases of low value assets			18,243
租賃現金流出總額	Total cash outflow for leases			119,921
添置使用權資產	Additions to right of use assets			83,835

## 16. 使用權資產(續)

於該兩個年度，本集團為營運租賃各種辦公室及辦公設備。租賃合約按三個月至六年的固定期限訂立。租賃條款按個別基準商定，其中包含廣泛的不同條款及條件。於釐定租期及評估不可撤銷期間時長時，本集團應用合約的定義並確定可強制執行合約的期間。

此外，本集團擁有多座辦公樓。本集團為該等物業權益(包括相關租賃土地)的登記擁有人。付款總額於收購該等物業權益前預先支付。該等所擁有物業的租賃土地組成部分僅於付款能可靠分配時單獨呈列。

### 租賃限制或契諾

此外，於二零一九年十二月三十一日，已確認租賃負債約人民幣117,539,000元連同相關使用權資產人民幣120,730,000元。對除出租人所持有租賃資產的抵押權益外，租賃安排並無施加任何契諾。租賃資產不得用作借款的抵押。

## 17. 於聯營公司的權益

本集團於聯營公司的權益詳情如下：

## 16. RIGHT-OF-USE ASSETS (Continued)

For both years, the Group leases various offices and office equipment for its operations. Lease contracts are entered into for fixed term of three months to six years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

### Restrictions or covenants on leases

In addition, lease liabilities of approximately RMB117,539,000 are recognised with related right-of-use assets of RMB120,730,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

## 17. INTERESTS IN ASSOCIATES

Details of the Group's interests in associates are as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於聯營公司的投資成本	Cost of investments in associates		
– 於聯交所上市	– Listed on the Stock Exchange	67,650	67,650
– 非上市	– Unlisted	5,188,574	3,746,825
應佔收購後業績及其他全面收益， 扣除已收股息	Share of post-acquisition results and other comprehensive income, net of dividend received	3,009,937	1,965,017
		8,266,161	5,779,492
上市投資公平值	Fair value of listed investments	1,742,400	587,400

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 17. 於聯營公司的權益 (續)

於二零一九年及二零一八年十二月三十一日，本集團主要聯營公司的詳情載列如下：

#### 17. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's principal associates as at 31 December 2019 and 2018 are set out as follows:

聯營公司名稱 Name of associates	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018	
北京旭輝當代置業有限公司(「北京旭輝當代」) Beijing Xuhui Dangdai Property Co., Ltd. ("Beijing Xuhui Dangdai")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
合肥嘉匯置業有限公司(「合肥嘉匯」) Hefei Jiahui Property Development Co., Ltd. ("Hefei Jiahui")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
合肥辰旭房地產開發有限公司(「合肥辰旭」) Hefei Chenxu Property Co., Ltd. ("Hefei Chenxu")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
永升生活服務集團有限公司 Ever Sunshine Lifestyle Services Group Limited	中國 PRC	中國 PRC	21.48%	21.48%	21.48%	21.48%	物業管理 Property management
上海領昱公寓管理有限公司(「上海領昱」) Shanghai Lingyu Apartment Management Co., Ltd. ("Shanghai Lingyu")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	租賃及業務服務 Leasing and business services
蘇州北辰旭昭置業有限公司(「蘇州北辰旭昭」) Suzhou Beichenxuzhao Property Co., Ltd. ("Suzhou Beichenxuzhao")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
北京正德瑞祥房地產開發有限公司 Beijing Zhengderuixiang Property Development Co., Ltd.	中國 PRC	中國 PRC	24.5%	24.5%	24.5%	24.5%	房地產開發 Property development
北京厚泰房地產開發有限公司 Beijing Houtai Property Development Co., Ltd.	中國 PRC	中國 PRC	26%	26%	26%	26%	房地產開發 Property development

## 17. 於聯營公司的權益 (續)

## 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立／ 成立地點	經營地點 Place of operation	本集團所持投票權比率				主要業務 Principal activities
	Place of incorporation/ establishment		本集團應佔股權		Proportion of		
			Equity interest		voting power held		
			attributable to the Group		by the Group		
			二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018	
天津旭浩房地產開發有限公司 Tianjin Xuhao Property Development Co., Ltd.	中國 PRC	中國 PRC	25%	25%	25%	25%	房地產開發 Property development
濟南泰盛房地產開發有限公司 Jinan Taisheng Property Development Co., Ltd.	中國 PRC	中國 PRC	40%	40%	40%	40%	房地產開發 Property development
合肥盛卓房地產開發有限公司(「合肥盛卓」) Hefei Shengzhuo Property Development Co., Ltd. (“Hefei Shengzhuo”)	中國 PRC	中國 PRC	15.2%*	15.2%*	15.2%*	15.2%*	房地產開發 Property development
合肥和桂房地產有限公司 Hefei Hegui Property Co., Ltd.	中國 PRC	中國 PRC	21.5%	21.5%	21.5%	21.5%	房地產開發 Property development
嘉善百俊房地產開發有限公司 Jiashan Baijun Property Development Co., Ltd.	中國 PRC	中國 PRC	49%	49%	49%	49%	房地產開發 Property development
寧波上湖置業有限公司 Ningbo Shanghu Property Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development
佛山市三水區擎美房地產開發有限公司 Foshan Sanshuiqu Qingmei Property Development Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development
重慶華輝盛錦房地產開發有限公司(「重慶華輝」) Chongqing Huahui Shengjin Property Development Co., Ltd. (“Chongqing Huahui”)	中國 PRC	中國 PRC	33.3% (附註) (note)	—	33.3% (附註) (note)	—	房地產開發 Property development
桐鄉市豪禮投資管理有限公司(「桐鄉豪禮」) Tongxiang Haoli Investment Management Co., Ltd. (“Tongxiang Haoli”)	中國 PRC	中國 PRC	18%*	18%*	18%*	18%*	房地產開發 Investment management
重慶旭原創展房地產開發有限公司(「重慶旭原」) Chongqing Xuyuan Chuangzhan Property Development Co., Ltd. (“Chongqing Xuyuan”)	中國 PRC	中國 PRC	30% (附註) (note)	—	30% (附註) (note)	—	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 17. 於聯營公司的權益 (續)

### 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities		
	Place of incorporation/ establishment		Equity interest attributable to the Group	Proportion of voting power held by the Group					
					二零一九年	二零一八年		二零一九年	二零一八年
					2019	2018		2019	2018
寧波盛銳房地產開發有限公司 Ningbo Shengrui Property Development Co., Ltd.	中國 PRC	中國 PRC	24%	24%	24%	24%	房地產開發 Property development		
寧波上湖置業有限公司(「寧波上湖」) Ningbo Shanghu Property Co., Ltd. （“Ningbo Shanghu ”）	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development		
徐州朗升房地產開發有限公司 Xuzhou Langsheng Property Development Co., Ltd.	中國 PRC	中國 PRC	49%	49%	49%	49%	房地產開發 Property development		
濟南碧旻置業有限公司(「濟南碧旻」) Jinan Bimin Property Co., Ltd.（“Jinan Bimin ”）	中國 PRC	中國 PRC	7.5%*	7.5%*	7.5%*	7.5%*	房地產開發 Property development		
長沙和匯房地產開發有限公司(「長沙和匯」) Changsha Hehui Property Development Co., Ltd. （“Changsha Hehui ”）	中國 PRC	中國 PRC	50%*	—	50%*	—	房地產開發 Property development		
天津盛置房地產開發有限公司(「天津盛置」) Tianjin Shengzhi Property Development Co., Ltd. （“Tianjin Shengzhi ”）	中國 PRC	中國 PRC	50%*	—	50%*	—	房地產開發 Property development		

\* 該等公司於各期間結束日期根據各公司的章程大綱及細則入賬為本公司的聯營公司，該等公司的主要財務及營運政策須由董事會簡單多數通過。本集團於北京旭輝當代董事會兩名董事中有一名董事、合肥嘉匯董事會三名董事中有一名董事、合肥辰旭董事會五名董事中有兩名董事、上海領昱董事會三名董事中有一名董事、蘇州北辰旭昭董事會五名董事中有兩名董事、合肥盛卓董事會九名董事中有一名董事、桐鄉豪禮董事會七名董事中有一名董事及濟南碧旻董事會十一名董事中有一名董事、長沙和匯董事會五名董事其中有兩名董事、天津盛置董事會五名董事其中有兩名董事，因此，本集團於該等公司擁有重大影響力。

附註：年內，該等公司(先前入賬為合營企業)將其各自章程大綱及細則中的主要財務及營運政策的投票權由須經全體董事一致通過更改為經簡單多數董事通過。因此，本集團於該等公司擁有重大影響力並將該等公司入賬為聯營公司。

\* These companies are accounted for as associates of the Company at the respective period end date as in accordance with the memorandum and articles of the companies, major financial and operating policies of these companies require consent with simple majority in the board of directors. The Group has 1 out of 2 directors in the board of Beijing Xuhui Dangdai, 1 out of 3 directors in the board of Hefei Jiahui, 2 out of 5 directors in the board of Hefei Chenxu, 1 out of 3 directors in the board of Shanghai Lingyu, 2 out of 5 directors in the board of Suzhou Beichenxuzhao, 1 out of 9 directors in the board of Hefei Shengzhuo, 1 out of 7 directors in the board of Tongxiang Haoli and 1 out of 11 directors in the board of Jinan Bimin, 2 out of 5 directors in the board of Changsha Hehui and 2 out of 5 directors in the board of Tianjin Shengzhi, thus, the Group has significant influence over these companies.

Note: During the year, these companies (previously accounted for as joint ventures) amend the voting rights of major financial and operating policies in their respective memorandum and articles from unanimous consent of all directors to simple majority of directors, thus, the Group have significant influence over these companies and accounted for these companies as associates.



## 17. 於聯營公司的權益(續)

### 重大聯營公司的財務資料概要

有關本集團重大聯營公司的財務資料概要載列如下。下述財務資料概要為根據國際財務報告準則編製的聯營公司財務報表所示金額。

該等聯營公司按權益法於綜合財務報表列賬。

截至二零一九年十二月三十一日止年度  
寧波上湖及其附屬公司

## 17. INTERESTS IN ASSOCIATES (Continued)

### Summarised financial information of material associates

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associates's financial statements prepared in accordance with IFRSs.

The associate is accounted for using the equity method in the consolidated financial statements.

For the year ended 31 December 2019  
Ningbo Shanghu and its subsidiary

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
流動資產	Current assets	5,623,298
非流動資產	Non-current assets	34,902
流動負債	Current liabilities	4,481,866
上述資產及負債金額包括以下各項：	The above amounts of assets and liabilities included the following:	
擬作出售的開發中物業	Properties under development for sale	2,072,885
應收股東款項	Amounts due from shareholders	2,775,313
現金及現金等價物	Cash and cash equivalents	125,994
流動金融負債(不包括貿易及其他應付款項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	3,491,280

		截至 二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000
收入	Revenue	5,000,581
年內利潤及全面收入總額	Profit and total comprehensive income for the year	967,958

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 17. 於聯營公司的權益 (續)

重大聯營公司的財務資料概要 (續)

截至二零一九年十二月三十一日止年度  
(續)

寧波上湖及其附屬公司 (續)

上述年內利潤及全面收入總額包括以下各項：

#### 17. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates (Continued)

For the year ended 31 December 2019 (Continued)

Ningbo Shanghu and its subsidiary (Continued)

The above profit and total comprehensive income for the year includes the following:

		截至 二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000
折舊及攤銷	Depreciation and amortisation	101
利息收入	Interest income	76,121
所得稅開支	Income tax expenses	322,653

上述財務資料概要與綜合財務報表中確  
認的寧波上湖權益賬面值對賬：

Reconciliation of the above summarised financial information to the carrying  
amount of the interest in Ningbo Shanghu recognised in the consolidated  
financial statements:

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
寧波上湖的資產淨值	Net assets of Ningbo Shanghu	1,176,334
本集團於寧波上湖的擁有權比例	Proportion of the Group's ownership interest in Ningbo Shanghu	33%
本集團於寧波上湖的權益的賬面值	Carrying amount of the Group's interest in Ningbo Shanghu	388,190

# 17. 於聯營公司的權益(續)

非個別重大聯營公司的匯總資料

# 17. INTERESTS IN ASSOCIATES (Continued)

Aggregate information of associates that are not individually material

		截至 二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000	截至 二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000
本集團應佔利潤及全面收入總額	The Group's share of profit and total comprehensive income	1,251,941	1,450,388

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000	於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000
本集團於該等聯營公司的權益 賬面值總額	Aggregate carrying amount of the Group's interests in these associates	7,877,971	5,779,492

# 18. 於合營企業的權益

本集團於合營企業的權益詳情如下：

# 18. INTERESTS IN JOINT VENTURES

Details of the Group's interests in joint ventures are as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於合營企業非上市投資成本	Cost of unlisted investments in joint ventures	9,523,116	6,552,011
應佔收購後業績及其他全面收入， 扣除已收股息	Share of post-acquisition results and other comprehensive income, net of dividend received	3,348,955	1,959,236
		12,872,071	8,511,247

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

於二零一九年及二零一八年十二月三十一日，本集團合營企業的詳情載列如下：

#### 18. INTERESTS IN JOINT VENTURES (Continued)

Particulars of the Group's principal joint ventures as at 31 December 2019 and 2018 are set out as follows:

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018	
上海首嘉置業有限公司 Shanghai Shoujia Property Co., Ltd.	中國 PRC	中國 PRC	40%*	40%*	40%*	40%*	房地產開發 Property development
上海新城旭地房地產有限公司 Shanghai Xincheng Xudi Property Development Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
旭寶有限公司 (「旭寶」) Xu Bao Co., Ltd. ("Xu Bao")	中國 PRC	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding
旭溥有限公司 Xu Pu Co. Limited	中國 PRC	中國 PRC	35%*	35%*	35%*	35%*	投資控股 Investment holding
杭州眾旭置業有限公司 Hangzhou Zhongxu Property Co., Ltd.	中國 PRC	中國 PRC	23%*	23%*	23%*	23%*	房地產開發 Property development
天津梅江秋實置業有限公司 Tianjin Meijiangqiushi Property Co., Ltd.	中國 PRC	中國 PRC	25%*	25%*	25%*	25%*	房地產開發 Property development
重慶華宇盛泰房地產開發有限公司 Chongqing Huayushengtai Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	30%*	30%*	30%*	房地產開發 Property development
合肥錦順房地產開發有限公司 Hefei Jinshun Property Development Co., Ltd.	中國 PRC	中國 PRC	25.4%*	25.4%*	25.4%*	25.4%*	房地產開發 Property development
蘇州旭隆置業有限公司 (「蘇州旭隆」) (附註40) Suzhou Xulong Property Co., Ltd. ("Suzhou Xulong") (note 40)	中國 PRC	中國 PRC	(附註a) (note a)	50%	(附註a) (note a)	50%	房地產開發 Property development
旭昌有限公司 Xu Chang Co. Limited	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
Wonder Sign Limited	英屬處女群島 BVI	香港 Hong Kong	50%	50%	50%	50%	房地產開發 Property development

## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一九年	二零一八年	二零一九年	二零一八年	
			2019	2018	2019	2018	
恒山發展有限公司(「恒山發展」) (附註40) Hengshan Development Limited Property Co., Ltd. ("Hengshan Development") (note 40)	香港 Hong Kong	香港 Hong Kong	(附註a) (note a)	50%	(附註a) (note a)	50%	投資控股 Investment holding
南通市旭高置業有限公司 Nantong Xugao Property Co., Ltd.	中國 PRC	中國 PRC	51%*	51%*	51%*	51%*	房地產開發 Property development
蘇州昌尊置業有限公司 Suzhou Changzun Property Co., Ltd.	中國 PRC	中國 PRC	19%*	19%*	19%*	19%*	房地產開發 Property development
重慶旭宇華錦房地產開發有限公司 (「重慶旭宇華錦」)(附註40) Chongqing Xuyuhua Property Development Co., Ltd. ("Chongqing Xuyuhua") (note 40)	中國 PRC	中國 PRC	(附註a) (note a)	33.3%*	(附註a) (note a)	33.3%*	房地產開發 Property development
重慶華輝 Chongqing Huahui	中國 PRC	中國 PRC	(附註 17) (note 17)	33.3%	(附註 17) (note 17)	33.3%	房地產開發 Property development
重慶旭原 Chongqing Xuyuan	中國 PRC	中國 PRC	(附註 17) (note 17)	30%	(附註 17) (note 17)	30%	房地產開發 Property development
杭州茂輝商務諮詢有限公司 Hangzhou Maohui Commercial Information Consultation Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	諮詢 Consulting
北京樂優富拓投資有限公司 (「北京樂優富拓」) Beijing Leyou Futuo Investment Co., Ltd. ("Beijing Leyou Futuo")	中國 PRC	中國 PRC	25%	25%	25%	25%	投資控股 Investment holding
天津輝諾房地產開發有限公司 (「天津輝諾」) Tianjin Huinuo Property Development Co., Ltd. ("Tianjin Huinuo")	中國 PRC	中國 PRC	25%* (附註b) (note b)	—	25%* (附註b) (note b)	—	房地產開發 Property development
許昌旭輝房地產開發有限公司 (「許昌旭輝」) Xuchang Xuhui Property Development Co., Ltd. ("Xuchang Xuhui")	中國 PRC	中國 PRC	50% (附註b) (note b)	—	50% (附註b) (note b)	—	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 18. 於合營企業的權益 (續)

### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一九年	二零一八年	二零一九年	二零一八年	
			2019	2018	2019	2018	
蘇州昌明置業有限公司 (「蘇州昌明」) Suzhou Changming Property Co., Ltd. ("Suzhou Changming")	中國 PRC	中國 PRC	50% (附註b) (note b)	—	50% (附註b) (note b)	—	房地產開發 Property development
合肥昌哲房地產開發有限公司 (「合肥昌哲」) Hefei Changzhe Property Development Co., Ltd. ("Hefei Changzhe")	中國 PRC	中國 PRC	35%* (附註b) (note b)	—	35%* (附註b) (note b)	—	房地產開發 Property development
合肥盛哲房地產開發有限公司 (「合肥盛哲」) Hefei Shengzhe Property Development Co., Ltd. ("Hefei Shengzhe")	中國 PRC	中國 PRC	50% (附註b) (note b)	—	50% (附註b) (note b)	—	房地產開發 Property development
南京昌煜商務諮詢有限公司 (「南京昌煜」) Nanjing Changyu Commercial Information Consultation Co., Ltd. ("Nanjing Changyu")	中國 PRC	中國 PRC	27%* (附註b) (note b)	—	27%* (附註b) (note b)	—	諮詢 Consulting
南京昌哲商務諮詢有限公司 (「南京昌哲」) Nanjing Changzhe Commercial Information Consultation Co., Ltd. ("Nanjing Changzhe")	中國 PRC	中國 PRC	30%* (附註b) (note b)	—	30%* (附註b) (note b)	—	諮詢 Consulting
煙台泰恒房地產有限公司 (「煙台泰恒」) (附註41) Yantai Taiheng Property Co., Ltd. ("Yantai Taiheng") (note 41)	中國 PRC	中國 PRC	46%* (附註b) (note b)	—	46%* (附註b) (note b)	—	房地產開發 Property development
煙台泰博房地產有限公司 (「煙台泰博」) (附註41) Yantai Taibo Property Co., Ltd. ("Yantai Taibo") (note 41)	中國 PRC	中國 PRC	46%* (附註b) (note b)	—	46%* (附註b) (note b)	—	房地產開發 Property development
長春和羽房地產開發有限公司 (「長春和羽」) (附註41) Changchun Heyu Property Development Co., Ltd. ("Changchun Heyu") (note 41)	中國 PRC	中國 PRC	30%* (附註b) (note b)	—	30%* (附註b) (note b)	—	房地產開發 Property development



## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一九年	二零一八年	二零一九年	二零一八年	
			2019	2018	2019	2018	
無錫昌鋒商務諮詢有限公司 (「無錫昌鋒」) Wuxi Changfeng Commercial Information Consultation Co., Ltd. ("Wuxi Changfeng")	中國 PRC	中國 PRC	20%* (附註b) (note b)	—	20%* (附註b) (note b)	—	諮詢 Consulting
湘潭長廈錦城房地產開發 有限公司(「湘潭長廈錦城」) (附註41) Xiangtan Changshajincheng Property Development Co., Ltd. ("Xiangtan Changshajincheng") (note 41)	中國 PRC	中國 PRC	35%* (附註c) (note c)	—	35%* (附註c) (note c)	—	房地產開發 Property development
成都市盛部房地產開發有限公司 (「成都盛部」)(附註41) Chengdu Shengbu Property Development Co., Ltd. ("Chengdu Shengbu") (note 41)	中國 PRC	中國 PRC	34%* (附註c) (note c)	—	34%* (附註c) (note c)	—	房地產開發 Property development
重慶昌格商務資訊諮詢有限公司 (「重慶昌格」)(附註41) Chongqing Changge Commercial Information Consultation Co., Ltd.. ("Chongqing Changge") (note 41)	中國 PRC	中國 PRC	35%* (附註c) (note c)	—	35%* (附註c) (note c)	—	諮詢 Consulting
天津和隆房地產資訊諮詢有限公司 (「天津和隆」) Tianjin Helong Property Information Consultation Co., Ltd.. ("Tianjin Helong")	中國 PRC	中國 PRC	51%*	—	51%*	—	投資控股 Investment holding
VC銀座特定目的會社	日本 Japan	日本 Japan	50%	—	50%	—	房地產開發 Property development
北京輝廣企業管理有限公司 (「北京輝廣」)(附註41) Beijing Huiguang Business Management Co., Ltd. ("Beijing Huiguang") (note 41)	中國 PRC	中國 PRC	11.1%* (附註c) (note c)	—	11.1%* (附註c) (note c)	—	投資控股 Investment holding

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

\* 該等公司於各期間結束日期根據各公司的章程大綱及細則入賬為合營企業，該等公司的主要財務及營運政策須由全體董事一致通過。

附註：

- (a) 於截至二零一九年十二月三十一日止年度，該等公司成為本集團附屬公司。
- (b) 本集團向一名獨立第三方出售其於天津輝諾的75%股權、於許昌旭輝的50%股權、於蘇州昌明的50%股權、於合肥昌哲的1%股權、於合肥盛哲的1%股權、於南京昌煜的73%股權、於南京昌哲的70%股權、於煙台泰恒的44%股權、於煙台泰博的44%股權、於長春和羽的70%股權及於無錫昌峰80%股權。根據股東協議，所有該等實體已成為本集團的合營企業，該等實體的相關活動須獲全體股東一致同意。該出售事項的詳情載於附註41。
- (c) 透過簽立補充協議，所有策略性財務及經營決策須獲其全體股東一致同意批准，而北京輝廣、湘潭長廈錦城、成都盛部及重慶昌格入賬為合營企業。該出售事項的詳情載於附註41。

該等合營企業於二零一九年十二月三十一日擁有位於中國、香港及日本擬作出售的開發中物業及持作出售物業分別約為人民幣123,978,000,000元(二零一八年：人民幣92,323,000,000元)及約人民幣13,502,000,000元(二零一八年：人民幣3,722,000,000元)。

於二零一八年十二月三十一日，本集團已質押於合營企業的權益人民幣8,159,000元(二零一九年：零)，以為本集團銀行及其他借款作抵押。

#### 18. INTERESTS IN JOINT VENTURES (Continued)

\* These companies are accounted for as joint ventures at the respective period end date as in accordance with the memorandum and articles of the companies, major financial and operating policies of these companies require the unanimous consent of all directors.

Notes:

- (a) The companies became subsidiaries of the Group during the year ended 31 December 2019.
- (b) The Group disposed of its 75% equity interest in Tianjin Huinuo, its 50% equity interest in Xuchang Xuhui, its 50% equity interest in Suzhou Changming, its 1% equity interest in Hefei Changzhe, its 1% equity interest in Hefei Shengzhe, its 73% equity interest in Nanjing Changyu, its 70% equity interest in Nanjing Changzhe, its 44% equity interest in Yantai Taiheng, its 44% equity interest in Yantai Taibo, its 70% equity interest in Changchun Heyu and its 80% equity interest in Wuxi Changfeng to independent third parties. All of these entities became joint ventures of the Group in accordance with the shareholders' agreement, relevant activities of these entities require unanimous consent of all directors. Details of the disposal are set out in note 41.
- (c) By execution of the respective supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its shareholders. Beijing Huiguang, Xiangtan Changshajincheng, Chengdu Shengbu and Chongqing Changge are accounted for as joint ventures. Details of the disposal are set out in note 41.

The joint ventures had properties under development for sale of approximately RMB123,978 million (2018: RMB92,323 million) and properties held for sale of approximately RMB13,502 million (2018: RMB3,722 million) as at 31 December 2019, all of which are situated in the PRC, Hong Kong and Japan.

As at 31 December 2018, the Group had pledged interests in joint ventures of RMB8,159,000 (2019: nil) to secure bank and other borrowings of the Group.

## 18. 於合營企業的權益 (續)

### 重大合營企業的財務資料概要

有關本集團重大合營企業的財務資料概要載列如下。下述財務資料概要為合營企業根據國際財務報告準則編製的財務報表所示金額。

合營企業按權益法於綜合財務報表列賬。

截至二零一九年十二月三十一日止年度

天津和隆及其附屬公司

## 18. INTERESTS IN JOINT VENTURES (Continued)

### Summarised financial information of material joint venture

Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRSs.

The joint venture is accounted for using the equity method in the consolidated financial statements.

For the year ended 31 December 2019

Tianjin Helong and its subsidiary

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
流動資產	Current assets	7,967,162
非流動資產	Non-current assets	1,748
流動負債	Current liabilities	3,476,610
非流動負債	Non-current liabilities	2,498,000
上述資產及負債金額主要包括以下各項：	The above amounts of assets and liabilities mainly include the following:	
擬作出售的開發中物業	Properties under development for sale	3,906,406
應收股東款項	Amounts due from shareholders	3,980,921
現金及現金等價物	Cash and cash equivalents	44,014
流動金融負債 (不包括貿易及其他應付款項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	2,292,220

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

##### 重大合營企業的財務資料概要 (續)

#### 18. INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

		截至二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000
收入	Revenue	–
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	(5,700)

上述年內虧損及全面開支總額包括以下各項：

The above loss and total comprehensive expense for the year includes the following:

		截至二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000
利息收入	Interest income	194
所得稅開支	Income tax expenses	1,748

上述財務資料概要與綜合財務報表中確認的天津和隆權益賬面值對賬：

Reconciliation of the above summarised financial information to the carrying amount of the interest in Tianjin Helong recognised in the consolidated financial statements:

		於二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
天津和隆的資產淨值	Net assets of Tianjin Helong	1,994,300
本集團於天津和隆的擁有權比例	Proportion of the Group's ownership interest in Tianjin Helong	51%
本集團於天津和隆的權益的賬面值	Carrying amount of the Group's interest in Tianjin Helong	1,017,093

18. 於合營企業的權益(續)  
重大合營企業的財務資料概要(續)

截至二零一八年十二月三十一日止年度

旭寶

18. INTERESTS IN JOINT VENTURES (Continued)  
Summarised financial information of material joint venture (Continued)

For the year ended 31 December 2018

Xu Bao

		於二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000
流動資產	Current assets	3,059,528
非流動資產	Non-current assets	3,574,886
流動負債	Current liabilities	2,394,426
上述資產及負債金額包括以下各項：	The above amounts of assets and liabilities included the following:	
現金及現金等價物	Cash and cash equivalents	311,257
流動金融負債 (不包括貿易及其他應付款項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	2,153,622
		截至二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000
收入	Revenue	114,846
年內利潤及全面收入總額	Profit and total comprehensive income for the year	15,386

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

##### 重大合營企業的財務資料概要 (續)

截至二零一八年十二月三十一日止年度  
(續)

旭寶 (續)

上述年內利潤及全面收入總額包括以下各項：

#### 18. INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

For the year ended 31 December 2018 (Continued)

Xu Bao (Continued)

The above profit and total comprehensive income for the year includes the following:

		截至二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000
折舊及攤銷	Depreciation and amortisation	76
利息收入	Interest income	2,987
所得稅開支	Income tax expenses	7,431

上述的財務資料概要與綜合財務報表中  
確認的旭寶權益賬面值對賬：

Reconciliation of the above summarised financial information to the carrying amount of the interest in Xu Bao recognised in the consolidated financial statements:

		於二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000
旭寶的資產淨值	Net assets of Xu Bao	4,239,988
本集團於旭寶的擁有權比例	Proportion of the Group's ownership interest in Xu Bao	50%
本集團於旭寶的權益的賬面值	Carrying amount of the Group's interest in Xu Bao	2,119,994



18. 於合營企業的權益 (續)  
非個別重大合營企業的匯總資料

18. INTERESTS IN JOINT VENTURES (Continued)  
Aggregate information of joint ventures that are not individually material

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000	於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000
本集團應佔利潤及全面收入總額	The Group's share of profit and total comprehensive income	1,987,712	717,375

		於 二零一九年 十二月三十一日 At 31 December 2019 人民幣千元 RMB'000	於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000
本集團於該等合營企業的權益 賬面值總額	Aggregate carrying amount of the Group's interests in these joint ventures	11,854,978	6,391,253

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 19. 於物業項目的投資

#### 19. INVESTMENTS IN PROPERTY PROJECTS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
按公平值計入損益的金融資產：	Financial assets at FVTPL:		
於物業項目的投資	Investments in property projects	417,688	582,722

上述餘額指本集團於蘇州、宜興及長沙物業項目的權益，而將予收取的金額乃根據與交易對手方訂立的合約合營安排所訂明相關物業單位的銷售額及成本釐定，且將於報告期末按公平值列賬。於二零一九年及二零一八年十二月三十一日的公平值乃基於與本集團並無關連的獨立合資格專業估值師行第一太平戴維斯估值及專業顧問有限公司進行的估值而得出。第一太平戴維斯估值及專業顧問有限公司擁有合適資格，且近期於評估相關地點的類似物業方面擁有經驗。有關公平值計量的詳情載於附註52。

The above balance represents the Group's interests in the property projects located in Suzhou, Yixing and Changsha of which the amounts to be receivable are determined based on the sales and costs of the relevant property units specified in the contractual joint arrangement with the counterparts and it is carried at fair value at the end of the reporting period. The fair value at 31 December 2019 and 2018 has been arrived at on the basis of valuation carried out by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuer which is not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. Details of the fair value measurements are set out in note 52.

## 20. 衍生金融工具

## 20. DERIVATIVE FINANCIAL INSTRUMENTS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
衍生金融資產：	Derivative financial assets:		
利率掉期(附註a)	Interest rate swaps (note a)	11,912	—
衍生金融負債：	Derivative financial liabilities:		
外幣遠期合約(附註b)	Foreign currency forward contracts (note b)	(19,260)	(74,949)

附註：

Notes:

- (a) 於二零一九年十二月三十一日，本集團持有港元及美元(「美元」)利率掉期，名義總額分別為815,000,000港元及230,000,000美元，掉期利率分別為1.75%至2.045%及1.26%至1.33%。利率掉期乃為減輕借款的外幣風險所訂立。
- (b) 於二零一九年十二月三十一日，遠期合約名義總額為600,000,000美元(二零一八年：426,800,000美元)，其中為減輕借款的外幣風險訂立遠期合約。

- (a) As at 31 December 2019, the Group held HK\$ and United States dollars ("USD") interest rate swaps with aggregate notional amount of HK\$815,000,000 and USD230,000,000, swapping interests from 1.75% to 2.045% and 1.26% to 1.33%, respectively. The interest rate swaps were entered into for mitigating the interest rate exposure to the borrowings.
- (b) As at 31 December 2019, total notional amount of the forward contracts was USD600,000,000 (2018: USD426,800,000) in aggregate of which the forward contracts were entered into for mitigating the foreign currency exposure in relation to the borrowings.

## 21. 就收購股權已付的按金

於本年度，過往年度已付的人民幣50,000,000元按金已用作收購附屬公司(披露於附註40)的部分代價。

## 21. DEPOSITS PAID FOR ACQUISITIONS OF EQUITY INTERESTS

During the year, deposit paid in prior years of RMB50,000,000 was utilised as part of the consideration for acquisitions of subsidiaries as disclosed in note 40.

## 22. 持作出售物業

本集團的持作出售物業主要位於中國及香港。所有持作出售物業按成本及可變現淨值(以較低者為準)列賬。

## 22. PROPERTIES HELD FOR SALE

The Group's properties held for sale are substantially situated in the PRC and Hong Kong. All the properties held for sale are stated at the lower of cost and NRV.

於二零一九年十二月三十一日，本集團抵押約人民幣3,935,311,000元(二零一八年：人民幣2,810,472,000元)的持作出售物業以擔保本集團的銀行及其他借款。

The Group had pledged properties held for sale of approximately RMB3,935,311,000 (2018: RMB2,810,472,000) as at 31 December 2019 to secure bank and other borrowings of the Group.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 23. 擬作出售的開發中物業

#### 23. PROPERTIES UNDER DEVELOPMENT FOR SALE

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
成本	COST		
年初	At the beginning of the year	84,137,912	34,603,171
添置	Additions	79,272,968	53,091,839
收購附屬公司(附註40)	Acquisitions of subsidiaries (note 40)	9,450,436	28,195,759
出售附屬公司(附註41)	Disposal of subsidiaries (note 41)	(12,280,303)	(723,893)
轉撥至持作出售物業	Transfer to properties held for sale	(45,378,290)	(31,028,964)
年末	At the end of the year	115,202,723	84,137,912

		人民幣千元 RMB'000
截至二零一九年十二月三十一日止年度	For the year ended 31 December 2019	
總現金流出	Total cash outflow	46,232,413
添置	Additions	52,729,334

自二零一九年一月一日起，租賃土地的賬面值根據國際財務報告準則第16號按成本減去累計折舊及任何減值虧損計量。剩餘價值確定為租賃土地部分的估計處置價值。

Effective from 1 January 2019, the carrying amount of leasehold lands is measured under IFRS 16 at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component.

擬作出售的開發中物業根據中期租約位於中國境內，並指完成後供其後出售的發展中物業。

The properties under development for sale are located in the PRC under medium-term leases and represent properties under development for subsequent sale upon completion.

於二零一九年十二月三十一日，擬作出售的開發中物業包括約人民幣54,620,983,000元(二零一八年：41,055,434,000元)，即預計於報告期末起計十二個月後完工並可供出售的物業。

Included in the properties under development for sale as at 31 December 2019, an amount of approximately RMB54,620,983,000 (2018: RMB41,055,434,000) which represented the properties expected to be completed and available for sale after more than twelve months from the end of the reporting period.

於二零一九年十二月三十一日，本集團已質押約人民幣75,563,893,000元(二零一八年：人民幣50,541,639,000元)的發展中物業，以擔保本集團獲授銀行及其他借款。

The Group had pledged properties under development for sale of approximately RMB75,563,893,000 (2018: RMB50,541,639,000) as at 31 December 2019 to secure bank and other borrowings of the Group.

## 24. 應收賬款及其他應收款項、按金及預付款項

貿易應收款項主要來自出售物業及租金收入。有關已售物業的代價乃根據相關買賣協議的條款且通常自協議日期起計介乎60至180日內支付。根據租賃協議，租金收入應由租戶於兩個月內支付。

## 24. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Trade receivables mainly arise from the sales of properties and rental income. Considerations in respect of properties sold are paid in accordance with the terms of the related sales and purchase agreements, normally with a range of 60 days to 180 days from the date of agreement. Rental income is paid by tenants within two months in accordance to tenancy agreement.

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
貿易應收款項－客戶合約	Trade receivables – contracts with customers	2,671,608	647,233
減：信貸虧損撥備	Less: Allowance for credit losses	(808)	(1,768)
		2,670,800	645,465
其他應收款項(附註)	Other receivables (note)	17,436,933	13,015,378
減：信貸虧損撥備	Less: Allowance for credit losses	(2,356)	(3,230)
		17,434,577	13,012,148
預付稅項	Prepaid tax	2,891,189	1,431,679
按金及預付款項	Deposits and prepayments	1,194,988	1,650,840
		24,191,554	16,740,132

附註：有關金額主要包括就潛在物業發展項目的付款及於完成開發項目後可返還的項目相關按金。其他應收款項並無固定還款期，董事認為其須按要求償還。賬齡於一年內的其他應收款項(扣除撥備)為人民幣16,122,735,000元(二零一八年：人民幣12,100,358,000元)，而賬齡超過一年的其他應收款項為人民幣1,311,842,000元(二零一八年：人民幣911,790,000元)。

Note: The amount mainly includes payments paid for potential property development projects and project-related deposits which would be refundable upon completion of the development projects. There is no fixed repayment term for other receivables and the directors consider they are repayable on demand. The other receivables (net of allowance) amounted to RMB16,122,735,000 (2018: RMB12,100,358,000) with aged within one year and RMB1,311,842,000 (2018: RMB911,790,000) aged over one year respectively.

於二零一八年一月一日，來自客戶合約的貿易應收款項為人民幣636,613,000元。

As at 1 January 2018, trade receivables from contracts with customers amounted to RMB636,613,000.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 24. 應收賬款及其他應收款項、按金及預付款項 (續)

以下為於報告期末按協議日期編製的貿易應收款項(經扣除撥備)賬齡分析：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於60日內	Within 60 days	1,025,802	333,073
61至180日	61–180 days	680,405	27,296
181至365日	181–365 days	627,921	175,857
1年以上	Over 1 year	336,672	109,239
		2,670,800	645,465

於接納任何企業客戶前，本集團使用內部信貸評估制度評估潛在客戶的信貸質素。

於二零一九年十二月三十一日，於報告日期末逾期賬面值總額為人民幣298,010,000元(二零一八年：人民幣286,864,000元)的應收賬款，計入本集團的貿易應收款項餘額。於已逾期結餘中，人民幣142,696,000元(二零一八年：人民幣111,007,000元)已逾期90日或以上，而並不視為違約，原因為該等結餘主要來自信譽良好的銀行，且目前正處於完成按揭的程序中。

有關貿易及其他應收款項的減值評估詳情載於附註51。

#### 25. 應收／應付非控股權益款項

應收／應付非控股權益款項為無抵押、免息及須按要求償還。本公司董事預計該等款項將自報告期末起計十二個月內償還。

#### 26. 應收／應付合營企業及聯營公司款項

應收／應付合營企業及聯營公司款項為無抵押、免息及須按要求償還。本公司董事預計該等款項將自報告期末起計十二個月內償還。

#### 24. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables, based on the date of agreement and net of allowance, at the end of the reporting period:

Before accepting any corporate customer, the Group uses an internal credit assessment system to assess the potential customers' credit quality.

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB298,010,000 (2018: RMB286,864,000) which are past due at the end of the reporting period. Out of the past due balances, RMB142,696,000 (2018: RMB111,007,000) has been past due for 90 days or more for which are not considered as in default as those balances are mainly those banks with good quality and pending for completing their mortgage procedures.

Details of impairment assessment of trade and other receivables are set out in note 51.

#### 25. AMOUNTS DUE FROM/TO NON-CONTROLLING INTERESTS

The amounts due from/to non-controlling interests are unsecured, interest-free and are repayable on demand. The directors of the Company expect the amounts will be settled within 12 months from the end of the reporting period.

#### 26. AMOUNTS DUE FROM/TO JOINT VENTURES AND ASSOCIATES

The amounts due from/to joint ventures and associates are unsecured, interest-free and are repayable on demand. The directors of the Company expect the amounts will be settled within 12 months from the end of the reporting period.



## 27. 按公平值計入損益的金融資產

強制按公平值計入損益計量的金融資產：

## 27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
持作買賣的上市證券：	Listed securities held for trading:		
於聯交所上市的股本證券	Equity securities listed on the Stock Exchange	121,051	255,431
於深圳證券交易所上市的股本證券	Equity securities listed on the Shenzhen Stock Exchange	452,710	449,955
		573,761	705,386
按公平值計入損益的金融資產：	Financial assets at FVTPL:		
非上市私人股本投資基金	Unlisted private equity investments fund	526,458	530,256
上市債務證券	Listed debt securities	—	34,297
		1,100,219	1,269,939
就報告目的分析如下：	Analysed for reporting purpose as:		
流動資產	Current assets	573,761	705,386
非流動資產	Non-current assets	526,458	564,553
		1,100,219	1,269,939

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
按貨幣劃分且按公平值計入損益的金融資產分析：	Analysis of financial assets at FVTPL by currency:		
— 以人民幣計值	— Denominated in RMB	452,710	449,955
— 以港元計值	— Denominated in HK\$	323,396	432,897
— 以美元計值	— Denominated in USD	324,113	387,087
		1,100,219	1,269,939

於二零一八年十二月三十一日，本集團抵押按公平值計入損益的金融資產人民幣105,350,000元（二零一九年：無）以擔保本集團獲授銀行及其他借款。

As at 31 December 2018, financial assets at FVTPL of RMB105,350,000 (2019: nil) were pledged to secure bank and other borrowings of the Group.

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### Notes to the Consolidated Financial Statements

#### 28. 按公平值計入其他全面收入的股本工具

#### 28. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
上市投資：	Listed investments:		
於全國中小企業股份轉讓系統上市的股本證券(附註a)	Equity securities listed on the National Equities Exchange and Quotations System (note a)	—	139,500
非上市投資：	Unlisted investments:		
私人實體股本投資(附註b)	Equity investments in private entities (note b)	881,832	779,774
		881,832	919,274

附註：

- (a) 年內，上市投資已由全國中小企業股份轉讓系統私有化，並轉撥至非上市投資。
- (b) 列入非上市投資的私人實體股本投資指本集團在中國大陸成立的私人實體中的股本權益。

Notes:

- (a) During the year, the listed investment has been privatised from the National Equities Exchange and Quotation System and transferred to unlisted investments.
- (b) The equity investments in private entities included in unlisted investments represent the Group's equity interest in private entities established in the PRC.

該等投資並非持作買賣，而是為長遠策略而持有。由於本公司董事認為，確認該等投資計入損益的公平值的短期波動與本集團為長遠持有該等投資及實現其長遠潛在表現的策略不符，因此已選擇將該等股本工具投資指定為按公平值計入其他全面收入。

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

#### 29. 受限制銀行存款／銀行結餘及現金

於二零一九年十二月三十一日，計入綜合財務狀況表銀行結餘及現金內的受限制銀行結餘約為人民幣12,326,098,000元(二零一八年：人民幣7,069,119,000元)，而該受限制銀行結餘僅可用於指定房地產開發項目。

#### 29. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Included in bank balances and cash in the consolidated statement of financial position are restricted bank balances of approximately RMB12,326,098,000 (2018: RMB7,069,119,000) at 31 December 2019, which can only be applied in the designated property development projects.

根據若干銀行貸款協議，本集團須存置若干現金存款作為銀行及其他借款的抵押。有關受限制存款僅於悉數償還相關借款後獲解除。受限制銀行存款分類為流動資產，原因為於報告期末，相關借款須於一年內償還。

Pursuant to certain bank loan agreements, the Group is required to place certain cash deposits as securities for bank and other borrowings. Such restricted deposits will only be released after full repayment of relevant borrowings. The restricted bank deposits are classified as current assets, as the relevant borrowings are repayable within one year as at the end of the reporting period.

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以下的活期存款。銀行結餘按現行市場利率計息。

Bank balances and cash comprise cash held by the Group and demand deposits with an original maturity of three months or less. Bank balances carry prevailing market interest rates.

## 29. 受限制銀行存款／銀行結餘及現金(續)

截至二零一九年十二月三十一日止年度，本集團就銀行結餘執行減值評估並得出結論認為對手方銀行違約可能性不大，因此毋須計提信貸虧損撥備。

受限制銀行存款減值評估的詳情載於附註51。

## 29. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH (Continued)

For the year ended 31 December 2019, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of restricted bank deposits are set out in note 51.

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
按貨幣計算的銀行結餘及現金分析：	Analysis of bank balances and cash by currency:		
－以人民幣計值	－ Denominated in RMB	54,718,177	41,900,266
－以港元計值	－ Denominated in HK\$	972,909	276,029
－以美元計值	－ Denominated in USD	1,554,091	1,099,488
－以其他貨幣計值	－ Denominated in other currencies	7,857	51,778
		57,253,034	43,327,561

## 30. 應付賬款及其他應付款項以及應計開支

## 30. ACCOUNTS AND OTHER PAYABLES AND ACCRUED CHARGES

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
應付賬款	Accounts payables	16,202,197	10,306,115
其他應付款項及應計開支	Other payables and accrued charges	21,118,624	13,456,174
其他應付稅項	Other tax payable	1,762,307	2,125,715
		39,083,128	25,888,004

有關建設的應付賬款及應計開支包括建造成本及其他項目相關開支，該等款項乃根據本集團計量的項目進度支付。

Accounts payables and accrued expenditure on construction comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group.

貿易應付款項的平均信貸期為60日。本集團已制訂財務風險管理政策，以確保所有應付款項均於信貸期限內償付。

The average credit period of trade payables is 60 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 30. 應付賬款及其他應付款項以及應計開支(續)

以下為於報告期末按發票日期編製的應付賬款賬齡分析：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於60日內	Within 60 days	4,907,324	4,541,519
61至180日	61–180 days	3,165,865	1,573,464
181至365日	181–365 days	5,404,230	2,128,060
1年以上	Over 1 year	2,724,778	2,063,072
		16,202,197	10,306,115

其他應付款項及應計開支主要指應計貸款利息及就招標及執行施工合同自承包商收取的各類按金、就潛在物業開發項目收取的臨時付款以及將於開發項目完工時退還的項目相關按金。

#### 30. ACCOUNTS AND OTHER PAYABLES AND ACCRUED CHARGES (Continued)

The following is an aged analysis of accounts payables, based on the invoice date, at the end of the reporting period:

Other payables and accrued charges mainly represent accrued loan interest, various deposits received from contractors in relation to tendering and execution of construction contracts and temporary payments received for potential property development projects and project-related deposits which will be refunded upon completion of the development projects.

#### 31. 合約負債

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
銷售物業	Sales of properties	54,195,700	44,238,431

於二零一八年一月一日，合約負債為人民幣25,548,720,000元。

As at 1 January 2018, contract liabilities amounted to RMB25,548,720,000.

預期合約負債將於本集團一般營運周期內結算。

Contract liabilities are expected to be settled within the Group's normal operating cycle.

下表列示於本年度確認的收入與過往期間履行的履約責任的相關程度。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

### 31. 合約負債 (續)

### 31. CONTRACT LIABILITIES (Continued)

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
計入年初合約負債結餘的已確認收入	Revenue recognised that was included in the contract liabilities balance at the beginning of the year		
– 銷售物業	– Sales of properties	32,523,493	19,622,608

本集團可於客戶訂立買賣協議時自客戶收取30%至100%的合約價值作為按金。於二零一八年十二月三十一日，合約負債於綜合財務狀況表中呈列為已收物業銷售按金。

The Group receives 30%-100% of the contract value as deposits from customers when they sign the sale and purchase agreements. The contract liabilities are presented as deposits received from property sales in the consolidated statement of financial position as at 31 December 2018.

### 32. 租賃負債

### 32. LEASE LIABILITIES

		二零一九年 2019 人民幣千元 RMB'000
<b>應付租賃負債：</b>	<b>Lease liabilities payable:</b>	
一年內	Within one year	58,598
為期一年以上，但不超過兩年	Within a period of more than one year but not more than two years	30,501
為期兩年以上，但不超過五年	Within a period of more than two years but not more than five years	20,674
為期五年以上	Within a period of more than five years	7,766
		117,539
減：流動負債項下所示12個月內到期結算的金額	Less: Amounts due for settlement within 12 months shown under current liabilities	(58,598)
非流動負債項下所示12個月後到期結算的金額	Amounts due for settlement after 12 months shown under non-current liabilities	58,941

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 32. 租賃負債(續)

以有關集團實體的功能貨幣以外貨幣計值的租賃負債載列如下：

#### 32. LEASE LIABILITIES (Continued)

Lease obligations that are denominated in currency other than the functional currency of the relevant group entities are set out below:

	港元 Hong Kong dollars 人民幣千元 RMB'000
於二零一九年十二月三十一日	3,402
As at 31 December 2019	

#### 33. 銀行及其他借款

#### 33. BANK AND OTHER BORROWINGS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
有抵押銀行貸款(附註d)	Bank loans, secured (note d)	50,625,286	36,754,386
雙邊貸款(附註e)	Bilateral loans (note e)	4,012,423	4,572,837
銀團貸款(附註f)	Syndicated loans (note f)	9,128,402	8,576,337
資產擔保證券(「資產擔保證券」) (附註g)	Asset-backed-securities ("ABS") (note g)	1,316,121	—
		65,082,232	49,903,560

於各報告期末的若干銀行及其他借款乃以附註43所載抵押資產及若干附屬公司的股權擔保。

Certain bank and other borrowings as at the end of each reporting period were secured by the pledge of assets set out in note 43 and equity interests in certain subsidiaries.

### 33. 銀行及其他借款(續)

附註：

(a) 借款須按以下償還：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
一年內或按要求	Within one year or on demand	13,941,253	8,842,371
一年以上，但不超過兩年	More than one year, but not exceeding two years	15,245,682	18,182,914
兩年以上，但不超過三年	More than two years, but not exceeding three years	27,950,438	18,095,805
三年以上，但不超過五年	More than three years, but not exceeding five years	7,603,359	4,366,300
五年以上	More than five years	341,500	416,170
減：流動負債項下所示一年內到期金額	Less: Amounts due within one year shown under current liabilities	65,082,232 (13,941,253)	49,903,560 (8,842,371)
一年後到期金額	Amounts due after one year	51,140,979	41,061,189

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
以貨幣劃分的借款分析：	Analysis of borrowings by currency:		
—以人民幣計值	— Denominated in RMB	48,254,985	32,349,891
—以港元計值	— Denominated in HK\$	9,680,245	8,934,116
—以美元計值	— Denominated in USD	7,127,495	8,598,206
—以其他貨幣計值	— Denominated in other currencies	19,507	21,347
		65,082,232	49,903,560

(b) 於二零一九年十二月三十一日，約人民幣18,063,126,000元（二零一八年：人民幣6,846,165,000元）的定息借款按介乎3.00厘至10.6厘（二零一八年：3.54厘至10厘）的年利率計息，令本集團面對公平值利率風險。餘下借款按浮動利率安排，於二零一九年十二月三十一日，實際年利率介乎1.88厘至10.30厘（二零一八年：1.88厘至7.13厘），令本集團面對現金流利率風險。

(b) Fixed-rate borrowings amounted to approximately RMB18,063,126,000 (2018: RMB6,846,165,000) carry interest ranging from 3.00% to 10.6% (2018: 3.54% to 10%) per annum at 31 December 2019 and expose the Group to fair value interest rate risk. The remaining borrowings are arranged at variable rates with effective interest rates ranging from 1.88% to 10.30% (2018: 1.88% to 7.13%) per annum at 31 December 2019, and expose the Group to cash flow interest rate risk.

(c) 於各報告期末的實際利率範圍如下：

(c) The range of effective interest rates at the end of each reporting period are as follows:

		二零一九年 2019	二零一八年 2018
銀行貸款	Bank loans	1.88% – 10.6%	1.88% – 10%

(d) 於二零一九年十二月三十一日，計入本集團銀行貸款的金額約人民幣12,913,568,000元（二零一八年：人民幣1,926,372,000元）乃由本公司若干附屬公司的股權作抵押。

(d) Included in the Group's bank loans, amount of approximately RMB12,913,568,000 (2018: RMB1,926,372,000) as at 31 December 2019 is secured by equity interests of certain subsidiaries of the Company.

(e) 本公司（作為借款方）與多間離岸銀行及融資機構（作為貸款方）訂立融資協議（「雙邊貸款」）。該等貸款的尚未償還總額約為人民幣4,012,400,000元（二零一八年：人民幣4,572,800,000元）。雙邊貸款的年期最多為三年並由本公司若干離岸附屬公司的股權作抵押，並分別由香港銀行同業拆息率（「香港銀行同業拆息率」）加2.25厘至香港銀行同業拆息率加4厘及恒生銀行人民幣最優惠利率加1.90厘的浮動年利率計息。

(e) The Company as borrower, entered into facility agreements with various offshore banks and financial institutions as lenders ("Bilateral loans"). The aggregate outstanding amount under these loans amounted to approximately RMB4,012.4 million (2018: RMB4,572.8 million). The Bilateral loans have terms ranging up to three years and were secured by equity interest of certain offshore subsidiaries of the Company and carried various interest from Hong Kong Inter-bank Offered Rate ("HIBOR") plus 2.25%, to HIBOR plus 4%, and the Hang Seng Bank RMB Prime Rate plus 1.90% per annum.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 33. 銀行及其他借款(續)

附註：(續)

- (f) 於二零一九年八月二十八日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，總額約為2,846,000,000港元，分為兩部分：(i)美元部分合共160,000,000美元；及(ii)港元部分合共1,598,000,000港元，最後期限為自首次動用日期起計四十二個月，並按香港銀行同業拆息率加3.10厘及倫敦銀行同業拆息率(「倫敦銀行同業拆息率」)加3.10厘的年利率計息。

於二零一九年九月二十四日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立額外銀團貸款協議。額外銀團貸款為雙幣種的固定期限貸款融資，總額約為803,000,000港元，分為兩部分：(i)美元部分合共20,000,000美元；及(ii)港元部分合共647,000,000港元連同於二零一九年八月二十八日借入的銀團貸款，兩者期限及利息相同。

於二零一八年三月二十九日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，總額約為1,600,000,000港元，分為兩部分：(i)美元部分合共9,000,000,000美元；及(ii)港元部分合共1,530,000,000港元，最後期限為自首次動用日期起計四十二個月，並按香港銀行同業拆息率加3.32厘的年利率計息。

於二零一七年九月二十日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為美元固定期限貸款，總額為135,000,000美元，最終期限為自首次動用日期起計三年，並按倫敦銀行同業拆息率加3.30厘的年利率計息。

於二零一六年十二月三十日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，分為兩部分：(i)港元部分合共2,920,000,000港元，最後期限為自首次動用日期起計四年，並按香港銀行同業拆息率加3.70厘的年利率計息；及(ii)人民幣部分合共人民幣800,000,000元，最後期限為自首次動用日期起計三年，並按固定年利率4.75厘計息。

- (g) 於二零一九年一月十五日，本公司全資擁有附屬公司旭輝集團股份有限公司(「旭輝中國」)根據以物業銷售未來盈利作抵押的證券化安排發行面值總額人民幣1,370,000,000元於二零二二年一月十五日到期的上海證券交易所(「上交所」)上市資產擔保證券(「二零二二年一月到期資產擔保證券」)。根據該等安排，二零二二年一月到期資產擔保證券的優先部分以面值總額人民幣1,300,000,000元發行，按年利率7.4厘計息，利息每季支付，並由獨立第三方認購；而面值總額為人民幣70,000,000元的二零二二年一月到期資產擔保證券的次級部分已發行，其不計息並已由旭輝中國認購。如發生違約，優先部分較次級部分優先償還。二零二二年一月到期資產擔保證券的實際年利率為7.57厘。

#### 33. BANK AND OTHER BORROWINGS (Continued)

Notes: (Continued)

- (f) On 28 August 2019, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility with an aggregate amount of approximately HK\$2,846 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD160 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK\$1,598 million, with final maturity of forty-two months from the date of first utilisation date and carried interest at HIBOR plus 3.10% and London Inter-bank Offered Rate ("LIBOR") plus 3.10%, per annum.

On 24 September 2019, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into an additional syndicated loan agreement with a group of financial institutions as lenders. The additional syndicated loan is a dual-currency term loan facility with an aggregate amount of approximately HK\$803 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD20 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK\$647 million consolidated with the syndicated loan borrowed on 28 August 2019, carried the same maturity date and interest.

On 29 March 2018, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility with an aggregate amount of approximately HK\$1,600 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD9 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK\$1,530 million, with final maturity of forty-two months from the date of first utilisation date and carried interest at HIBOR plus 3.32% per annum.

On 20 September 2017, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a USD term loan with an aggregate amount of USD135 million with final maturity of three years from the date of first utilisation date and carried interest at LIBOR plus 3.30% per annum.

On 30 December 2016, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility divided into two tranches: (i) Hong Kong dollars tranche with an aggregate amount of HK\$2,920 million with final maturity of four years from the date of first utilisation date and carried interest at HIBOR plus 3.70% per annum; and (ii) Renminbi tranche with an aggregate amount of RMB800 million, with final maturity of three years from the date of first utilisation date and carried fixed interest of 4.75% per annum.

- (g) On 15 January 2019, CIFI Group Co., Ltd. ("CIFI PRC"), a wholly owned subsidiary of the Company, issued ABS ("January 2022 due ABS") which is listed on the Shanghai Stock Exchange ("SSE") under securitisation arrangements collateralised by the future earnings relating to property sale with maturity on 15 January 2022 at a total nominal amount of RMB1,370,000,000. Under the arrangements, priority portion of January 2022 due ABS were issued with aggregate nominal value of RMB1,300,000,000 which carry interests of 7.4% per annum, interests payable quarterly and were subscribed by independent third parties, while secondary portion of January 2022 due ABS with aggregate nominal value of RMB70,000,000 were issued, interest-free and were subscribed by CIFI PRC. The priority portion takes priority over the secondary portion in event of default. The effective interest of January 2022 due ABS is 7.57% per annum.

## 34. 優先票據

## 34. SENIOR NOTES

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
以美元計值的優先票據：	Senior notes denominated in USD:		
二零二零年六月到期優先票據(附註a)	Senior notes due in June 2020 (note a)	–	2,807,504
二零二二年一月到期優先票據(附註b)	Senior notes due in January 2022 (note b)	4,024,308	3,877,490
二零二三年一月到期優先票據(附註c)	Senior notes due in January 2023 (note c)	2,114,448	2,068,299
二零二一年四月到期優先票據(附註d)	Senior notes due in April 2021 (note d)	3,559,747	3,450,757
二零二零年五月到期優先票據(附註e)	Senior notes due in May 2020 (note e)	2,159,849	2,074,663
二零二一年三月到期優先票據(附註g)	Senior notes due in March 2021 (note g)	2,859,133	–
二零二三年二月到期優先票據(附註h)	Senior notes due in February 2023 (note h)	2,129,898	–
二零二四年三月到期優先票據(附註i)	Senior notes due in March 2024 (note i)	3,881,389	–
二零二四年十一月到期優先票據(附註j)	Senior notes due in November 2024 (note j)	3,498,239	–
以人民幣計值的優先票據：	Senior notes denominated in RMB:		
二零二零年九月到期優先票據(附註f)	Senior notes due in September 2020 (note f)	1,030,507	1,014,901
二零二二年四月到期優先票據(附註k)	Senior notes due in April 2022 (note k)	1,607,026	–
		26,864,544	15,293,614
減：計入流動負債內的一年內到期金額	Less: Amounts due within one year included in current liabilities	(3,190,356)	–
計入非流動負債內的一年後到期金額	Amounts due after one year included in non-current liabilities	23,674,188	15,293,614

附註：

Notes:

- (a) 於二零一五年六月五日，本公司以折讓0.509%發行面值總額達400,000,000美元的有擔保定息優先票據(「二零二零年六月到期票據」)，以年利率7.75厘的定息計息(須每半年支付一次利息)，並將於二零二零年六月五日悉數償還。

倘於下文所示任何年度六月五日開始的十二個月期間贖回，則本公司可於二零一八年六月五日或之後隨時及不時，按相等於下文載列的本金總額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二零年六月到期票據：

- (a) On 5 June 2015, the Company issued guaranteed fixed rate senior notes at discount of 0.509% with aggregate nominal value of USD400,000,000 (the "June 2020 due Notes") which carry fixed interest of 7.75% per annum (interest payable semi-annually in arrears) and will be fully repayable by 5 June 2020.

At any time and from time to time on or after 5 June 2018, the Company may redeem the June 2020 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 5 June of any year set forth below:

期間	Period	贖回價 Redemption price
二零一九年	2019	101.9375%

於二零一九年六月五日，本公司按相當於本金總額101.9375%的贖回價加上應計及未付利息，贖回二零二零年六月到期票據的本金總額150,000,000美元。於二零一九年八月四日，本公司按相當於本金總額101.9375%的贖回價加上應計及未付利息，贖回二零二零年六月到期票據的本金總額250,000,000美元。該贖回導致年內在損益確認約人民幣44,043,000元的總虧損(附註7)。

On 5 June 2019, the Company redeemed an aggregate principal amount of USD150,000,000 of the June 2020 due Notes at a redemption price equal to 101.9375% of the principal amount plus the accrued and unpaid interest. On 4 August 2019, the Company redeemed an aggregate principal amount of USD250,000,000 of the June 2020 due Notes at a redemption price equal to 101.9375% of the principal amount plus the accrued and unpaid interest. The redemption resulted in a total loss of RMB44,043,000 (note 7) recognised in profit or loss during the year.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 優先票據 (續)

附註：(續)

- (b) 於二零一七年一月二十四日，本公司發行面值總額達285,000,000美元的有擔保定息優先票據（「二零二二年一月到期原票據」），以年利率5.5厘的定息計息（須每半年支付一次利息），並將於二零二二年一月二十三日悉數償還。

於二零一八年十月八日，本公司發行面值總額達300,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二二年一月到期原票據（統稱「二零二二年一月到期票據」）合併並組成單一系列。二零二二年一月到期票據按固定年利率5.5厘計息（須每半年支付一次利息），並將於二零二二年一月二十三日悉數償還。

就二零二二年一月到期票據而言，本公司可於二零二二年一月二十三日隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二二年一月到期票據本金額105.5%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二二年一月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二二年一月二十三日隨時及不時，按二零二二年一月到期票據本金額100%的贖回價，另加二零二二年一月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二二年一月到期票據。

「二零二二年一月適用溢價」指於任何贖回日期，就二零二二年一月到期票據而言，(1)二零二二年一月到期票據本金額的1.00%與(2)(A)(i)二零二二年一月到期票據於二零二二年一月二十三日的贖回價加(ii)直至二零二二年一月二十三日二零二二年一月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按相當於經調整國債利率加100個基點的貼現率計算）超出(B)於有關贖回日期二零二二年一月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度一月二十三日開始的十二個月期間贖回，則本公司可於二零二二年一月二十三日或之後隨時及不時，按相等於下文載列的本金額百分比的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回全部或部分二零二二年一月到期票據：

期間	Period	贖回價 Redemption price
二零二零年	2020	102.750%
二零二一年	2021	101.375%

#### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (b) On 24 January 2017, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD285,000,000 (the "Original January 2022 due Notes") which carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2022.

On 8 October 2018, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000, which is consolidated and formed a single class with the Original January 2022 due Notes (collectively referred to as the "January 2022 due Notes"). The January 2022 due Notes carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2022.

For the January 2022 due Notes, at any time and from time to time prior to 23 January 2020, the Company may redeem up to 35% of the aggregate principal amount of the January 2022 due Notes at a redemption price of 105.5% of the principal amount of the January 2022 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 January 2020, the Company may at its option redeem the January 2022 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2022 due Notes plus the January 2022 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"January 2022 Applicable Premium" means with respect to the January 2022 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such January 2022 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such January 2022 due Notes on 23 January 2020 plus (ii) all required remaining scheduled interest payments due on such January 2022 due Notes through 23 January 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such January 2022 due Notes on such redemption date.

At any time and from time to time on or after 23 January 2020, the Company may redeem the January 2022 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 23 January of any year set forth below:

### 34. 優先票據 (續)

附註：(續)

- (c) 於二零一八年一月二十三日，本公司發行面值總額達300,000,000美元有擔保定息優先票據(「二零二三年一月到期票據」)，按固定年利率5.5厘計息(須每半年支付一次利息)並將於二零二三年一月二十三日悉數償還。

就二零二三年一月到期票據而言，本公司可於二零二一年一月二十三日隨時及不時，運用出售其股本發售內普通證券的所得款項現金淨額，按二零二三年一月到期票據本金額105.5%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回二零二三年一月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二一年一月二十三日隨時及不時，按二零二三年一月到期票據截至贖回日期的本金額100%的贖回價，另加截至贖回日期的二零二三年一月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二三年一月到期票據。

「二零二三年一月適用溢價」指於任何贖回日期，就二零二三年一月到期票據而言，(1)二零二三年一月到期票據本金額的1.00%與(2)(A)(i)二零二三年一月到期票據於二零二一年一月二十三日的贖回價加(ii)直至二零二一年一月二十三日二零二三年一月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二三年一月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度一月二十三日開始的十二個月期間贖回，則本公司可於二零二一年一月二十三日或之後隨時及不時，按相等於下文載列的本金額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二三年一月到期票據：

期間	Period	贖回價 Redemption price
二零二一年	2021	102.750%
二零二二年	2022	101.375%

### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (c) On 23 January 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "January 2023 due Notes") which carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2023.

For the January 2023 due Notes, at any time and from time to time prior to 23 January 2021, the Company may redeem up to 35% of the aggregate principal amount of the January 2023 due Notes at a redemption price of 105.5% of the principal amount of the January 2023 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 January 2021, the Company may at its option redeem the January 2023 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2023 due Notes plus the January 2023 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"January 2023 Applicable Premium" means with respect to the January 2023 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such January 2023 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such January 2023 due Notes on 23 January 2021 plus (ii) all required remaining scheduled interest payments due on such January 2023 due Notes through 23 January 2021 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such January 2023 due Notes on such redemption date.

At any time and from time to time on or after 23 January 2021, the Company may redeem the January 2023 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 23 January of any year set forth below:

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 優先票據 (續)

附註：(續)

- (d) 於二零一八年四月二十三日，本公司發行面值總額達500,000,000美元的有擔保息優先票據(「二零二一年四月到期票據」)，按固定年利率6.875厘計息(須每半年支付一次利息)，並將於二零二一年四月二十三日悉數償還。

就二零二一年四月到期票據而言，本公司可於二零二一年四月二十三日隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二一年四月到期票據本金額106.875%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回二零二一年四月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二一年四月二十三日隨時及不時，按二零二一年四月到期票據截至贖回日期的本金額100%的贖回價，另加截至贖回日期的二零二一年四月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二一年四月到期票據。

「二零二一年四月適用溢價」指於任何贖回日期就二零二一年四月到期票據而言，(1)二零二一年四月到期票據本金額的1.00%與(2)(A)(i)二零二一年四月到期票據於二零二一年四月二十三日的贖回價加(ii)直至二零二一年四月二十三日二零二一年四月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二一年四月到期票據本金額的款額兩者之間的較高者。

本公司可於二零二一年四月二十三日或之後隨時及不時，按相等於二零二一年四月到期票據本金額102%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二一年四月到期票據。

- (e) 於二零一八年五月二日，本公司發行面值總額達300,000,000美元的有擔保息優先票據(「二零二二年五月到期票據」)，按固定年利率6.375厘計息(須每半年支付一次利息)，並將於二零二二年五月二日悉數償還。

就二零二二年五月到期票據而言，本公司可於二零二二年五月二日隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二二年五月到期票據本金額106.375%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回二零二二年五月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二二年五月二日隨時及不時，按二零二二年五月到期票據截至贖回日期的本金額100%的贖回價，另加截至贖回日期的二零二二年五月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二二年五月到期票據。

「二零二二年五月適用溢價」指於任何贖回日期，就二零二二年五月到期票據而言，(1)二零二二年五月到期票據本金額的1.00%與(2)(A)(i)二零二二年五月到期票據於二零二二年五月二日的贖回價加(ii)直至二零二二年五月二日二零二二年五月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二二年五月到期票據本金額的款額兩者之間的較高者。

#### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (d) On 23 April 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD500,000,000 (the "April 2021 due Notes") which carry fixed interest of 6.875% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 April 2021.

For the April 2021 due Notes, at any time and from time to time prior to 23 April 2020, the Company may redeem up to 35% of the aggregate principal amount of the April 2021 due Notes at a redemption price of 106.875% of the principal amount of the April 2021 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 April 2020, the Company may at its option redeem the April 2021 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the April 2021 due Notes plus the April 2021 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"April 2021 Applicable Premium" means with respect to the April 2021 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such April 2021 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such April 2021 due Notes on 23 April 2020 plus (ii) all required remaining scheduled interest payments due on such April 2021 due Notes through 23 April 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such April 2021 due Notes on such redemption date.

At any time and from time to time on or after 23 April 2020, the Company may redeem the April 2021 due Notes, in whole or in part, at a redemption price equal to 102% of principal amount of the April 2021 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date.

- (e) On 2 May 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "May 2020 due Notes") which carry fixed interest of 6.375% per annum (interest payable semi-annually in arrears) and will be fully repayable by 2 May 2020.

For the May 2020 due Notes, at any time and from time to time prior to 2 May 2020, the Company may redeem up to 35% of the aggregate principal amount of the May 2020 due Notes at a redemption price of 106.375% of the principal amount of the May 2020 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 2 May 2020, the Company may at its option redeem the May 2020 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the May 2020 due Notes plus the May 2020 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"May 2020 Applicable Premium" means with respect to the May 2020 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such May 2020 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such May 2020 due Notes on 2 May 2020 plus (ii) all required remaining scheduled interest payments due on such May 2020 due Notes through 2 May 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such May 2020 due Notes on such redemption date.



### 34. 優先票據 (續)

附註：(續)

- (f) 於二零一八年九月二十日，本公司發行面值總額達人民幣100,000,000元的有擔保定息優先票據（「二零二零年九月到期票據」），按固定年利率7.75厘計息（須每半年支付一次利息），並將於二零二零年九月二十日悉數償還。

就二零二零年九月到期票據而言，本公司可於二零二零年九月二十日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二零年九月到期票據本金額107.75%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二零年九月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二零年九月二十日前隨時及不時，按二零二零年九月到期票據截至贖回日期的本金額100%的贖回價，另加截至贖回日期的二零二零年九月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二零年九月到期票據。

「二零二零年九月適用溢價」指於任何贖回日期，就二零二零年九月到期票據而言，(1)二零二零年九月到期票據本金額的1.00%與(2)(A)(i)二零二零年九月到期票據於二零二零年九月二十日的贖回價加(ii)直至二零二零年九月二十日二零二零年九月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按每年2.50%的貼現率計算）超出(B)於有關贖回日期二零二零年九月到期票據本金額的款額兩者之間的較高者。

- (g) 於二零一九年一月二日，本公司發行面值總額達400,000,000美元的有擔保定息優先票據（「二零二一年三月到期票據」），按固定年利率7.625厘計息（須每半年支付一次利息），並將於二零二一年三月二日悉數償還。

二零二一年三月到期票據而言，本公司可於二零二一年三月二日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二一年三月到期票據本金額107.625%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二一年三月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二一年三月二日前隨時及不時，按二零二一年三月到期票據截至贖回日期的本金額100%的贖回價，另加截至贖回日期的二零二一年三月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二一年三月到期票據。

「二零二一年三月適用溢價」指於任何贖回日期，就二零二一年三月到期票據而言，(1)二零二一年三月到期票據本金額的1.00%與(2)(A)(i)二零二一年三月到期票據於二零二一年三月二日的贖回價加(ii)直至二零二一年三月二日二零二一年三月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按相當於經調整國債利率加100個基點的貼現率計算）超出(B)於有關贖回日期二零二一年三月到期票據本金額的款額兩者之間的較高者。

### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (f) On 20 September 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of RMB1,000,000,000 (the “September 2020 due Notes”) which carry fixed interest of 7.75% per annum (interest payable semi-annually in arrears) and will be fully repayable by 20 September 2020.

For the September 2020 due Notes, at any time and from time to time prior to 20 September 2020, the Company may redeem up to 35% of the aggregate principal amount of the September 2020 due Notes at a redemption price of 107.75% of the principal amount of the September 2020 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 20 September 2020, the Company may at its option redeem the September 2020 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the September 2020 due Notes plus the September 2020 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

“September 2020 Applicable Premium” means with respect to the September 2020 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such September 2020 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such September 2020 due Notes on 20 September 2020 plus (ii) all required remaining scheduled interest payments due on such September 2020 due Notes through 20 September 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate of 2.50% per annum, over (B) the principal amount of such September 2020 due Notes on such redemption date.

- (g) On 2 January 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD400,000,000 (the “March 2021 due Notes”) which carry fixed interest of 7.625% per annum (interest payable semi-annually in arrears) and will be fully repayable by 2 March 2021.

For the March 2021 due Notes, at any time and from time to time prior to 2 March 2021, the Company may redeem up to 35% of the aggregate principal amount of the March 2021 due Notes at a redemption price of 107.625% of the principal amount of the March 2021 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 2 March 2021, the Company may at its option redeem the March 2021 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the March 2021 due Notes plus the March 2021 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

“March 2021 Applicable Premium” means with respect to the March 2021 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such March 2021 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such March 2021 due Notes on 2 March 2021 plus (ii) all required remaining scheduled interest payments due on such March 2021 due Notes through 2 March 2021 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such March 2021 due Notes on such redemption date.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 優先票據 (續)

附註：(續)

- (h) 於二零一九年二月二十八日，本公司發行面值總額達300,000,000美元的有擔保定息優先票據（「二零二三年二月到期票據」），按固定年利率7.625厘計息（須每半年支付一次利息），並將於二零二三年二月二十八日悉數償還。

就二零二三年二月到期票據而言，本公司可於二零二一年二月二十八日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二三年二月到期票據本金額107.625%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二三年二月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二一年二月二十八日前隨時及不時，按二零二三年二月到期票據本金額100%的贖回價，另加截至贖回日期的二零二三年二月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二三年二月到期票據。

「二零二三年二月適用溢價」指於任何贖回日期，就二零二三年二月到期票據而言，(1)二零二三年二月到期票據本金額的1.00%與(2)(A)(i)二零二三年二月到期票據於二零二一年二月二十八日的贖回價加(ii)直至二零二一年二月二十八日二零二三年二月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按相當於經調整國債利率加100個基點的貼現率計算）超出(B)於有關贖回日期二零二三年二月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度二月二十八日開始的十二個月期間贖回，則本公司可於二零二一年二月二十八日或之後隨時及不時按相等於下文載列的本金額百分比的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回全部或部分二零二三年二月到期票據：

期間	Period	贖回價 Redemption price
二零二一年	2021	103.8125%
二零二二年	2022	101.0000%

#### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (h) On 28 February 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "February 2023 due Notes") which carry fixed interest of 7.625% per annum (interest payable semi-annually in arrears) and will be fully repayable by 28 February 2023.

For the February 2023 due Notes, at any time and from time to time prior to 28 February 2021, the Company may redeem up to 35% of the aggregate principal amount of the February 2023 due Notes at a redemption price of 107.625% of the principal amount of the February 2023 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 28 February 2021, the Company may at its option redeem the February 2023 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the February 2023 due Notes plus the February 2023 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"February 2023 Applicable Premium" means with respect to the February 2023 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such February 2023 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such February 2023 due Notes on 28 February 2021 plus (ii) all required remaining scheduled interest payments due on such February 2023 due Notes through 28 February 2021 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such February 2023 due Notes on such redemption date.

At any time and from time to time on or after 28 February 2021, the Company may redeem the February 2023 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 28 February of any year set forth below:



### 34. 優先票據 (續)

附註：(續)

- (i) 於二零一九年三月二十八日，本公司發行面值總額達255,000,000美元的有擔保定息優先票據（「二零二四年三月到期票據」），按固定年利率6.55厘計息（須每半年支付一次利息），並將於二零二四年三月二十八日悉數償還。

於二零一九年七月八日，本公司發行面值總額達300,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二四年三月到期原票據（統稱「二零二四年三月到期票據」）合併並組成單一系列。二零二四年三月到期票據按固定年利率6.55厘計息（須每半年支付一次利息），並將於二零二四年三月二十八日悉數償還。

就二零二四年三月到期票據而言，本公司可於二零二二年三月二十八日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二四年三月到期票據本金額106.55%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二四年三月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二二年三月二十八日前隨時及不時，按二零二四年三月到期票據本金額100%的贖回價，另加截至贖回日期的二零二四年三月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二四年三月到期票據。

「二零二四年三月適用溢價」指於任何贖回日期，就二零二四年三月到期票據而言，(1)二零二四年三月到期票據本金額的1.00%與(2)(A)(i)二零二四年三月到期票據於二零二二年三月二十八日的贖回價加(ii)直至二零二二年三月二十八日二零二四年三月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按相當於經調整國債利率加100個基點的貼現率計算）超出(B)於有關贖回日期二零二四年三月到期票據本金額的款額兩者之間的較高者。

### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (i) On 28 March 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD255,000,000 (the “Original March 2024 due Notes”) which carry fixed interest of 6.55% per annum (interest payable semi-annually in arrears) and will be fully repayable by 28 March 2024.

On 8 July 2019, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000, which is consolidated and formed a single class with the Original March 2024 due Notes (collectively referred to as the “March 2024 due Notes”). The March 2024 due Notes carry fixed interest of 6.55% per annum (interest payable semi-annually in arrears) and will be fully repayable by 28 March 2024.

For the March 2024 due Notes, at any time and from time to time prior to 28 March 2022, the Company may redeem up to 35% of the aggregate principal amount of the March 2024 due Notes at a redemption price of 106.55% of the principal amount of the March 2024 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 28 March 2022, the Company may at its option redeem the March 2024 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the March 2024 due Notes plus the March 2024 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

“March 2024 Applicable Premium” means with respect to the March 2024 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such March 2024 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such March 2024 due Notes on 28 March 2022 plus (ii) all required remaining scheduled interest payments due on such March 2024 due Notes through 28 March 2022 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such March 2024 due Notes on such redemption date.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 優先票據 (續)

附註：(續)

(i) (續)

倘於下文所示任何年度三月二十八日開始的十二個月期間贖回，則本公司可於二零二二年三月二十八日或之後隨時及不時按相等於下文載列的本金額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二四年三月到期票據：

期間	Period	贖回價 Redemption price
二零二二年	2022	103.275%
二零二三年	2023	101.000%

(j) 於二零一九年十月二十九日，本公司發行面值總額達400,000,000美元的有擔保定息優先票據(「二零二四年十一月到期票據」)，按固定年利率6.45厘計息(須每半年支付一次利息)，並將於二零二四年十一月七日悉數償還。

於二零一九年十一月六日，本公司發行面值總額達100,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二四年十一月到期票據(統稱「二零二四年十一月到期票據」)合併並組成單一系列。二零二四年十一月到期票據按固定年利率6.45厘計息(須每半年支付一次利息)，並將於二零二四年十一月七日悉數償還。

就二零二四年十一月到期票據而言，本公司可於二零二二年十一月七日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二四年十一月到期票據本金額106.45%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回二零二四年十一月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二二年十一月七日前隨時及不時，按二零二四年十一月到期票據本金額100%的贖回價，另加截至贖回日期的二零二四年十一月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二四年十一月到期票據。

「二零二四年十一月適用溢價」指於任何贖回日期，就二零二四年十一月到期票據而言，(1)二零二四年十一月到期票據本金額的1.00%與(2)(A)(i)二零二四年十一月到期票據於二零二二年十一月七日的贖回價加(ii)直至二零二二年十一月七日二零二四年十一月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二四年十一月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度十一月七日開始的十二個月期間贖回，則本公司可於二零二二年十一月七日或之後隨時及不時按相等於下文載列的本金額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二四年十一月到期票據：

期間	Period	贖回價 Redemption price
二零二二年	2022	103.2250%
二零二三年	2023	101.0000%

#### 34. SENIOR NOTES (Continued)

Notes: (Continued)

(i) (Continued)

At any time and from time to time on or after 28 March 2022, the Company may redeem the March 2024 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 28 March of any year set forth below:

(j) On 29 October 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD400,000,000 (the "Original November 2024 due Notes") which carry fixed interest of 6.45% per annum (interest payable semi-annually in arrears) and will be fully repayable by 7 November 2024.

On 6 November 2019, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD100,000,000, which is consolidated and formed a single class with the Original November 2024 due Notes (collectively referred to as the "November 2024 due Notes"). The November 2024 due Notes carry fixed interest of 6.45% per annum (interest payable semi-annually in arrears) and will be fully repayable by 7 November 2024.

For the November 2024 due Notes, at any time and from time to time prior to 7 November 2022, the Company may redeem up to 35% of the aggregate principal amount of the November 2024 due Notes at a redemption price of 106.45% of the principal amount of the November 2024 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 7 November 2022, the Company may at its option redeem the November 2024 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the November 2024 due Notes plus the November 2024 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"November 2024 Applicable Premium" means with respect to the November 2024 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such November 2024 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such November 2024 due Notes on 7 November 2022 plus (ii) all required remaining scheduled interest payments due on such November 2024 due Notes through 7 November 2022 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such November 2024 due Notes on such redemption date.

At any time and from time to time on or after 7 November 2022, the Company may redeem the November 2024 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 7 November of any year set forth below:

### 34. 優先票據 (續)

附註：(續)

- (k) 於二零一九年七月十六日，本公司發行面值總額達人民幣1,600,000,000元的有擔保定息優先票據（「二零二二年四月到期票據」），按固定年利率6.70厘計息（須每半年支付一次利息），並將於二零二二年四月二十三日悉數償還。

就二零二二年四月到期票據而言，本公司可於二零二一年七月二十三日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二二年四月到期票據本金額106.70%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回二零二二年四月到期票據本金總額的最多35%（須受若干條件限制）。此外，本公司可於二零二一年七月二十三日前隨時及不時，按二零二二年四月到期票據本金額100%的贖回價，另加截至贖回日期的二零二二年四月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二二年四月到期票據。

「二零二二年四月適用溢價」指於任何贖回日期，就二零二二年四月到期票據而言，(1)二零二二年四月到期票據本金額的1.00%與(2)(A)(i)二零二二年四月到期票據於二零二二年四月二十三日的贖回價加(ii)直至二零二二年四月二十三日二零二二年四月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按年貼現率2.50%計算）超出(B)於有關贖回日期二零二二年四月到期票據本金額的款額兩者之間的較高者。

本公司可於二零二一年七月二十三日或之後隨時及不時，按相等於二零二二年四月到期票據本金額103.35%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回全部或部分二零二二年四月到期票據。

除於新加坡證券交易所有限公司（「新交所」）上市的二零二零年五月到期票據外，本公司發行的優先票據均於聯交所上市。彼等為本公司的無抵押優先責任，並由若干本公司現有附屬公司（不包括根據中國法律成立的附屬公司）擔保。該等擔保實際上從屬於各擔保人的其他已抵押責任，並以作為抵押的資產價值為限。

董事認為，於初步確認及報告期末，提早贖回購股權的公平值並不重大。

以美元計值的優先票據於二零一九年十二月三十一日的賬面淨值以扣除發行開支合共3,360,083,000美元（相當於約人民幣23,443,638,000元（二零一八年：2,023,662,000美元（相當於約人民幣13,020,148,000元））後列示。

### 34. SENIOR NOTES (Continued)

Notes: (Continued)

- (k) On 16 July 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of RMB1,600,000,000 (the “April 2022 due Notes”) which carry fixed interest of 6.70% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 April 2022.

For the April 2022 due Notes, at any time and from time to time prior to 23 July 2021, the Company may redeem up to 35% of the aggregate principal amount of the April 2022 due Notes at a redemption price of 106.70% of the principal amount of the April 2022 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 July 2021, the Company may at its option redeem the April 2022 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the April 2022 due Notes plus the April 2022 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

“April 2022 Applicable Premium” means with respect to the April 2022 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such April 2022 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such April 2022 due Notes on 23 April 2022 plus (ii) all required remaining scheduled interest payments due on such April 2022 due Notes through 23 April 2022 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate of 2.50% per annum, over (B) the principal amount of such April 2022 due Notes on such redemption date.

At any time and from time to time on or after 23 July 2021, the Company may redeem the April 2022 due Notes, in whole or in part, at a redemption price equal to 103.35% of principal amount of the April 2022 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date.

The senior notes issued by the Company, other than the May 2020 due Notes which are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”), are listed on the Stock Exchange. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those established under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

In the opinion of the directors, the fair values of the early redemption options are insignificant at initial recognition and at the end of the reporting period.

The net carrying amounts of senior notes denominated in USD as at 31 December 2019 are stated at net of issue expenses totalling USD3,360,083,000, equivalent to approximately RMB23,443,638,000 (2018: USD2,023,662,000, equivalent to approximately RMB13,020,148,000).

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 優先票據 (續)

優先票據的實際年利率載列如下：

二零二零年六月到期優先票據	Senior notes due in June 2020	9.06%
二零二二年一月到期優先票據	Senior notes due in January 2022	6.28%
二零二三年一月到期優先票據	Senior notes due in January 2023	5.87%
二零二一年四月到期優先票據	Senior notes due in April 2021	8.14%
二零二零年五月到期優先票據	Senior notes due in May 2020	8.53%
二零二一年三月到期優先票據	Senior notes due in March 2021	8.85%
二零二三年二月到期優先票據	Senior notes due in February 2023	8.22%
二零二四年三月到期優先票據	Senior notes due in March 2024	7.14%
二零二四年十一月到期優先票據	Senior notes due in November 2024	7.07%
二零二零年九月到期優先票據	Senior notes due in September 2020	9.27%
二零二二年四月到期優先票據	Senior notes due in April 2022	8.11%

年內所有優先票據的變動載列如下：

#### 34. SENIOR NOTES (Continued)

The effective interest rate per annum of the senior notes are set out below:

The movements of all senior notes for the year are set out below:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	15,293,614	4,498,124
於發行日期的初步公平值	Initial fair values on the dates of issuance	13,307,860	9,702,142
提早贖回優先票據	Early redemption of senior notes	(2,844,121)	—
匯兌虧損	Exchange loss	728,576	798,894
利息開支(附註8)	Interest expense (note 8)	1,673,031	853,797
年內已付利息	Interest paid during the year	(1,294,416)	(559,343)
於十二月三十一日的賬面值	Carrying amount as at 31 December	26,864,544	15,293,614

經參考聯交所及新交所所報市價，所有優先票據於二零一九年十二月三十一日的公平值總額達約人民幣27,139,330,000元(二零一八年：人民幣14,830,154,000元)。

The aggregated fair value of all the senior notes at 31 December 2019 with reference to the quoted market price available on the Stock Exchange and the SGX-ST amounted to approximately RMB27,139,330,000 (2018: RMB14,830,154,000).

### 35. 公司債券

### 35. CORPORATE BONDS

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
以人民幣計值的公司債券：	Corporate bonds denominated in RMB:		
二零二零年十月及二零二零年十一月 到期的公司債券(附註a)	Corporate bonds due in October 2020 & November 2020 (note a)	619,631	619,237
二零二一年九月到期的公司債券 (附註b)	Corporate bonds due in September 2021 (note b)	4,020,958	4,035,767
二零二二年三月及二零二三年三月 到期的公司債券(附註c)	Corporate bonds due in March 2022 & March 2023 (note c)	3,674,234	3,671,997
二零二一年八月到期的公司債券 (附註d)	Corporate bonds due in August 2021 (note d)	2,548,550	2,545,479
二零二二年九月到期的公司債券 (附註e)	Corporate bonds due in September 2022 (note e)	888,422	887,657
		11,751,795	11,760,137
減：計入流動負債內的一年內到期金額	Less: amounts due within one year included in current liabilities	(4,006,799)	(3,646,140)
計入非流動負債內的一年後到期金額	Amounts due after one year included in non-current liabilities	7,744,996	8,113,997

附註：

Notes:

(a) 於二零一五年十月十四日，旭輝中國發行的人民幣3,495,000,000元的公開發行公司債券(「首期二零二零年十月到期人民幣債券」，於上交所上市)。首期二零二零年十月到期人民幣債券以年利率4.95厘計息及利息每年支付一次。首期二零二零年十月到期人民幣債券將於二零二零年十月十三日到期，除非持有人提早向旭輝中國售回債券。

於二零一五年十一月十二日，旭輝中國發行人民幣500,000,000元的公開發行公司債券(「第二期二零二零年十一月到期人民幣債券」，於上交所上市)。第二期二零二零年十一月到期人民幣債券以年利率5.96厘計息及利息每年支付一次。第二期二零二零年十一月到期人民幣債券將於二零二零年十一月十一日到期。

於二零一八年八月八日，旭輝中國將首期二零二零年十月到期人民幣債券的年利率由4.95厘調整至5.2厘。有關調整自二零一八年十月十四日起生效。

於起始日期後的第三年年末，旭輝中國(作為發行人)有權調整利率，而首期二零二零年十月到期人民幣債券的持有人可選擇按其本金額向旭輝中國售回全部或部分債券或持有至到期。

於二零一八年九月十四日，持有人按贖回價人民幣3,374,438,000元贖回首期二零二零年十月到期人民幣債券本金額人民幣3,374,438,000元。

(a) On 14 October 2015, CIFI PRC issued public corporate bonds of RMB3,495,000,000 ("First Tranche October 2020 due RMB Bond") which are listed on the SSE. First Tranche October 2020 due RMB Bond carry interest at rate of 4.95% per annum and interest is payable annually. First Tranche October 2020 due RMB Bond will mature on 13 October 2020 unless the holders sell back the bonds to CIFI PRC earlier.

On 12 November 2015, CIFI PRC issued public corporate bonds of RMB500,000,000 ("Second Tranche November 2020 due RMB Bond") which are listed on the SSE. Second Tranche November 2020 due RMB Bond carry interest at rate of 5.96% per annum and interest is payable annually. Second Tranche November 2020 due RMB Bond will mature on 11 November 2020.

On 8 August 2018, CIFI PRC adjusted the interest rate of First Tranche October 2020 due RMB Bond from 4.95% per annum to 5.2% per annum. Such adjustment became effective from 14 October 2018.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche October 2020 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to maturity.

On 14 September 2018, the holders redeemed RMB3,374,438,000 principal amount of the First Tranche October 2020 due RMB Bond at a redemption price of RMB3,374,438,000.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 35. 公司債券 (續)

附註：(續)

- (b) 於二零一六年九月二十六日，旭輝中國發行人民幣4,000,000,000元的非公開發行公司債券（於上交所上市），其中包括：(i)本金額人民幣3,500,000,000元（「首期二零二一年九月到期人民幣債券」）及(ii)本金額人民幣500,000,000元（「第二期二零二一年九月到期人民幣債券」）。首期二零二一年九月到期人民幣債券以年利率4.30厘計息及利息每年支付一次。首期二零二一年九月到期人民幣債券將於二零二一年九月二十六日到期，除非持有人提早向旭輝中國售回債券。第二期二零二一年九月到期人民幣債券以年利率5.50厘計息及利息每年支付一次。第二期二零二一年九月到期人民幣債券將於二零二一年九月二十六日到期。

於起始日期後的第三年年末，旭輝中國（作為發行人）有權調整利率，而首期二零二一年九月到期人民幣債券的持有人可選擇於該日按其本金額向旭輝中國售回全部或部分債券或持有至到期。

於二零一九年八月二十三日，旭輝中國將首期二零二一年九月到期人民幣債券的年利率由4.30%調整為6.00%。該調整自二零一九年九月二十六日起生效。

於二零一九年九月二十六日，持有人按贖回價人民幣830,000,000元贖回首期二零二一年九月到期人民幣債券本金額人民幣830,000,000元，而本金額為人民幣827,000,000元的已贖回首期二零二一年九月到期人民幣債券於上交所掛牌出售，並以人民幣809,500,000元售出。

- (c) 於二零一八年三月二十二日，旭輝中國發行人民幣800,000,000元的非公開發行公司債券（「首期二零二二年三月到期人民幣債券」，於上交所上市）。首期二零二二年三月到期人民幣債券以年利率6.50厘計息及利息每年支付一次。首期二零二二年三月到期人民幣債券將於二零二二年三月二十二日到期，除非持有人提早向旭輝中國售回債券。

於二零一八年三月二十二日，旭輝中國發行人民幣2,700,000,000元的非公開發行公司債券（「第二期二零二三年三月到期人民幣債券」，於上交所上市）。第二期二零二三年三月到期人民幣債券以年利率6.80厘計息及利息每年支付一次。第二期二零二三年三月到期人民幣債券將於二零二三年三月二十二日到期。

於起始日期後的第二年年末，旭輝中國（作為發行人）有權調整利率，而首期二零二二年三月到期人民幣債券的持有人可選擇於該日按其本金額向旭輝中國售回全部或部分債券或持有至到期。

於起始日期後的第三年年末，旭輝中國（作為發行人）有權調整利率，而第二期二零二三年三月到期人民幣債券持有人可於該日選擇按其本金額向旭輝中國售回全部或部分債券或持有至到期。

- (d) 於二零一八年八月九日，旭輝中國發行人民幣2,500,000,000元的公開發行公司債券（「二零二一年八月到期人民幣債券」，於上交所上市）。二零二一年八月到期人民幣債券以年利率5.46厘計息及利息每年支付一次。二零二一年八月到期人民幣債券將於二零二一年八月九日到期，除非持有人提早向旭輝中國售回債券。

於起始日期後的第二年年末，旭輝中國（作為發行人）有權調整利率，而二零二一年八月到期人民幣債券的持有人可於該日選擇按其本金額向旭輝中國售回全部或部分債券或持有至到期。

- (e) 於二零一八年九月十九日，旭輝中國發行人民幣875,000,000元的公開發行公司債券（「二零二二年九月到期人民幣債券」，於上交所上市）。二零二二年九月到期人民幣債券以年利率6.39厘計息及利息每年支付一次。二零二二年九月到期人民幣債券將於二零二二年九月十九日到期，除非持有人提早向旭輝中國售回債券。

於起始日期後的第三年年末，旭輝中國（作為發行人）有權調整利率，而二零二二年九月到期人民幣債券的持有人可於該日選擇按其本金額向旭輝中國售回全部或部分債券或持有至到期。

#### 35. CORPORATE BONDS (Continued)

Notes: (Continued)

- (b) On 26 September 2016, CIFI PRC issued non-public corporate bonds of RMB4,000,000,000 which are listed on the SSE and comprise: (i) a principal amount of RMB3,500,000,000 ("First Tranche September 2021 due RMB Bond") and (ii) a principal amount of RMB500,000,000 ("Second Tranche September 2021 due RMB Bond"). First Tranche September 2021 due RMB Bond carry interest at rate of 4.30% per annum and interest is payable annually. First Tranche September 2021 due RMB Bond will mature on 26 September 2021 unless the holders sell back the bonds to CIFI PRC earlier. Second Tranche September 2021 due RMB Bond carry interest at rate of 5.50% per annum and interest is payable annually. Second Tranche September 2021 due RMB Bond will mature on 26 September 2021.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche September 2021 due RMB Bond may at their options on such day to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to the maturity.

On 23 August 2019, CIFI PRC adjusted the interest rate of the First Tranche September 2021 due RMB Bond from 4.30% per annum to 6.00% per annum. Such adjustment has become effective from 26 September 2019.

On 26 September 2019, the holders redeemed RMB830,000,000 principal amount of the First Tranche September 2021 due RMB Bond at a redemption price of RMB830,000,000 and the redeemed First Tranche September 2021 due RMB Bond with a principal amount of RMB827,000,000 was put on the SSE and sold at a price of RMB809,500,000.

- (c) On 22 March 2018, CIFI PRC issued non-public corporate bonds of RMB800,000,000 ("First Tranche March 2022 due RMB Bond") which are listed on the SSE. First Tranche March 2022 due RMB Bond carry interest at rate of 6.50% per annum and interest is payable annually. First Tranche March 2022 due RMB Bond will mature on 22 March 2022 unless the holders sell back the bonds to CIFI PRC earlier.

On 22 March 2018, CIFI PRC issued non-public corporate bonds of RMB2,700,000,000 ("Second Tranche March 2023 due RMB Bond") which are listed on the SSE. Second Tranche March 2023 due RMB Bond carry interest at rate of 6.80% per annum and interest is payable annually. Second Tranche March 2023 due RMB Bond will mature on 22 March 2023.

At the end of the second year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche March 2022 due RMB Bond may at their options on such day to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to maturity.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of Second Tranche March 2023 due RMB Bond may at their options on such day to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to maturity.

- (d) On 9 August 2018, CIFI PRC issued public corporate bonds of RMB2,500,000,000 ("August 2021 due RMB Bond") which are listed on the SSE. August 2021 due RMB Bond carry interest at rate of 5.46% per annum and interest is payable annually. August 2021 due RMB Bond will mature on 9 August 2021 unless the holders sell back the bonds to CIFI PRC earlier.

At the end of the second year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of August 2021 due RMB Bond may at their options on such day to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to maturity.

- (e) On 19 September 2018, CIFI PRC issued public corporate bonds of RMB875,000,000 ("September 2022 due RMB Bond") which are listed on the SSE. September 2022 due RMB Bond carry interest at rate of 6.39% per annum and interest is payable annually. September 2022 due RMB Bond will mature on 19 September 2022 unless the holders sell back the bonds to CIFI PRC earlier.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of September 2022 due RMB Bond may at their options on such day to sell back the bonds to CIFI PRC in whole or in part at their principal amount or hold to maturity.



### 35. 公司債券 (續)

公司債券實際年利率載列如下：

首期二零二零年十月到期人民幣債券  
第二期二零二零年十一月到期人民幣債券  
首期二零二一年九月到期人民幣債券  
第二期二零二一年九月到期人民幣債券  
首期二零二二年三月到期人民幣債券  
第二期二零二三年三月到期人民幣債券  
二零二一年八月到期人民幣債券  
二零二二年九月到期人民幣債券

董事認為，有關公司債券的提早贖回權的公平值於初步確認時及於報告期末並不重大。

年內公司債券的變動載列如下：

### 35. CORPORATE BONDS (Continued)

The effective interest rate per annum of the corporate bonds are set out below:

First Tranche October 2020 due RMB Bond	5.04%
Second Tranche November 2020 due RMB Bond	6.06%
First Tranche September 2021 due RMB Bond	4.41%
Second Tranche September 2021 due RMB Bond	5.61%
First Tranche March 2022 due RMB Bond	6.62%
Second Tranche March 2023 due RMB Bond	6.90%
August 2021 due RMB Bond	5.61%
September 2022 due RMB Bond	6.51%

In the opinion of the directors, the fair values of the early redemption options related to the corporate bonds are insignificant at initial recognition and at the end of the reporting period.

The movements of the corporate bonds for the year are set out below:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	11,760,137	9,627,970
於發行日期的初步公平值	Initial fair values on the dates of issuance	809,500	6,847,500
利息開支(附註8)	Interest expense (note 8)	653,938	614,757
年內已付利息	Interest paid during the year	(641,780)	(455,652)
贖回	Redemption	(830,000)	(4,874,438)
於十二月三十一日的賬面值	Carrying amount as at 31 December	11,751,795	11,760,137

經參考上交所所報市價，公司債券於二零一九年十二月三十一日的公平值總額達約人民幣11,538,968,000元(二零一八年：人民幣11,495,562,000元)。

The aggregated fair values of the corporate bonds at 31 December 2019 with reference to the quoted market price available on the SSE amounted to approximately RMB11,538,968,000 (2018: RMB11,495,562,000).

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 36. 可換股債券

年內於二零一九年到期可換股債券的債務及衍生工具部分變動載列如下：

#### 36. CONVERTIBLE BONDS

The movement of the debt and derivative components of the Convertible Bonds due in 2019 during the year is set out below:

		債務部分 Debt component 人民幣千元 RMB'000	衍生工具 部分 Derivative component 人民幣千元 RMB'000
於發行日期的初步公平值	Initial fair value on the date of issuance	2,163,091	99,432
利息開支(附註8)	Interest expense (note 8)	110,152	—
於損益確認的公平值變動	Change in fair value recognised in profit or loss	—	(99,182)
購回及註銷	Repurchase and cancelled	(1,544,692)	(4,379)
匯兌虧損	Exchange loss	179,173	4,129
於二零一八年十二月三十一日	As at 31 December 2018	907,724	—
利息開支(附註8)	Interest expense (note 8)	8,221	—
匯兌收益	Exchange gain	(18,468)	—
轉換	Conversion	(3,420)	—
贖回	Redemption	(894,057)	—
於二零一九年十二月三十一日	As at 31 December 2019	—	—

於二零一八年二月十四日，本公司發行於新交所上市的2,790,000,000港元零息有擔保可換股債券（「二零一九年到期的可換股債券」）。二零一九年到期的可換股債券賦予持有人權利，可於二零一八年三月二十七日至二零一九年二月十二日前10日任何時間將其轉換為本公司普通股，每股轉換價為9.30港元。

On 14 February 2018, the Company issued HK\$2,790,000,000 zero coupon guaranteed convertible bonds (the “Convertible Bonds due in 2019”) which are listed on the SGX-ST. The Convertible Bonds due in 2019 entitle the holders to convert them into ordinary shares of the Company at any time starting from 27 March 2018 to 10 days before 12 February 2019 at a conversion price of HK\$9.30 per share.

二零一九年到期的可換股債券由若干附屬公司按與本公司於本公司現有債務項下責任的同等基準擔保。

The Convertible Bonds due in 2019 is guaranteed by certain subsidiaries on a pari passu basis with the obligations of the Company under the existing indebtedness of the Company.

### 36. 可換股債券(續)

轉換價可於發生若干指定事件後予以調整，即股份合併、分拆或重新分類、利潤或儲備、分派、供股或購股權資本化、股份發行、購股權、供股或認股權證價格低於市價95%、發行可轉換或交換為股份的證券、修改轉換權利以及若干其他具攤薄性的事件，包括(i)於本公司或其任何附屬公司就提呈發售(據此，股東一般有關參與安排，並透過安排收購有關證券)發行、出售或分派任何證券的情況下向股東提呈其他發售；及(ii)有關發生控制權變動的控制權變動通知。根據上述條款及條件，轉換價可就(其中包括)本公司所作出分派予以調整。因此，本公司宣佈，由於宣派末期股息，故二零一九年到期的可換股債券的轉換價由每股9.30港元調整至每股9.04港元(「該調整」)。該調整自二零一八年五月三十一日(即緊隨於二零一八年五月三十日釐定股東收取末期股息資格的記錄日期後當日)起生效。本公司進一步宣佈，因宣派截至二零一八年六月三十日止六個月的中期股息，導致二零一九年到期的可換股債券的轉換價由每股9.04港元調整至每股8.90港元(「第二次調整」)。第二次調整自二零一八年九月二十九日(即緊隨於二零一八年九月二十八日釐定股東收取中期股息資格的記錄日期後當日)起生效。

在向二零一九年到期的可換股債券持有人及花旗國際有限公司(作為二零一九年到期的可換股債券的受託人)發出不少於60日的通知(該通知將不可撤回)的情況下，本公司可選擇於二零一九年二月十二日前的任何時間贖回當時尚未償還的全部而非部分二零一九年到期的可換股債券，贖回金額相當於二零一九年到期的可換股債券每年總收益率1.5%(按發行日期起直至贖回日期止每半年計算)，惟於該通知日期前原發行的二零一九年到期的可換股債券(包括已發行及合併並與二零一九年到期的可換股債券組成單一系列的任何其他債券)本金額至少90%已轉換、贖回或購買及註銷。

### 36. CONVERTIBLE BONDS (Continued)

The conversion price is subject to adjustment upon the occurrence of certain prescribed events namely, consolidation, subdivision or reclassification of shares, capitalisation of profits or reserves, distributions, rights issues or options over shares, issuance of or options, rights or warrants to acquire shares at less than 95% of the market price, issuance of securities convertible or exchangeable for shares, modification of rights of conversion and certain other dilutive events including (i) other offers to the shareholders under the circumstances which the Company or any of its subsidiaries issues, sells or distributes any securities in connection with which an offer pursuant to which the shareholders generally are entitled to participate in arrangements whereby such securities may be acquired by them; and (ii) the change of control notice in respect of the occurrence of a change of control. Pursuant to the above terms and conditions, the conversion price is subject to adjustment for, among other things, distributions made by the Company. The Company therefore announced that the conversion price of the Convertible Bonds due in 2019 was adjusted from HK\$9.30 per share to HK\$9.04 per share (the "Adjustment") as a result of the declaration of the final dividend. The Adjustment became effective from 31 May 2018, being the day immediately after the record date for the determination of the entitlement to the final dividend payable to the shareholders on 30 May 2018. The Company further announced that the conversion price of the Convertible Bonds due in 2019 was adjusted from HK\$9.04 per share to HK\$8.90 per share (the "Second Adjustment") as a result of the declaration of the interim dividend for the six months ended 30 June 2018. The Second Adjustment became effective from 29 September 2018, being the day immediately after the record date for the determination of the entitlement to the interim dividend payable to the shareholders on 28 September 2018.

At any time prior to 12 February 2019, the Company may at its option, on giving not less than 60 days' notice to the holders of the Convertible Bonds due in 2019 and Citicorp International Limited as the trustee of the Convertible Bonds due in 2019 (which notice will be irrevocable), redeem in whole, but not in part, the Convertible Bonds due in 2019 for the time being outstanding at the amount which represents a gross yield of 1.5% per annum on the Convertible Bonds due in 2019, calculated on a semi-annual basis from the date of issuance up to the date of redemption provided that prior to the date of such notice at least 90 per cent in principal amount of the Convertible Bonds due in 2019 originally issued (including any further bonds issued and consolidated and forming a single series with the Convertible Bonds due in 2019) has already been converted, redeemed or purchased and cancelled.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 36. 可換股債券 (續)

於截至二零一八年十二月三十一日止年度期間，本公司以總代價1,769,154,000港元(相當於人民幣1,549,071,000元)累計購回及後續註銷二零一九年到期的可換股債券本金額為1,762,000,000港元。

於二零一九年二月一日，本金額為4,000,000港元(相當於人民幣3,420,000元)的二零一九年到期的可換股債券以轉換價每股8.90港元作出轉換。因此，本公司的449,438股普通股已配發及發行予相關持有人(附註38)。

於二零一九年二月十二日，本公司以贖回價1,039,360,000港元(相當於人民幣894,057,000元)贖回二零一九年到期的可換股債券的餘下本金額1,024,000,000港元。

#### 37. 永久資本工具

#### 36. CONVERTIBLE BONDS (Continued)

During the year ended 31 December 2018, the Company made cumulative repurchases and subsequent cancellations of HK\$1,762,000,000 principle amount of the Convertible Bonds due in 2019, at an aggregate consideration of HK\$1,769,154,000 (equivalent to RMB1,549,071,000).

On 1 February 2019, principal amount of HK\$4,000,000 (equivalent to RMB3,420,000) of the Convertible bonds due in 2019 was converted at a conversion price of HK\$8.90 per share. Accordingly, 449,438 ordinary shares of the Company were allotted and issued to relevant holder (note 38).

On 12 February 2019, the Company redeemed the remaining principal amount of the Convertible bonds due in 2019 of HK\$1,024,000,000 at a redemption price of HK\$1,039,360,000 (equivalent to RMB894,057,000).

#### 37. PERPETUAL CAPITAL INSTRUMENTS

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
以美元計值的永久資本工具：	Perpetual capital instruments denominated in USD:		
於二零一七年八月發行的永久資本工具 (附註a)	Perpetual capital instruments issued in August 2017 (note a)	1,924,545	1,924,545
於二零一七年十二月發行的永久資本工具 (附註b)	Perpetual capital instruments issued in December 2017 (note b)	1,959,027	1,959,027
		3,883,572	3,883,572

附註：

Notes:

- (a) 於二零一七年八月十五日，本公司透過與一組金融機構訂立協議(「協議I」)，發行本金總額300,000,000美元的永久資本工具(「二零一七年八月永久資本工具」)。

根據協議I，二零一七年八月永久資本工具並無固定到期日，且本公司可選擇按本金額另加應計、未付或遞延分派付款於二零二二年八月二十四日或之後贖回。工具於發行日期至二零二二年八月二十三日的分派率為每年5.375%，之後每年增加5%。本集團並無就二零一七年八月永久資本工具作出任何擔保或質押。

- (b) 於二零一七年十二月十二日，本公司透過與一組金融機構訂立協議(「協議II」)，發行本金總額300,000,000美元的永久資本工具(「二零一七年十二月永久資本工具」)。

根據協議II，二零一七年十二月永久資本工具並無固定到期日，且本公司可選擇按本金額另加應計、未付或遞延分派付款於二零二一年二月二十八日或之後贖回。工具於發行日期至二零二一年二月二十七日的分派率為每年5.375%，之後每年增加4%。本集團並無就二零一七年十二月永久資本工具作出任何擔保或質押。

- (a) On 15 August 2017, the Company issued perpetual capital instruments (the "August 2017 Perpetual Capital Instruments") with the aggregate principal amount of USD300,000,000 by entering into an agreement (the "Agreement I") with a group of financial institutions.

Pursuant to the Agreement I, the August 2017 Perpetual Capital Instruments have no fixed maturity date and are redeemable on or after 24 August 2022 at the Company's option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 5.375% per annum from date of issue to 23 August 2022, then increase by 5% per annum thereafter. No guarantee or pledge was made by the Group for August 2017 Perpetual Capital Instruments.

- (b) On 12 December 2017, the Company issued perpetual capital instruments (the "December 2017 Perpetual Capital Instruments") with the aggregate principal amount of USD300,000,000 by entering into an agreement (the "Agreement II") with a group of financial institutions.

Pursuant to the Agreement II, the December 2017 Perpetual Capital Instruments have no fixed maturity date and are redeemable on or after 28 February 2021 at the Company's option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 5.375% per annum from date of issue to 27 February 2021, then increase by 4% per annum thereafter. No guarantee or pledge was made by the Group for December 2017 Perpetual Capital Instruments.

### 37. 永久資本工具(續)

二零一七年八月及二零一七年十二月永久資本工具僅可由本公司選擇贖回，且本公司可酌情延遲分派付款，直至向本公司普通股持有人宣派或本公司結清二零一七年八月及二零一七年十二月永久資本工具為止。本公司並無責任就永久工具交付現金、支付利息或行使其贖回權利。因此，二零一七年八月永久資本工具及二零一七年十二月永久資本工具分類為股本工具，並於綜合財務狀況表呈列為股本的一部分。

### 37. PERPETUAL CAPITAL INSTRUMENTS (Continued)

Both August 2017 and December 2017 Perpetual Capital Instruments can only be redeemed at the Company's option and the payments of distribution can be deferred at the discretion of the Company until declaration to ordinary shareholders of the Company by or the liquidation of the Company for both August 2017 and December 2017 Perpetual Capital Instruments. The Company has no obligation to deliver cash in respect of the perpetual instruments, pay interest nor exercise its right of redemption. Therefore, the August 2017 Perpetual Capital Instruments and December 2017 Perpetual Capital Instruments are classified as equity instruments and presented as a part of equity in the consolidated statement of financial position.

### 38. 股本

### 38. SHARE CAPITAL

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
法定股本：	Authorised:		
10,000,000,000股(二零一八年：	10,000,000,000 (2018: 10,000,000,000) ordinary		
10,000,000,000股)每股面值0.1港元	shares of HK\$0.1 each (2018: HK\$0.1 each)		
(二零一八年：每股面值0.1港元)的			
普通股		1,000,000	1,000,000
已發行及繳足：	Issued and fully paid:		
於年初	At the beginning of the year	774,470	756,815
行使購股權時發行(附註a)	Issued upon exercise of share options (note a)	7,036	18,791
配售股份(附註b)	Issued as scrip dividend (note b)	8,166	1,596
購回股份時註銷(附註c)	Cancelled upon repurchase of shares (note c)	—	(2,732)
轉換可換股債券時發行(附註36)	Issued upon conversion of convertible bonds (note 36)	45	—
於年末	At the end of the year	789,717	774,470
		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
於綜合財務報表呈列為	Shown in the consolidated financial statements as	639,723	626,271

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 38. 股本 (續)

股本變動如下：

附註：

- (a) 截至二零一九年十二月三十一日止年度，本公司於行使購股權時發行70,359,834股(二零一八年：187,912,255股)每股面值0.10港元的普通股。年內，購股權的行使價介乎1.478港元至4.34港元(二零一八年：1.478港元至1.77港元)。新普通股與當時現有股份於各方面享有同等地位。
- (b) 截至二零一九年十二月三十一日止年度，本公司約81,653,809股(二零一八年：15,959,445股)每股面值0.10港元的普通股按每股4.616港元(二零一八年：6.378港元)以股代息發行。
- (c) 截至二零一八年十二月三十一日止年度，本公司於透過聯交所購回及註銷股份如下：

購回月份 Month of repurchase	每股0.1港元 普通股的數量 No. of ordinary shares of HK\$0.1 each	每股價格 Price per share		所付總代價 Aggregate consideration paid
		最高 Highest	最低 Lowest	
十月	27,316,000	3.35港元	2.89港元	85,619,000港元
	27,316,000	HK\$3.35	HK\$2.89	HK\$85,619,000

年內，概無本公司附屬公司購買、出售或贖回本公司任何上市證券。

- (d) 根據本公司組織章程細則第24.2條，本公司可通過股份溢價賬及保留利潤賬支付末期股息。

#### 38. SHARE CAPITAL (Continued)

The movements in share capital are as follows:

Notes:

- (a) During the year ended 31 December 2019, the Company issued 70,359,834 (2018: 187,912,255) ordinary shares of HK\$0.10 each upon exercise of share options. The exercise price of the share options during the year ranging from HK\$1.478 to HK\$4.34 (2018: HK\$1.478 to HK\$1.77). The new ordinary shares rank pari passu with the then existing shares in all respects.
- (b) During the year ended 31 December 2019, approximately 81,653,809 (2018: 15,959,445) ordinary shares of HK\$0.10 each in the Company were issued at HK\$4.616 (2018: HK\$6.378) per share as scrip dividend.
- (c) During the year ended 31 December 2018, the Company repurchased and cancelled upon shares through the Stock Exchange as follows:

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

- (d) Pursuant to article 24.2 of the Company's Articles of Association, the Company is permitted to pay out final dividend from share premium account and retained profits account.



### 38. 股本 (續)

有關參考上述本公司已發行股本及股份溢價變動的交易概述如下：

### 38. SHARE CAPITAL (Continued)

A summary of the transactions with reference to the above-mentioned movements in the Company's issued share capital and share premium is as follows:

		已發行繳足 普通股數目 Number of issued fully paid ordinary shares	普通股面值 Nominal value of ordinary shares 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	普通股面值 等值 Equivalent nominal value of ordinary shares 人民幣千元 RMB'000	股份溢價 等值 Equivalent share premium 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一八年一月一日	At 1 January 2018	7,568,153,586	756,815	3,604,416	611,951	2,739,234	3,351,185
行使購股權時發行股份	Issue of shares upon exercise of share options	187,912,255	18,791	395,478	15,302	325,102	340,404
就以股代息發行股份	Issue of shares for scrip dividend	15,959,445	1,596	100,193	1,397	87,729	89,126
於購回股份時註銷	Cancelled upon repurchase of shares	(27,316,000)	(2,732)	(82,887)	(2,379)	(72,363)	(74,742)
於二零一八年十二月三十一日	At 31 December 2018	7,744,709,286	774,470	4,017,200	626,271	3,079,702	3,705,973
行使購股權時發行股份	Issue of shares upon exercise of share options	70,359,834	7,036	151,707	6,213	135,702	141,915
就以股代息發行股份	Issue of shares for scrip dividend	81,653,809	8,166	368,749	7,200	325,163	332,363
轉換可換股債券時發行	Issued upon conversion of convertible bonds	449,438	45	3,779	39	3,381	3,420
於二零一九年十二月三十一日	At 31 December 2019	7,897,172,367	789,717	4,541,435	639,723	3,543,948	4,183,671

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 39. 遞延稅項

以下為於年內確認的主要遞延稅項資產(負債)及其中變動：

#### 39. DEFERRED TAXATION

The following are the major deferred taxation assets (liabilities) recognised and movements thereon during the years:

		公司間 交易未變現 (虧損)收益 的臨時差額 Temporary differences on unrealised (loss) gain arising from inter- company transactions	投資物業 公平值 Fair value of investment properties	其他物業 公平值 Fair value of other properties	稅務虧損 Tax losses	土地增值 稅撥備的 臨時差額 Temporary differences on LAT provision	租賃 Leases	總計 Total
		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
於二零一八年一月一日	At 1 January 2018	(23,024)	(1,157,387)	(1,757,393)	61,622	494,734	–	(2,381,448)
於損益計入(扣除)	Credit (charge) to profit or loss	37,775	(44,648)	2,118,833	147,287	602,097	–	2,861,344
於其他全面收入扣除	Charge to other comprehensive income	–	–	(186)	–	–	–	(186)
收購附屬公司(附註40)	Acquisitions of subsidiaries (note 40)	–	(944,311)	(2,315,766)	–	–	–	(3,260,077)
於二零一八年 十二月三十一日	At 31 December 2018	14,751	(2,146,346)	(1,954,512)	208,909	1,096,831	–	(2,780,367)
於損益計入(扣除)	Credit (charge) to profit or loss	10,831	(115,057)	1,033,626	256,448	224,427	(797)	1,409,478
計入其他全面收入	Credit to other comprehensive income	–	–	8,813	–	–	–	8,813
於二零一九年 十二月三十一日	At 31 December 2019	25,582	(2,261,403)	(912,073)	465,357	1,321,258	(797)	(1,362,076)

為呈報綜合財務狀況表，若干遞延稅項資產(負債)已抵銷。以下為就財務報告作出的遞延稅項結餘分析：

For the presentation purposes on the consolidated statement of financial position, certain deferred taxation assets (liabilities) have been offset. The following is the analysis of the deferred taxation balances for financial reporting purposes:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
遞延稅項資產	Deferred taxation assets	1,746,615	1,021,876
遞延稅項負債	Deferred taxation liabilities	(3,108,691)	(3,802,243)
		(1,362,076)	(2,780,367)

### 39. 遞延稅項 (續)

於二零一九年十二月三十一日，本集團擁有未動用稅務虧損約人民幣2,545,127,000元(二零一八年：人民幣1,667,219,000元)可供抵銷未來利潤。於二零一九年十二月三十一日，已就約人民幣1,861,428,000元(二零一八年：人民幣835,636,000元)虧損確認遞延稅項資產。由於不可預測未來利潤來源，故於二零一九年十二月三十一日概無就餘下虧損約人民幣683,699,000元(二零一八年：人民幣831,583,000元)確認遞延稅項資產。未確認稅務虧損將於下列年度屆滿：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
二零一九年	2019	–	2,135
二零二零年	2020	533	34,344
二零二一年	2021	2,436	79,131
二零二二年	2022	52,785	272,241
二零二三年	2023	74,937	443,732
二零二四年	2024	553,008	–
		683,699	831,583

於二零一九年十二月三十一日，本集團來自有關建造物業的公司間交易及已竣工物業的公司間轉讓產生的可扣稅臨時差額約為人民幣244,784,000元(二零一八年：人民幣109,200,000元)。由於不大可能有應課稅利潤可供抵銷可扣稅臨時差額，故並無就該等可扣稅臨時差額確認遞延稅項資產。

根據《中國企業所得稅法》，由二零零八年一月一日起，就中國附屬公司賺取的利潤所宣派股息須徵收預提所得稅。綜合財務報表中未有就於二零一九年十二月三十一日的中國附屬公司累計利潤應佔臨時差額約人民幣36,423,203,000元(二零一八年：人民幣24,236,638,000元)作出遞延稅項撥備，乃因本集團能夠控制臨時差額撥回時間，且該等臨時差額在可見將來不大可能撥回。

### 39. DEFERRED TAXATION (Continued)

At 31 December 2019, the Group had unused tax losses of approximately RMB2,545,127,000 (2018: RMB1,667,219,000) available to offset against future profits. Deferred taxation assets have been recognised in respect of such losses of approximately RMB1,861,428,000 (2018: RMB835,636,000) at 31 December 2019. No deferred taxation asset has been recognised in respect of the remaining losses of approximately RMB683,699,000 (2018: RMB831,583,000) at 31 December 2019 due to the unpredictability of future profit streams. The unrecognised tax losses will expire in the following years:

At 31 December 2019, the Group had deductible temporary differences arising from inter-company transactions in relation to construction of properties and inter-company transfer of completed properties amounted to approximately RMB244,784,000 (2018: RMB109,200,000). No deferred taxation asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the PRC enterprise income law, withholding income tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB36,423,203,000 (2018: RMB24,236,638,000) as at 31 December 2019, as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司

截至二零一九年十二月三十一日止年度

(a) 透過視作收購附屬公司收購資產及負債

- (i) 重慶旭宇華錦入賬為本集團擁有33.3%權益的合營企業，此乃由於所有策略性財務及經營決策須獲重慶旭宇華錦全體股東及董事一致同意批准。截至二零一九年十二月三十一日止年度，重慶旭宇華錦的全體股東訂立一項補充協議。透過簽立補充協議，所有策略性財務及經營決策須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團已取得投票權的實際控制權以規管重慶旭宇華錦的相關活動，故於補充協議生效後，重慶旭宇華錦已於二零一九年三月成為本集團的附屬公司。

- (ii) 恒山發展及其全資附屬公司蘇州旭吳房地產開發有限公司均入賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策須獲恒山發展全體股東及董事一致同意批准。截至二零一九年十二月三十一日止年度，恒山發展的全體股東訂立一項補充協議。透過簽立補充協議，所有策略性財務及經營決策須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及另一名股東提名。由於本集團已取得投票權的實際控制權以規管恒山發展的相關活動，故於補充協議生效後，恒山發展已於二零一九年一月成為本集團的附屬公司。

#### 40. ACQUISITION OF SUBSIDIARIES

For the year ended 31 December 2019

(a) *Acquisitions of assets and liabilities through deemed acquisitions of subsidiaries*

- (i) Chongqing Xuyuhujin was accounted for as a 33.3%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Chongqing Xuyuhujin. During the year ended 31 December 2019, all shareholders of Chongqing Xuyuhujin entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Chongqing Xuyuhujin, Chongqing Xuyuhujin became a subsidiary of the Group in March 2019 upon effective of the supplementary agreement.

- (ii) Hengshan Development and its wholly owned subsidiary, Suzhou Xuwu Property Development Co., Ltd. (蘇州旭吳房地產開發有限公司) were accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Hengshan Development. During the year ended 31 December 2019, all shareholders of Hengshan Development entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Hengshan Development, Hengshan Development became a subsidiary of the Group in January 2019 upon effective of the supplementary agreement.

#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

(a) 透過視作收購附屬公司收購資產及負債 (續)

(iii) 蘇州旭隆入賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策須獲蘇州旭隆全體股東及董事一致同意批准。截至二零一九年十二月三十一日止年度，蘇州旭隆的全體股東訂立一項補充協議。透過簽立補充協議，所有策略性財務及經營決策須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及另一名股東提名。由於本集團已取得投票權的實際控制權以規管蘇州旭隆的相關活動，故於補充協議生效後，蘇州旭隆已於二零一九年一月成為本集團的附屬公司。

(iv) 天津昌勝房地產資訊諮詢有限公司 (「天津昌勝」) 入賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策須獲天津昌勝全體股東及董事一致同意批准。截至二零一九年十二月三十一日止年度，天津昌勝的全體股東訂立一項補充協議。透過簽立補充協議，所有策略性財務及經營決策須經董事會簡單大多數批准，當中五名董事及三名董事分別由本集團及另一名股東提名。由於本集團已取得投票權的實際控制權以規管天津昌勝的相關活動，故於補充協議生效後，天津昌勝已於二零一九年八月成為本集團的附屬公司。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

(a) *Acquisitions of assets and liabilities through deemed acquisitions of subsidiaries (Continued)*

(iii) Suzhou Xulong was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Suzhou Xulong. During the year ended 31 December 2019, all shareholders of Suzhou Xulong entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Suzhou Xulong, Suzhou Xulong became a subsidiary of the Group in January 2019 upon effective of the supplementary agreement.

(iv) Tianjin Changsheng Real Estate Information Consulting Co., Ltd. (天津昌勝房地產資訊諮詢有限公司) (“Tianjin Changsheng”) was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Tianjin Changsheng. During the year ended 31 December 2019, all shareholders of Tianjin Changsheng entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which five directors and three directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Tianjin Changsheng, Tianjin Changsheng became a subsidiary of the Group in August 2019 upon effective of the supplementary agreement.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

(a) 透過視作收購附屬公司收購資產及負債 (續)

- (v) 青島音樂之島文化產業開發有限公司 (「青島音樂之島」) 入賬為本集團擁有25.5%權益的合營企業，此乃由於所有策略性財務及經營決策須獲青島音樂之島全體股東及董事一致同意批准。截至二零一九年十二月三十一日止年度，青島音樂之島的全體股東訂立一項補充協議。透過簽立補充協議，所有策略性財務及經營決策須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及另一名股東提名。由於本集團已取得投票權的實際控制權以規管青島音樂之島的相關活動，故於補充協議生效後，青島音樂之島已於二零一九年八月成為本集團的附屬公司。

由於該等公司僅持有多幅地塊及物業，但該地塊及物業並無執行適用於該等物業的重大程序，故此上述交易(i)至(v)按透過視作收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

(a) *Acquisitions of assets and liabilities through deemed acquisitions of subsidiaries (Continued)*

- (v) Qingdao Music Island Cultural Industry Development Co., Ltd. (青島音樂之島文化產業開發有限公司) (“Qingdao Music Island”) was accounted for as a 25.5%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Qingdao Music Island. During the year ended 31 December 2019, all shareholders of Qingdao Music Island entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Qingdao Music Island, Qingdao Music Island became a subsidiary of the Group in August 2019 upon effective of the supplementary agreement.

The above transactions (i) to (v) are accounted for as acquisition of assets and liabilities through deemed acquisition of subsidiaries because these companies only hold pieces of land and properties without significant processes applied to the properties. Details of the assets acquired and liabilities assumed are as below:



#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

(a) 透過視作收購附屬公司收購資產及負債 (續)

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

(a) Acquisitions of assets and liabilities through deemed acquisitions of subsidiaries (Continued)

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	4,834
擬作出售的開發中物業	Properties under development for sale	6,687,744
其他應收款項、按金以及預付款項	Other receivables, deposits and prepayments	781,048
應收本集團款項	Amount due from the Group	86,544
銀行結餘及現金	Bank balances and cash	118,997
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(33,569)
應付本集團款項	Amounts due to the Group	(1,611,908)
應付非控股權益款項	Amounts due to non-controlling interests	(2,945,270)
銀行及其他借款	Bank and other borrowings	(2,390,000)
		698,420

		人民幣千元 RMB'000
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於合營企業的權益	Interests in joint ventures	337,789
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	360,631
本集團所收購資產淨值	Net assets acquired by the Group	698,420
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	118,997

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (b) 透過收購附屬公司收購資產及負債

(i) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣352,847,000元收購湖南湘銀置業有限公司 (「湖南湘銀」) 70%股本權益及股東貸款人民幣204,890,000元。此次收購完成後，本集團持有湖南湘銀70%股本權益。湖南湘銀持有持作出售物業土地使用權按金。

(ii) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣223,618,000元收購雲南金宏雅房地產開發有限公司 (「雲南金宏雅」) 51%股本權益及股東貸款人民幣223,618,000元。此次收購完成後，本集團持有雲南金宏雅51%股本權益。雲南金宏雅持有一幅用作房地產開發的土地。

(iii) 截至二零一九年十二月三十一日止年度，本集團以代價人民幣100,000,000元收購青島銀盛泰博觀錦岸房地產開發有限公司 (「青島銀盛泰博觀錦岸」) 50%股本權益。根據青島銀盛泰博觀錦岸的組織章程大綱及細則，所有策略性財務及經營決策須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團已取得青島銀盛泰博觀錦岸的實際控制權，青島銀盛泰博觀錦岸已成為本集團的附屬公司。青島銀盛泰博觀錦岸為一間無業務活動的公司。

(iv) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣800,427,000元收購寧波世圓企業管理諮詢有限公司 (「寧波世圓」) 34%股本權益及股東貸款人民幣800,427,000元。根據寧波世圓的組織章程大綱及細則，所有策略性財務及經營決策須經董事會簡單大多數批准，當中九名董事及五名董事分別由本集團及其他股東提名。由於本集團已取得寧波世圓的實際控制權，寧波世圓已成為本集團的附屬公司。寧波世圓持有一幅可用作房地產開發的地塊。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (b) Acquisitions of assets and liabilities through acquisitions of subsidiaries

(i) During the year ended 31 December 2019, the Group acquired 70% equity interests of Hunan Xiangyin Property Co., Ltd. (湖南湘銀置業有限公司) ("Hunan Xiangyin") and a shareholder's loan of RMB204,890,000 at a total consideration of RMB352,847,000. Upon the completion of this acquisition, the Group held 70% equity interests of Hunan Xiangyin. Hunan Xiangyin is holding deposits for land use rights for properties held for sale.

(ii) During the year ended 31 December 2019, the Group acquired 51% equity interests of Yunan Jinhongya Property Development Co., Ltd. (雲南金宏雅房地產開發有限公司) ("Yunan Jinhongya") and a shareholder's loan of RMB223,618,000 at a total consideration of RMB223,618,000. Upon the completion of this acquisition, the Group held 51% equity interests of Yunan Jinhongya. Yunan Jinhongya is holding a piece of land for property development.

(iii) During the year ended 31 December 2019, the Group acquired 50% equity interests of Qingdao Yinshengtai Boguanjinan Property Development Co., Ltd. (青島銀盛泰博觀錦岸房地產開發有限公司) ("Qingdao Yinshengtai Boguanjinan") at a consideration of RMB100,000,000. According to the memorandum and articles of association of Qingdao Yinshengtai Boguanjinan, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Qingdao Yinshengtai Boguanjinan, Qingdao Yinshengtai Boguanjinan became a subsidiary of the Group. Qingdao Yinshengtai Boguanjinan is a dormant company.

(iv) During the year ended 31 December 2019, the Group acquired 34% equity interests of Ningbo Shiyuan Enterprise Management Consulting Co., Ltd. (寧波世圓企業管理諮詢有限公司) ("Ningbo Shiyuan") and a shareholder's loan of RMB800,427,000 at a total consideration of RMB800,427,000. According to the memorandum and articles of association of Ningbo Shiyuan, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which nine directors and five directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Ningbo Shiyuan, Ningbo Shiyuan became a subsidiary of the Group. Ningbo Shiyuan is holding a piece of land for property development.

#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (b) 透過收購附屬公司收購資產及負債 (續)

- (v) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣198,911,000元收購佛山市合盈置業有限公司 (「佛山合盈」) 100% 股本權益。此次收購完成後，本集團持有佛山合盈100% 股本權益。佛山合盈持有持作出售物業。

由於該等附屬公司於收購日期僅持有一幅用作房地產開發的地塊、土地使用權按金，或持作出售物業，故此上述交易(i)至(v)按透過收購該等公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (b) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

- (v) During the year ended 31 December 2019, the Group acquired 100% equity interests of Foshan Heying Real Estate Co., Ltd. (佛山市合盈置業有限公司) ("Foshan Heying") at a total consideration of RMB198,911,000. Upon the completion of this acquisition, the Group held 100% equity interests of Foshan Heying. Foshan Heying is holding properties held for sale.

The above transactions (i) to (v) are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies only hold a piece of land for property development, deposits for land use rights or properties held for sale at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	27,245
土地使用權按金	Deposit for land use right	269,786
擬作出售的開發中物業	Properties under development for sale	2,762,692
持作出售物業	Properties held for sale	508,383
其他應收款項、按金以及預付款項	Other receivables, deposits and prepayments	700,540
銀行結餘及現金	Bank balances and cash	230,707
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(587,000)
合約負債	Contract liabilities	(335,066)
股東貸款	Shareholders' loans	(2,997,555)
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	579,732
		1,228,935
		1,808,667
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	1,625,803
過往年度就收購股權已付的按金 (附註a)	Deposit paid for acquisition of equity interests in prior years (note a)	50,000
非控股權益分佔資產淨值 (附註b)	Net assets shared by non-controlling interests (note b)	132,864
本集團所收購資產淨值	Net assets acquired by the Group	1,808,667
現金流出淨額：	Net cash outflow:	
已付現金代價 (包括轉讓股東貸款)	Cash consideration paid (including assignment of shareholders' loans)	(1,625,803)
所收購的銀行結餘及現金	Bank balances and cash acquired	230,707
		(1,395,096)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (b) 透過收購附屬公司收購資產及負債 (續)

###### (v) (續) 附註：

- (a) 年內，於過往年度就收購若干中國註冊成立實體股權的已付按金人民幣50,000,000元已用作收購附屬公司的部分代價。
- (b) 非控股權益乃按照資產淨值份額計量。

截至二零一八年十二月三十一日止年度

##### (a) 收購業務

- (i) 上海旭梭實業有限公司(「上海旭梭」)及蘇州凱合投資諮詢有限公司(「蘇州凱合」)均入賬為本集團擁有34%權益的合營企業，此乃由於所有策略性財務及經營決策須獲彼等各自全體股東一致同意批准。於截至二零一八年十二月三十一日止年度，上海旭梭及蘇州凱合的全體股東訂立一項一致行動協議。透過簽立一致行動協議，在未達成共識時，其他股東同意遵循本集團的策略性財務及經營決策。由於本集團已取得投票權的實際控制權，以規管上海旭梭及蘇州凱合的相關活動，故於一致行動協議生效後，上海旭梭及蘇州凱合已於二零一八年四月成為本集團的附屬公司。本公司董事認為，由於上海旭梭及蘇州凱合持有物業及執行適用於該等物業的重大程序，故視作收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (b) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

###### (v) (Continued) Notes:

- (a) During the year, deposit paid in prior years of RMB50,000,000 for the acquisitions of equity interests in certain PRC incorporated entities was utilised as part of the consideration for acquisitions of subsidiaries.
- (b) The non-controlling interests were measured in accordance with share of net assets.

For the year ended 31 December 2018

##### (a) Acquisition of businesses

- (i) Shanghai Xusuo Industry Co., Ltd. (上海旭梭實業有限公司) (“Shanghai Xusuo”) and Suzhou Kaihe Investment Consultancy Co., Ltd. (蘇州凱合投資諮詢有限公司) (“Suzhou Kaihe”) were both accounted for as 34%-interest joint ventures of the Group, as all of the strategic financial and operating decisions required approval by unanimous consent of all of their respective shareholders. During the year ended 31 December 2018, all shareholders of Shanghai Xusuo and Suzhou Kaihe entered into an acting in concert agreement. By execution of the acting in concert agreement, the other shareholders agreed to follow the strategic financial and operating decision made by the Group when unanimous consent has not reached. Since the Group obtained effective control of voting power to govern the relevant activities of Shanghai Xusuo and Suzhou Kaihe, Shanghai Xusuo and Suzhou Kaihe became subsidiaries of the Group in April 2018 upon the acting in concert agreement becoming effective. The directors of the Company are of the view that the deemed acquisition constitutes a business combination as Shanghai Xusuo and Suzhou Kaihe hold properties and significant processes are applied to the properties. The transactions have been accounted for using acquisition method accordingly.

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (a) 收購業務 (續)

###### (i) (續)

於收購日期的已收購資產及已  
確認負債如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisition of businesses (Continued)

###### (i) (continued)

Assets acquired and liabilities recognised at the date of acquisition  
are as below:

		人民幣千元 RMB'000
投資物業	Investment properties	1,122,000
物業、廠房及設備	Property, plant and equipment	103
擬作出售的開發中物業	Properties under development for sale	3,763,000
應收賬款及其他應收款項、按金及預付款項	Accounts and other receivables, deposits and prepayments	17,770
應收一名非控股股東款項	Amount due from a non-controlling interest	99,460
可收回稅項	Taxation recoverable	33,008
銀行結餘及現金	Bank balances and cash	33,938
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(318,368)
已收物業銷售按金	Deposits received from property sales	(853,359)
應付本集團款項	Amount due to the Group	(386,085)
銀行及其他借款	Bank and other borrowings	(656,000)
遞延稅項負債	Deferred taxation liabilities	(1,213,794)
		1,641,673
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於合營企業的權益	Interests in joint ventures	(558,169)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(1,083,504)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	1,641,673
		—
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	33,938

		人民幣千元 RMB'000
於上海旭梭及蘇州凱合的34%股權的 公平值	Fair value of 34% equity interest in Shanghai Xusuo and Suzhou Kaihe	558,169
減：本集團所持有合營企業的權益	Less: Interests in joint ventures held by the Group	8,571
重新計量收益	Gain on remeasurement	566,740

附註：非控股權益乃按照按公平值計量的  
資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets at  
fair value.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (a) 收購業務 (續)

- (ii) 蘇州旭悅置業有限公司 (「蘇州旭悅」) 入賬為本集團擁有40%權益的合營企業，此乃由於所有策略性財務及經營決策均需經蘇州旭悅的全體股東及董事一致同意批准。於截至二零一八年十二月三十一日止年度，蘇州旭悅的全體股東訂立一項一致行動協議。透過簽立一致行動協議，在未達成共識時，其他股東同意遵循本集團的策略性財務及經營決策。由於本集團已取得投票權的實際控制權，以規管蘇州旭悅的相關活動，故於一致行動協議生效後，蘇州旭悅已於二零一八年四月成為本集團的附屬公司。本公司董事認為，由於蘇州旭悅持有物業及執行適用於該等物業的重大程序，故視作收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

於收購日期的已收購資產及已確認負債如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisition of businesses (Continued)

- (ii) Suzhou Xuyue Property Co., Ltd. (蘇州旭悅置業有限公司) (“Suzhou Xuyue”) was accounted for as a 40%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Suzhou Xuyue. During the year ended 31 December 2018, all shareholders of Suzhou Xuyue entered into an acting in concert agreement. By execution of the acting in concert agreement, the other shareholders agreed to follow the strategic financial and operating decision made by the Group when unanimous consent has not reached. Since the Group obtained effective control of voting power to govern the relevant activities of Suzhou Xuyue, Suzhou Xuyue became a subsidiary of the Group in April 2018 upon the acting in concert agreement becoming effective. The directors of the Company are of the view that the deemed acquisition constitutes a business combination as Suzhou Xuyue holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

Assets acquired and liabilities recognised at the date of acquisition are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	305
擬作出售的開發中物業	Properties under development for sale	6,026,800
應收賬款及其他應收款項、按金及預付款項	Accounts and other receivables, deposits and prepayments	118,016
應收本集團款項	Amount due from the Group	617,845
應收一名非控股權益款項	Amount due from a non-controlling interests	927,632
可收回稅項	Taxation recoverable	174,828
銀行結餘及現金	Bank balances and cash	321,172
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(360,087)
已收物業銷售按金	Deposits received from property sales	(4,387,497)
遞延稅項負債	Deferred taxation liabilities	(687,514)
銀行及其他借款	Bank and other borrowings	(1,969,500)
		782,000



#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (a) 收購業務 (續)

##### (ii) (續)

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisition of businesses (Continued)

##### (ii) (continued)

		人民幣千元 RMB'000
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於合營企業的權益	Interest in a joint venture	(312,800)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(469,200)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	782,000
		—
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	321,172
於蘇州旭悅的40%股權的公平值	Fair value of 40% equity interests in Suzhou Xuyue	312,800
減：本集團所持有合營企業的權益	Less: Interest in a joint venture held by the Group	23,836
重新計量收益	Gain on remeasurement	336,636

附註：非控股權益乃按照按公平值計量的資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets at fair value.

(iii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣1,144,810,000元收購青島銀盛泰置業有限公司（「青島銀盛泰」）及其附屬公司50%股本權益。根據青島銀盛泰的組織章程大綱及細則，所有策略性財務及經營決策必須由董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及另一名股東提名。由於本集團取得青島銀盛泰的實際控制權，故收購事項完成後，青島銀盛泰於二零一八年三月入賬列為本集團附屬公司。於收購日期，本公司董事認為，由於青島銀盛泰持有物業及執行適用於該等物業的重大程序，故收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

(iii) During the year ended 31 December 2018, the Group acquired 50% equity interests of Qingdao Yinshengtai Property Development Co., Ltd (青島銀盛泰置業有限公司) ("Qingdao Yinshengtai") and its subsidiaries at a consideration of RMB1,144,810,000. According to the memorandum and articles of association of Qingdao Yinshengtai, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Qingdao Yinshengtai, Qingdao Yinshengtai is accounted for as a subsidiary of the Group in March 2018 upon completion of the acquisition. At the date of acquisition, the directors of the Company are of the view that the acquisition constitutes a business combination as Qingdao Yinshengtai holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

#### (a) 收購業務 (續)

##### (iii) (續)

於收購日期的已收購資產及已  
確認負債如下：

### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

#### (a) Acquisition of businesses (Continued)

##### (iii) (continued)

Assets acquired and liabilities recognised at the date of acquisition  
are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	53,475
擬作出售的開發中物業	Properties under development for sale	10,242,719
應收賬款及其他應收款項、按金及預付款項	Accounts and other receivables, deposits and prepayments	2,484,248
可收回稅項	Taxation recoverable	130,938
銀行結餘及現金	Bank balances and cash	1,599,400
應收非控股權益款項	Amount due from non-controlling interests	25,000
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(2,296,069)
應付本集團款項	Amount due to the Group	(1,830,951)
已收物業銷售按金	Deposits received from property sales	(5,186,317)
遞延稅項負債	Deferred taxation liabilities	(1,358,769)
銀行及其他借款	Bank and other borrowings	(1,581,500)
非控股權益	Non-controlling interests	(469,274)
		1,812,900
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	(644,810)
就收購股權已付的按金	Deposit paid for acquisition of equity interests	(500,000)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(668,090)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	1,812,900
		—
現金流入淨額：	Net cash inflow:	
已付現金代價	Cash consideration paid	(644,810)
所收購的銀行結餘及現金	Bank balances and cash acquired	1,599,400
		954,590

附註：非控股權益乃按照按公平值計量的  
資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets at  
fair value.

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (a) 收購業務 (續)

年內利潤包括上海旭梭、蘇州凱合、蘇州旭悅及青島銀盛泰所產生額外業務應佔的人民幣2,025,284,000元。年內收入包括上海旭梭、蘇州凱合、蘇州旭悅及青島銀盛泰所產生的人民幣10,821,376,000元。

假設收購事項於年初生效，則本集團截至二零一八年十二月三十一日止年度的收入總額應為人民幣42,368,369,000元，而年內利潤金額則應為人民幣7,046,697,000元。備考財務資料僅供說明之用，不可作為假設收購事項已於年初完成時本集團實際所達致的收入及經營業績的指標，亦不擬作為未來業績的預測。

##### (b) 透過視作收購一間附屬公司收購資產及負債

長沙恒高房地產開發有限公司（「長沙恒高」）入賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策均需經長沙恒高的全體股東及董事一致同意批准。於截至二零一八年十二月三十一日止年度，長沙恒高全體股東訂立補充協議。透過簽訂該補充協議，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及另一名股東提名。由於本集團取得長沙恒高投票權的實際控制權，以規管長沙恒高的相關活動，故於補充協議生效後，長沙恒高於二零一八年十二月已成為本集團的附屬公司。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisition of businesses (Continued)

Included in the profit for the year is RMB2,025,284,000 attributable to the additional businesses generated by Shanghai Xusuo, Suzhou Kaihe, Suzhou Xuyue and Qingdao Yinshengtai. Revenue for the year includes RMB10,821,376,000 generated from Shanghai Xusuo, Suzhou Kaihe, Suzhou Xuyue and Qingdao Yinshengtai.

Had the acquisition been effected at the beginning of the year, the total amount of revenue of the Group for the year ended 31 December 2018 would have been RMB42,368,369,000 and the amount of the profit for the year would have been RMB7,046,697,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

##### (b) Acquisition of assets and liabilities through deemed acquisition of a subsidiary

Changsha Henggao Property Development Co., Ltd. (長沙恒高房地產開發有限公司) (“Changsha Henggao”) was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Changsha Henggao. During the year ended 31 December 2018, all shareholders of Changsha Henggao entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Changsha Henggao, Changsha Henggao became a subsidiary of the Group in December 2018 upon effective of the supplementary agreement.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (b) 透過視作收購一間附屬公司收購資產及負債 (續)

由於長沙恒高主要持有的物業並無執行適用於該等物業的重大程序，故此上述交易按透過視作收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (b) Acquisition of assets and liabilities through deemed acquisition of a subsidiary (Continued)

The above transaction is accounted for as acquisition of assets and liabilities through deemed acquisition of a subsidiary because Changsha Henggao mainly holds properties without significant processes applied to the properties. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	8
擬作出售的開發中物業	Properties under development for sale	558,345
其他應收款項、按金及預付款項	Other receivables, deposits and prepayments	9,857
銀行結餘及現金	Bank balances and cash	56,209
應收一間合營企業款項	Amount due from a joint venture	237,113
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(26,970)
應付本集團款項	Amount due to the Group	(317,188)
銀行及其他借款	Bank and other borrowings	(80,000)
		437,374
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於一間合營企業的權益	Interest in a joint venture	218,687
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	218,687
本集團所收購資產淨值	Net assets acquired by the Group	437,374
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	56,209

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (c) 透過收購附屬公司收購資產及負債

- (i) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣345,460,000元收購武漢鴻源錦置業有限公司（「武漢鴻源錦」）的50%權益。根據武漢鴻源錦的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得武漢鴻源錦的實際控制權，故武漢鴻源錦已成為本集團的附屬公司。武漢鴻源錦持有一幅可用作房地產開發的地塊。

由於武漢鴻源錦於收購日期持有一幅用作房地產開發的土地，故此上述交易按透過收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries

- (i) During the year ended 31 December 2018, the Group acquired 50% equity interests of Wuhan Hongyuanjin Properties Co., Ltd. (武漢鴻源錦置業有限公司) ("Wuhan Hongyuanjin") at a consideration of RMB345,460,000. According to the memorandum and articles of association of Wuhan Hongyuanjin, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Wuhan Hongyuanjin, Wuhan Hongyuanjin became a subsidiary of the Group. Wuhan Hongyuanjin is holding a piece of land for property development.

The above transaction is accounted for as acquisition of assets and liabilities through acquisition of a subsidiary because Wuhan Hongyuanjin holds a piece of land for property development at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
擬作出售的開發中物業	Properties under development for sale	1,968,086
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	1,077
銀行結餘及現金	Bank balances and cash	54,956
應計開支	Accrued charges	(150)
應付本集團款項	Amount due to the Group	(897,192)
應付一名非控股股東款項	Amount due to a non-controlling interest	(686,333)
		440,444
		人民幣千元 RMB'000
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	345,460
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	94,984
本集團所收購資產淨值的公平值	Net assets acquired by the Group	440,444
現金流出淨額：	Net cash outflow:	
已付現金代價	Cash consideration paid	(345,460)
所收購的銀行結餘及現金	Bank balances and cash acquired	54,956
		(290,504)

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

(ii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣3,400,000元收購西安沃呈房地產開發有限公司(「西安沃呈」)的34%權益。根據西安沃呈的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得西安沃呈的實際控制權，故西安沃呈已成為本集團的附屬公司。西安沃呈持有一幅可用作房地產開發的地塊。

(iii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,000,000元收購上海展驤實業發展有限公司(「上海展驤」)的50%權益。根據上海展驤的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中兩名董事及一名董事分別由本集團及另一名股東提名。由於本集團取得上海展驤的實際控制權，故上海展驤已成為本集團的附屬公司。上海展驤持有一幅可用作房地產開發的地塊。

(iv) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,303,000元收購上海方茂置業有限公司(「上海方茂」)的34%權益。根據上海方茂的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得上海方茂的實際控制權，故上海方茂已成為本集團的附屬公司。上海方茂持有一幅可用作房地產開發的地塊。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

(ii) During the year ended 31 December 2018, the Group acquired 34% equity interests of Xi'an Wocheng Properties Development Co., Ltd. (西安沃呈房地產開發有限公司) ("Xi'an Wocheng") at a consideration of RMB3,400,000. According to the memorandum and articles of association of Xi'an Wocheng, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Xi'an Wocheng, Xi'an Wocheng became a subsidiary of the Group. Xi'an Wocheng is holding a piece of land for property development.

(iii) During the year ended 31 December 2018, the Group acquired 50% equity interests of Shanghai Zhanxiang Development Co., Ltd. (上海展驤實業發展有限公司) ("Shanghai Zhanxiang") at a consideration of RMB10,000,000. According to the memorandum and articles of association of Shanghai Zhanxiang, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Shanghai Zhanxiang, Shanghai Zhanxiang became a subsidiary of the Group. Shanghai Zhanxiang is holding a piece of land for property development.

(iv) During the year ended 31 December 2018, the Group acquired 34% equity interests of Shanghai Fangmao Development Co., Ltd. (上海方茂置業有限公司) ("Shanghai Fangmao") at a consideration of RMB10,303,000. According to the memorandum and articles of association of Shanghai Fangmao, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Shanghai Fangmao, Shanghai Fangmao became a subsidiary of the Group. Shanghai Fangmao is holding a piece of land for property development.



#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

(v) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,303,000元收購上海啟茂置業有限公司(「上海啟茂」)的34%權益。根據上海啟茂的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得上海啟茂的實際控制權，故上海啟茂已成為本集團的附屬公司。上海啟茂持有一幅可用作房地產開發的地塊。

(vi) 蘇州旭邦置業有限公司(「蘇州旭邦」)列賬為擁有50%權益的合營企業。截至二零一八年十二月三十一日止年度，本集團以代價人民幣20,000,000元收購蘇州旭邦額外50%權益。此次收購完成後，本集團持有蘇州旭邦100%股權。蘇州旭邦持有一幅可用作房地產開發的地塊。

(vii) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣30,000,000元收購鄭州輝潤置業有限公司(「鄭州輝潤」)的60%股權。鄭州輝潤持有一幅可用作房地產開發的地塊。

(viii) 濟南輝明房地產開發有限公司(「濟南輝明」)列賬為擁有49%權益的合營企業。截至二零一八年十二月三十一日止年度，本集團以代價人民幣1,139,800,000元收購濟南輝明的額外51%權益及人民幣1,139,800,000元的股東貸款。此次收購完成後，本集團持有濟南輝明的100%股權。濟南輝明持有一幅可用作房地產開發的地塊。

(ix) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣40,000,000元收購西安邦弘的80%股權。此次收購完成後，本集團持有西安邦弘的80%權益。西安邦弘持有一幅可用作房地產開發的地塊。

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

(v) During the year ended 31 December 2018, the Group acquired 34% equity interests of Shanghai Qimao Development Co., Ltd. (上海啟茂置業有限公司) ("Shanghai Qimao") at a consideration of RMB10,303,000. According to the memorandum and articles of association of Shanghai Qimao, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Shanghai Qimao, Shanghai Qimao became a subsidiary of the Group. Shanghai Qimao is holding a piece of land for property development.

(vi) Suzhou Xubang Property Co., Ltd. (蘇州旭邦置業有限公司) ("Suzhou Xubang") was accounted for as a 50%-interest joint venture. During the year ended 31 December 2018, the Group acquired another 50% equity interests of Suzhou Xubang at a consideration of RMB20,000,000. Upon the completion of this acquisition, the Group held 100% equity interests of Suzhou Xubang. Suzhou Xubang is holding a piece of land for property development.

(vii) During the year ended 31 December 2018, the Group acquired 60% equity interests of Zhengzhou Huirun Properties Co., Ltd. (鄭州輝潤置業有限公司) ("Zhengzhou Huirun") at a consideration of RMB30,000,000. Zhengzhou Huirun is holding a piece of land for property development.

(viii) Jinan Huiming Property Development Co., Ltd. (濟南輝明房地產開發有限公司) ("Jinan Huiming") was accounted for as a 49%-interest joint venture. During the year ended 31 December 2018, the Group acquired another 51% equity interests and a shareholders' loan of RMB1,139,800,000 of Jinan Huiming at a consideration of RMB1,139,800,000. Upon the completion of this acquisition, the Group held 100% equity interests of Jinan Huiming. Jinan Huiming is holding a piece of land for property development.

(ix) During the year ended 31 December 2018, the Group acquired 80% equity interest of Xi'an Banghong at a consideration of RMB40,000,000. Upon the completion of this acquisition, the Group held 80% equity interests of Xi'an Banghong. Xi'an Banghong is holding a piece of land for property development.

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### Notes to the Consolidated Financial Statements

#### 40. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度 (續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

- (x) 武漢輝恒置業有限公司 (「武漢輝恒」) 列賬為擁有30%權益的聯營公司。截至二零一八年十二月三十一日止年度，本集團以代價人民幣70,000,000元收購武漢輝恒的額外70%權益。此次收購完成後，本集團持有武漢輝恒的100%股權。武漢輝恒持有持作出售物業土地使用權按金。

因該等公司於收購日期僅持有多幅地塊及持作出售物業的土地使用權按金，故上述交易(ii)至(x)按透過收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 40. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

- (x) Wuhan Huiheng Property Co., Ltd. (武漢輝恒置業有限公司) (“Wuhan Huiheng”) was accounted for as a 30%-interest associate. During the year ended 31 December 2018, the Group acquired another 70% equity interests of Wuhan Huiheng at a consideration of RMB70,000,000. Upon the completion of this acquisition, the Group held 100% equity interests of Wuhan Huiheng. Wuhan Huiheng is holding deposits for land use rights for properties held for sale.

The above transactions (ii) to (x) are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies only hold pieces of land and deposits for land use rights for properties held for sale at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
於一間聯營公司的權益	Interest in an associate	145,938
物業、廠房及設備	Property, plant and equipment	1,301
擬作出售的發展中物業	Properties under development for sale	5,636,809
持作出售物業土地使用權按金	Deposit for land use rights for properties held for sale	1,175,420
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	272,877
銀行結餘及現金	Bank balances and cash	365,286
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(458,806)
應付本集團款項	Amount due to the Group	(3,267,006)
應付一名非控股股東款項	Amount due to a non-controlling interest	(1,590,734)
應付一間聯營公司款項	Amount due to an associate	(208,000)
銀行及其他借款	Bank and other borrowings	(600,000)
股東貸款	Shareholders' loans	(1,139,800)
		333,285
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	1,139,800
		1,473,085
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	1,333,806
於合營企業的權益	Interests in joint ventures	38,943
於一間聯營公司的權益	Interest in an associate	29,172
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	71,164
本集團所收購資產淨值	Net assets acquired by the Group	1,473,085
現金流出淨額：	Net cash outflow:	
已付現金代價 (包括轉讓股東貸款)	Cash consideration paid (including assignment of shareholders' loans)	(1,333,806)
所收購的銀行結餘及現金	Bank balances and cash acquired	365,286
		(968,520)

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

#### 41. 出售附屬公司

截至二零一九年十二月三十一日止年度

(a) 出售附屬公司部分權益導致失去控制權

- (i) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣230,000,000元向一名獨立第三方出售其附屬公司無錫昌峰商務諮詢有限公司（「無錫昌峰」）及其全資附屬公司無錫和正置業有限公司（「無錫和正」）的80%股本權益。

於出售事項後，本集團持有無錫昌峰及無錫和正的20%股本權益。根據股東協議，由於相關活動須獲全體股東一致同意，無錫昌峰及無錫和正成為本集團的合營企業。

- (ii) 截至二零一九年十二月三十一日止年度，本集團以總代價人民幣480,000,000元向一名獨立第三方出售其附屬公司長春和羽房地產開發有限公司（「長春和羽」）及其全資附屬公司長春和煜房地產開發有限公司（「長春和煜」）及長春和勝房地產開發有限公司（「長春和勝」）的70%股本權益。

於出售事項後，本集團持有長春和羽、長春和煜及長春和勝的30%股本權益。根據股東協議，由於相關活動須獲全體股東一致同意，長春和羽、長春和煜及長春和勝成為本集團的合營企業。

#### 41. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2019

(a) *Disposal of partial interest in subsidiaries resulting in loss of control*

- (i) During the year ended 31 December 2019, the Group disposed of 80% equity interest in its subsidiary, Wuxi Changfeng Business Advisory Co., Ltd. (無錫昌峰商務諮詢有限公司) (“Wuxi Changfeng”) and its wholly owned subsidiary Wuxi Hezheng Property Co., Ltd. (無錫和正置業有限公司) (“Wuxi Hezheng”) to an independent third party at a total consideration of RMB230,000,000.

Subsequent to the disposal, the Group held 20% equity interests in Wuxi Changfeng and Wuxi Hezheng. Wuxi Changfeng and Wuxi Hezheng became joint ventures of the Group in accordance with the shareholders' agreement since relevant activities require unanimous consent of all directors.

- (ii) During the year ended 31 December 2019, the Group disposed of 70% equity interest in its subsidiary, Changchun Heyu Property Development Co., Ltd. (長春和羽房地產開發有限公司) (“Changchun Heyu I”) and its wholly owned subsidiaries Changchun Heyu Property Development Co., Ltd. (長春和煜房地產開發有限公司) (“Changchun Heyu II”) and Changchun Hesheng Property Development Co., Ltd. (長春和勝房地產開發有限公司) (“Changchun Hesheng”) to an independent third party at a total consideration of RMB480,000,000.

Subsequent to the disposal, the Group held 30% equity interests in Changchun Heyu I, Changchun Heyu II and Changchun Hesheng. Changchun Heyu I, Changchun Heyu II and Changchun Hesheng became joint ventures of the Group in accordance with the shareholders' agreement since relevant activities require unanimous consent of all directors.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 出售附屬公司

截至二零一九年十二月三十一日止年度(續)

(a) 出售附屬公司部分權益導致失去控制權(續)

- (iii) 截至二零一九年十二月三十一日止年度，本集團以代價人民幣172,920,000元出售其附屬公司煙台泰恒的44%股本權益。

於出售事項後，本集團持有煙台泰恒的46%股本權益。根據股東協議，由於相關活動須獲全體股東一致同意，煙台泰恒成為本集團的合營企業。

- (iv) 截至二零一九年十二月三十一日止年度，本集團以代價人民幣238,480,000元出售其附屬公司煙台泰博的44%股本權益。

於出售事項後，本集團持有煙台泰博的46%股本權益。根據股東協議，由於相關活動須獲全體股東一致同意，煙台泰博成為本集團的合營企業。

#### 41. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2019 (Continued)

(a) *Disposal of partial interest in subsidiaries resulting in loss of control (Continued)*

- (iii) During the year ended 31 December 2019, the Group disposed of 44% equity interest in its subsidiary, Yantai Taiheng at a consideration of RMB172,920,000.

Subsequent to the disposal, the Group held 46% equity interests in Yantai Taiheng. Yantai Taiheng became a joint venture of the Group in accordance with the shareholders' agreement since relevant activities require unanimous consent of all directors.

- (iv) During the year ended 31 December 2019, the Group disposed of 44% equity interest in its subsidiary, Yantai Taibo at a consideration of RMB238,480,000.

Subsequent to the disposal, the Group held 46% equity interests in Yantai Taibo. Yantai Taibo became a joint venture of the Group in accordance with the shareholders' agreement since relevant activities require unanimous consent of all directors.

#### 41. 出售附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (a) 出售附屬公司部分權益導致失去控制權 (續)

除上述交易(i)至(iv)詳述的出售附屬公司部分權益導致失去控制權外，本集團以總代價人民幣51,020,000元出售其他若干附屬公司的部分權益。於出售事項後，本集團保留對該等實體的共同控制權，故該等實體成為本集團的合營企業。

上述交易按出售附屬公司部分權益入賬。有關上述交易出售資產淨值的詳情概述如下：

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (a) Disposal of partial interest in subsidiaries resulting in loss of control (Continued)

Except for the disposal of partial interest in subsidiaries resulting in loss of control as detailed in transactions (i) to (iv) above, the Group disposed of partial interest in other certain subsidiaries at a total consideration of RMB51,020,000. Subsequent to the disposal, the Group retains joint control in the these entities and these entities became joint venture of the Group.

The above transactions are accounted for as disposal of partial interest in subsidiaries. Details of the net assets disposed of in respect of the above transactions are summarised below:

		交易(i)至(iv) Transactions (i) to (iv) 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:			
物業、廠房及設備	Property, plant and equipment	700	1,127	1,827
擬作出售的發展中物業	Properties under development for sale	2,523,718	6,716,734	9,240,452
應收本集團款項	Amounts due from the Group	793,177	2,230,929	3,024,106
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale	592,202	—	592,202
其他應收款項	Other receivables	104,760	516,079	620,839
銀行結餘及現金	Bank balances and cash	176,381	664,901	841,282
應付非控股權益款項	Amounts due to non-controlling interests	(465,000)	(966,689)	(1,431,689)
應付本集團款項	Amounts due to the Group	(1,889,932)	(801,338)	(2,691,270)
合約負債	Contract liabilities	—	(1,893,351)	(1,893,351)
其他應付款項	Other payables	(301,639)	(630,395)	(932,034)
銀行借款	Bank borrowings	(600,000)	(5,592,900)	(6,192,900)
出售的資產淨值	Net assets disposed of	934,367	245,097	1,179,464
出售附屬公司的收益：	Gain on disposal of subsidiaries:			
現金代價	Cash consideration	1,121,400	51,020	1,172,420
本集團分佔於合營企業所保留股本權益的資產淨值	The Group's share of net assets of the retained equity interests in joint ventures	689,129	110,224	799,353
非控股權益	Non-controlling interests	92,590	89,835	182,425
出售的資產淨值	Net assets disposed of	(934,367)	(245,097)	(1,179,464)
		968,752	5,982	974,734

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### Notes to the Consolidated Financial Statements

#### 41. 出售附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (a) 出售附屬公司部分權益導致失去控制權 (續)

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (a) Disposal of partial interest in subsidiaries resulting in loss of control (Continued)

		交易(i)至(iv) Transactions (i) to (iv) 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
現金流入淨額：	Net cash inflow:			
現金代價	Cash consideration	1,121,400	51,020	1,172,420
出售的銀行結餘及現金	Bank balances and cash disposed of	(176,381)	(664,901)	(841,282)
		945,019	(613,881)	331,138

##### (b) 視作出售附屬公司導致失去控制權

- (i) 北京輝廣入賬為本集團非全資附屬公司，此乃由於所有策略性財務及經營決策必須經董事會簡單大多數批准，當中五名董事及四名董事分別由本集團及其他股東提名。北京輝廣持有合營企業北京正德豐澤房地產開發有限公司的81%股本權益。截至二零一九年十二月三十一日止年度，北京輝廣的股東訂立一份補充協議。透過簽立補充協議，所有策略性財務及經營決策須獲其全體股東一致同意批准，而北京輝廣於交易完成後入賬為一間合營企業。

##### (b) Deemed disposal of subsidiaries resulting in loss of control

- (i) Beijing Huiguang was accounted for as a non-wholly owned subsidiary of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which five directors and four directors are nominated by the Group and the other shareholders, respectively. Beijing Huiguang held 81% equity interest in a joint venture, Beijing Zhengdefengze Property Development Co., Ltd. (北京正德豐澤房地產開發有限公司). During the year ended 31 December 2019, the shareholders of Beijing Huiguang entered into a supplemental agreement. By execution of the supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its shareholders and Beijing Huiguang is accounted for as a joint venture upon completion of the transaction.



#### 41. 出售附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

##### (b) 視作出售附屬公司導致失去控制權 (續)

- (ii) 湘潭長廈錦城入賬為本集團非全資附屬公司，此乃由於所有策略性財務及經營決策必須經董事會簡單大多數批准，當中兩名董事及一名董事分別由本集團及另一名股東提名。截至二零一九年十二月三十一日止年度，湘潭長廈錦城的股東訂立一份補充協議。透過簽立補充協議，所有策略性財務及經營決策須獲其全體董事一致同意批准，而湘潭長廈錦城於交易完成後入賬為一間合營企業。
- (iii) 成都盛部入賬為本集團非全資附屬公司，此乃由於所有策略性財務及經營決策必須經董事會簡單大多數批准，當中五名董事及三名董事分別由本集團及其他股東提名。截至二零一九年十二月三十一日止年度，成都盛部的股東訂立一份補充協議。透過簽立補充協議，所有策略性財務及經營決策須獲其全體董事一致同意批准，而成都盛部於交易完成後入賬為一間合營企業。
- (iv) 重慶昌格入賬為本集團非全資附屬公司，此乃由於所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。截至二零一九年十二月三十一日止年度，重慶昌格的股東訂立一份補充協議。透過簽立補充協議，所有策略性財務及經營決策須獲其全體董事一致同意批准，而重慶昌格於交易完成後入賬為一間合營企業。

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

##### (b) Deemed disposal of subsidiaries resulting in loss of control (Continued)

- (ii) Xiangtan Changshajincheng was accounted for as a non-wholly owned subsidiary of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. During the year ended 31 December 2019, the shareholders of Xiangtan Changshajincheng entered into a supplemental agreement. By execution of the supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors and Xiangtan Changshajincheng is accounted for as a joint venture upon completion of the transaction.
- (iii) Chengdu Shengbu was accounted for as a non-wholly owned subsidiary of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which five directors and three directors are nominated by the Group and the other shareholders, respectively. During the year ended 31 December 2019, the shareholders of Chengdu Shengbu entered into a supplemental agreement. By execution of the supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors and Chengdu Shengbu is accounted for as a joint venture upon completion of the transaction.
- (iv) Chongqing Changge was accounted for as a non-wholly owned subsidiary of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the group and other shareholders, respectively. During the year ended 31 December 2019, the shareholders of Chongqing Changge entered into a supplemental agreement. By execution of the supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors and Chongqing Changge is accounted for as a joint venture upon completion of the transaction.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 41. 出售附屬公司 (續)

截至二零一九年十二月三十一日止年度 (續)

#### (b) 視作出售附屬公司導致失去控制權 (續)

上述交易按出售附屬公司入賬。有關出售的資產淨值詳情概述如下：

### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2019 (Continued)

#### (b) Deemed disposal of subsidiaries resulting in loss of control (Continued)

The above transactions are accounted for as disposal of subsidiaries. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
物業、廠房及設備	Property, plant and equipment	404
擬作出售的發展中物業	Properties under development for sale	3,039,851
應收本集團款項	Amounts due from the Group	84,376
應收合營企業款項	Amounts due from joint ventures	1,207,865
應收非控股權益款項	Amounts due from non-controlling interests	209,149
其他應收款項	Other receivables	129,956
銀行結餘及現金	Bank balances and cash	277,440
應付賬款及應計開支	Accounts payable and accrued charges	(74,209)
合約負債	Contract liabilities	(1,157,669)
應付非控股權益款項	Amounts due to non-controlling interests	(1,382,059)
應付本集團的款項	Amounts due to the Group	(788,734)
其他應付款項	Other payables	(4,872)
銀行及其他借款	Bank and other borrowings	(1,482,100)
出售的資產淨值	Net assets disposed of	59,398
出售附屬公司的收益：	Gain on disposal of subsidiaries:	
於合營企業所保留股本權益的公平值	Fair value of the retained equity interests in joint ventures	20,557
非控股權益	Non-controlling interests	38,841
出售的資產淨值	Net assets disposed of	(59,398)
		—
現金流出淨額：	Net cash outflow:	
出售的銀行結餘及現金	Bank balances and cash disposed of	(277,440)

#### 41. 出售附屬公司 (續)

截至二零一八年十二月三十一日止年度

##### (a) 出售附屬公司

- (i) 截至二零一八年十二月三十一日止年度，本集團以總代價人民幣786,950,000元向一名獨立第三方出售其附屬公司鄭州旭輝博澳房地產開發有限公司（「鄭州博澳」）的全部股本權益，並轉讓股東貸款人民幣676,230,000元。
- (ii) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣418,499,000元向一名獨立第三方出售其附屬公司杭州藝輝商務諮詢有限公司（「杭州藝輝」）的全部股本權益。

上述交易按出售附屬公司入賬。有關出售的資產淨值詳情概述如下：

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018

##### (a) Disposal of subsidiaries

- (i) During the year ended 31 December 2018, the Group disposed of the entire equity interest in its subsidiary, Zhengzhou Xuhui Boao Real Estate Development Co., Ltd (“Zhengzhou Boao”) and assigned a shareholder’s loan of RMB676,230,000 to an independent third party at a total consideration of RMB786,950,000.
- (ii) During the year ended 31 December 2018, the Group disposed of the entire equity interest in its subsidiary, Hangzhou Yihui Business Consultant Co., Ltd (杭州藝輝商務諮詢有限公司) (“Hangzhou Yihui”) to an independent third party at a consideration of RMB418,499,000.

The above transactions are accounted for as disposal of subsidiaries. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
於一間合營企業的權益	Interest in a joint venture	9,608
物業、廠房及設備	Property, plant and equipment	2
擬作出售的發展中物業	Properties under development for sale	723,893
其他應收款項	Other receivables	1,122,905
銀行結餘及現金	Bank balances and cash	66,150
應付本集團款項	Amount due to the Group	(676,230)
應付賬款及應計開支	Accounts payable and accrued charges	(1,140,178)
出售的資產淨值	Net assets disposed of	106,150
出售附屬公司的收益：	Gain on disposal of subsidiaries:	
現金代價	Cash consideration	529,219
非控股權益	Non-controlling interests	11,953
出售的資產淨值	Net assets disposed of	(106,150)
		435,022
現金流入淨額：	Net cash inflow:	
現金代價	Cash consideration	529,219
轉讓股東貸款	Assignment of shareholder’s loan	676,230
出售的銀行結餘及現金	Bank balances and cash disposed of	(66,150)
		1,139,299

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 出售附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (b) 出售附屬公司部分權益導致失去控制權

截至二零一八年十二月三十一日止年度，本集團以總代價人民幣90,000,000元向一名獨立第三方出售其附屬公司北京樂優富拓投資有限公司(「北京樂優富拓」)的25%股本權益，並轉讓股東貸款人民幣90,000,000元。

於出售事項後，本集團持有北京樂優富拓25%股權，而北京樂優富拓成為本集團的合營企業。根據與股東訂立的協議，北京樂優富拓的相關活動需全體董事一致同意。

上述交易按出售附屬公司部分權益入賬。有關上述交易出售資產淨值詳情概述如下：

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (b) Disposal of partial interest in a subsidiary resulting in loss of control

During the year ended 31 December 2018, the Group disposed of 25% equity interest in its subsidiary, Beijing Leyoufutuo Investment Co., Ltd. ("Beijing Leyoufutuo") and assigned a shareholder's loan of RMB90,000,000 to an independent third party at a total consideration of RMB90,000,000.

Subsequent to the disposal, the Group held 25% equity interests in Beijing Leyoufutuo and Beijing Leyoufutuo became a joint venture of the Group in accordance with the shareholders' agreement, relevant activities of Beijing Leyoufutuo require unanimous consent of all directors.

The above transactions are accounted for as disposal of partial interest in a subsidiary. Details of the net assets disposed of in respect of the above transaction is summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
其他應收款項	Other receivables	1,064,249
銀行結餘及現金	Bank balances and cash	4
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(883,861)
應付本集團款項	Amounts due to the Group	(180,000)
出售的資產淨值	Net assets disposed of	392
出售附屬公司的虧損：	Loss on disposal of subsidiaries:	
於一間合營企業所保留股本權益的公平值	Fair value of the retained equity interest in a joint venture	98
非控股權益	Non-controlling interests	196
出售的資產淨值	Net assets disposed of	(392)
		(98)
現金流入淨額：	Net cash inflow:	
轉讓股東貸款	Assignment of shareholders' loan	90,000
出售的銀行結餘及現金	Bank balances and cash disposed of	(4)
		89,996

#### 41. 出售附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (c) 視作出售一間附屬公司導致失去控制權

太原旭晉安創企業管理諮詢有限公司及其附屬公司(「太原旭晉集團」)入賬為本集團非全資附屬公司，此乃由於所有戰略財務及經營決策必須經董事會簡單大多數批准，當中三名董事及一名董事分別由本集團及另一名股東提名。截至二零一八年十二月三十一日止年度，太原旭晉集團的股東訂立一份補充協議。透過簽立補充協議，所有戰略財務及經營決策須獲其全體董事一致同意批准，而太原旭晉集團於交易完成後入賬為一間合營企業。

上述交易按出售一間附屬公司入賬。有關出售資產淨值詳情概述如下：

#### 41. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Deemed disposal of a subsidiary resulting in loss of control

Taiyuan Xujin Anchuang Management Consulting Co., Ltd and its subsidiaries ("Taiyuan Xujin Group") was accounted for as non-wholly owned subsidiaries of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and one director are nominated by the Group and the other shareholder, respectively. During the year ended 31 December 2018, the shareholders of Taiyuan Xujin Group entered into a supplemental agreement. By execution of the supplemental agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors and Taiyuan Xujin Group is accounted for as a joint venture upon completion of the transaction.

The above transaction is accounted for as disposal of a subsidiary. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
物業、廠房及設備	Property, plant and equipment	305
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale	5,499,011
其他應收款項	Other receivables	4,433
銀行結餘及現金	Bank balances and cash	38,034
應付本集團款項	Amount due to the Group	(2,911,897)
其他應付款項	Other payables	(2,329,886)
銀行及其他借款	Bank and other borrowings	(300,000)
出售的資產淨值	Net assets disposed of	—
現金流出淨額：	Net cash outflow:	
出售的銀行結餘及現金	Bank balances and cash disposed of	(38,034)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 42. 退休福利計劃

根據中國相關法律及法規，本公司的中國附屬公司須參與地方市政府推行的定額供款退休計劃。本集團的中國附屬公司按地方市政府所規定平均僱員薪金的若干百分比向計劃供款，以就僱員的退休福利撥付資金。本集團有關退休福利計劃的主要責任為根據計劃作出規定供款。

本集團亦為香港所有合資格僱員參與強制性公積金計劃。該計劃的資產與本集團資產分開，存放於受託人管理的基金。本集團向該計劃作出的供款為有關薪金成本的5%，而僱員亦須作出同樣供款。

截至二零一九年十二月三十一日止年度，本集團已確認退休福利供款人民幣131,702,000元（二零一八年：人民幣98,501,000元）。

#### 43. 抵押資產

除別處所披露者外，下列資產於報告期末予以抵押以擔保本集團獲授若干銀行及其他融資：

#### 42. RETIREMENT BENEFIT PLANS

According to the relevant laws and regulations of the PRC, the Company's PRC subsidiaries are required to participate in defined contribution retirement schemes administrated by the local municipal governments. The Group's PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as required by local municipal government to the scheme to fund the retirement benefits of the employees. The principal obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

The Group also operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The Group recognised the retirement benefit contribution of RMB131,702,000 (2018: RMB98,501,000) for the year ended 31 December 2019.

#### 43. PLEDGE OF ASSETS

Save as disclosed elsewhere, the following assets were pledged to secure certain banking and other facilities granted to the Group at the end of the reporting period:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
投資物業	Investment properties	5,756,790	7,061,100
擬作出售的發展中物業	Properties under development for sale	75,563,893	50,541,639
持作出售物業	Properties held for sale	3,935,311	2,810,472
受限制銀行存款	Restricted bank deposits	388,695	1,290,000
按公平值計入損益的金融資產	Financial assets at FVTPL	—	105,350
物業、廠房及設備	Property, plant and equipment	22,832	34,055
於合營企業的權益	Interests in joint ventures	—	8,159
		85,667,521	61,850,775

本集團於若干持有上述若干已抵押的擬作出售的開發中物業的附屬公司的股本權益，已予以抵押，以擔保本集團獲授若干銀行融資。

The Group's equity interests in certain subsidiaries, which hold certain pledged properties under development for sale included above, have been pledged to secure certain banking facilities granted to the Group.



#### 44. 租賃安排

本集團作為出租人

應收的最低租賃付款如下：

#### 44. LEASE ARRANGEMENTS

The Group as a lessor

Minimum lease payments receivable on leases are as follows:

		二零一九年 十二月 三十一日 31/12/2019 人民幣千元 RMB'000
一年內	Within one year	327,760
第二年	In the second year	323,859
第三年	In the third year	255,396
第四年	In the fourth year	203,092
第五年	In the fifth year	141,788
五年後	After five years	355,049
		1,606,944

本集團已與租戶訂約的未來最低租賃付款如下：

The Group had contracted with tenants for the following future minimum lease payments as follows:

		二零一八年 十二月 三十一日 31/12/2018 人民幣千元 RMB'000
一年內	Within one year	234,828
第二年至第五年(包括首尾兩年)	In the second to fifth year inclusive	635,208
五年後	After five years	431,072
		1,301,108

本集團持作租賃用途的投資物業擁有租期介乎一至十五年(二零一八年：一至十五年)的已訂約租戶。投資物業的租約載有或然租金條款，而或然租金以租戶所賺取的營業額若干百分比釐定。由於租戶的未來收入不能夠可靠釐定，故上文並無計入有關或然租金，且上表僅計入最低租賃承擔。

The investment properties held by the Group for rental purpose have committed tenants from one to fifteen years (2018: one to fifteen years). Lease of an investment property has clauses of contingent rentals determined by a certain percentage of turnover earned by the tenant. As the future revenue of the tenant could not be reliably determined, the relevant contingent rentals have not been included above and only the minimum lease commitments have been included in the table above.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 44. 租賃安排 (續)

本集團作為承租人

#### 44. LEASE ARRANGEMENTS (Continued)

The Group as a lessee

		二零一八年 2018 人民幣千元 RMB'000
年內根據經營租賃已付的最低租賃付款	Minimum lease payments paid under operating lease during the year	81,089

於報告期末，本集團根據不可撤銷經營租賃就有關租賃物業支付的未來最低租賃付款如下：

At the end of the reporting period, the Group had future minimum lease payments under non-cancellable operating leases in respect of leased properties as follows:

		二零一八年 2018 人民幣千元 RMB'000
一年內	Within one year	39,701
第二年至第五年(包括首尾兩年)	In the second to fifth year inclusive	54,555
		94,256

經營租賃付款指本集團就若干辦公室物業應付的租金。租金於簽署租賃協議日期確定。

Operating lease payments represent rentals payable by the Group for certain of its office premises. The rentals are fixed at the date of signing of lease agreements.

#### 45. 承擔

於報告期末，本集團擁有下列承擔：

#### 45. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
已訂約但未於綜合財務報表內撥備的 有關收購土地使用權的開支	Expenditure in respect of acquisition of land use rights contracted for but not provided for in the consolidated financial statements	3,016,690	3,525,621
已訂約但未於綜合財務報表內撥備的 有關收購股權的開支	Expenditure in respect of acquisition of equity interests contracted for but not provided for in the consolidated financial statements	—	81,367
		3,016,690	3,606,988

本集團分佔與其他投資者就其合營企業  
共同作出的承擔如下：

The Group's share of commitments made jointly with other investors relating to  
its joint ventures are as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
已訂約但未於綜合財務報表內撥備的 有關收購土地使用權的開支	Expenditure in respect of acquisition of land use rights contracted for but not provided for in the consolidated financial statements	2,442,515	1,662,493

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 46. 或然負債

- (i) 本集團於二零一九年十二月三十一日就授予本集團已開發物業買家的按揭銀行貸款提供約人民幣22,444,806,000元(二零一八年：人民幣19,067,896,000元)的擔保。
- (ii) 本公司對這類開發其項目的合營企業及聯營公司的境外及境內銀行貸款項下尚未履行的責任按若干基準(包括按其各自持股比例)提供擔保。於二零一九年十二月三十一日，本集團就該等合營企業及聯營公司借入貸款提供的應佔擔保分別合共約人民幣10,122,314,000元(二零一八年：人民幣5,822,894,000元)及約人民幣3,280,164,000元(二零一八年：人民幣2,608,956,000元)。

本公司董事認為，本集團該等財務擔保合約的公平值於初步確認時並非重大，且本公司董事認為有關訂約方違約的可能性極小，故於訂立擔保合約時及於二零一九年及二零一八年十二月三十一日的綜合財務狀況表內概無確認價值。

#### 47. 以股份支付的交易

##### (a) 股份獎勵計劃

於二零一七年十二月十八日，董事會採納股份獎勵計劃(「二零一七年股份獎勵計劃」)，據此，Prosperity Fountain (PTC) Limited(「受託人」)，即於受託人所訂立日期為二零一七年十二月十八日的信託契據(經不時重列、補充及修訂)(「信託契據」)中宣佈為信託的受託人，將以本集團付出的現金於公開市場購買或向本公司認購新股份以作為獎勵股份，並代由董事會所挑選參與二零一七年股份獎勵計劃的合資格人士經選定參與者以信託形式持有，直至有關股份根據二零一七年股份獎勵計劃的條文歸屬於相關參與者為止。二零一七年股份獎勵計劃旨在肯定若干任何(i)主要管理人員，包括董事會及本集團的高級管理層；及(ii)本集團任何成員公司的僱員的貢獻，並向彼等提供獎勵，以留聘彼等為本集團的持續營運及發展提供服務。二零一七年股份獎勵計劃將由董事會及受託人根據二零一七年股份獎勵計劃及信託契據的規則進行管理。

#### 46. CONTINGENT LIABILITIES

- (i) The Group provided guarantees amounting to approximately RMB22,444,806,000 (2018: RMB19,067,896,000) as at 31 December 2019 in respect of mortgage bank loans granted to purchasers of the Group's developed properties.
- (ii) The Company provided guarantees on several basis covering its respective equity shares of outstanding obligations under the offshore and onshore bank loan incurred by the joint venture and associate companies developing their projects. As at 31 December 2019, the Group's aggregate shares of such guarantees provided in respective of loans borrowed by these joint ventures amounted to approximately RMB10,122,314,000 (2018: RMB5,822,894,000) and associates amounted to approximately RMB3,280,164,000 (2018: RMB2,608,956,000).

In the opinion of the directors of the Company, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the directors of the Company consider that the possibility of the default of the parties involved is remote, accordingly, no value has been recognised at the inception of the guarantee contracts and on the consolidated statement of financial position as at 31 December 2019 and 2018.

#### 47. SHARE-BASED PAYMENT TRANSACTION

##### (a) Share award scheme

On 18 December 2017, the board of directors adopted a share award scheme (the "2017 Share Award Scheme"), pursuant to which the shares to be awarded will be purchased by Prosperity Fountain (PTC) Limited as trustee (the "Trustee") of the trust declared in the trust deed dated 18 December 2017 entered into by the Trustee (as restated, supplemented and amended from time to time) (the "Trust Deed") from the open market or subscribed from the Company as new shares out of cash contributed by the Group and held on trust for the eligible persons selected by the board of directors for participation in the 2017 Share Award Scheme until such shares are vested with the relevant participants in accordance with the provisions of the 2017 Share Award Scheme. The purpose of the 2017 Share Award Scheme is to recognise the contributions by certain any of the (i) key management personnel including the board of directors and senior management of the Group; and (ii) employee of any member of the Group to provide them with incentives in order to retain them for the continual operation and development of the Group. The 2017 Share Award Scheme shall be subject to administration of the board of directors and the Trustee in accordance with the rules of the 2017 Share Award Scheme and the Trust Deed.

#### 47. 以股份支付的交易 (續)

##### (a) 股份獎勵計劃 (續)

除非根據董事會可能決定提早終止，否則二零一七年股份獎勵計劃將自二零一七年十二月十八日起計十年期內有效及生效。

董事會不得進一步獎勵任何二零一七年的獎勵股份，以致獎勵股份總數將超過不時已發行股份數目的5%。於任何十二個月期間內根據二零一七年股份獎勵計劃可向參與者授出的股份最高數目不得超過已發行股份數目的1%。

二零一七年股份獎勵計劃的主要條款及條件概要載列於本公司日期為二零一七年十二月十八日及二零一七年十二月二十九日的公告內。

年內，約21,752,000股（二零一八年：14,650,000股）本公司普通股已獲受託人收購，總成本約為98,460,000港元（相當於約人民幣89,325,000元）（二零一八年：75,890,000港元（相當於約人民幣66,631,000元）），以及約584,000股（二零一八年：零）本公司普通股作為根據有關截至二零一八年十二月三十一日止年度末期股息的以股代息計劃的代息股份發行予受託人。於二零一九年十二月三十一日，二零一七年股份獎勵計劃受託人共持有約34,056,000股本公司普通股（二零一八年：11,720,000股普通股）。受託人須於歸屬日期將相關股份轉讓予該等合資格人士。年內，概無向僱員授出股份。

##### (b) 二零一二年購股權計劃

根據本公司於二零一二年十月九日採納的購股權計劃（「二零一二年購股權計劃」），董事可邀請參與者按董事會釐定的價格獲得購股權，惟該價格須至少為以下三者的最高者：(a)於本公司向承授人提呈要約當日（該日須為營業日，「要約日期」）聯交所日報表列明的股份收市價；(b)緊接要約日期前五個營業日聯交所日報表列明本公司股份的平均收市價（惟發售價須用作本公司股份上市前期間任何營業日的收市價，而本公司已於要約日期前五個營業日內上市）；及(c)於要約日期當日本公司股份的面值。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (a) Share award scheme (Continued)

Subject to any early termination as may be determined by the board of directors, the 2017 Share Award Scheme shall be valid and effective for a term of 10 years commencing on 18 December 2017.

The board of directors shall not make any further award of 2017 awarded shares which will result in the total number of shares exceeding 5% of the number of issued shares from time to time. The maximum number of shares which may be awarded to a participant under the 2017 Share Award Scheme in any 12-month period shall not exceed 1% of the number of the shares in issue.

The summary of the principal terms and conditions of the 2017 Share Award Scheme were set out in the Company's announcements dated 18 December 2017 and 29 December 2017.

During the year, approximately 21,752,000 (2018: 14,650,000) ordinary shares of the Company have been acquired by the Trustee at an aggregate cost of approximately HK\$98,460,000 (equivalent to approximately RMB89,325,000) (2018: HK\$75,890,000 (equivalent to approximately RMB66,631,000)) and approximately 584,000 (2018: nil) ordinary shares of the Company were issued as scrip shares to the Trustee pursuant to the scrip dividend scheme in relation to the final dividend for the year ended 31 December 2018. A total of approximately 34,056,000 ordinary shares of the Company were held by the trustee of the 2017 Share Award Scheme at 31 December 2019 (2018: 11,720,000 ordinary shares). The Trustee shall transfer the relevant shares to those eligible persons on vesting date. During the year, no shares were granted to employees.

##### (b) 2012 Share option scheme

Pursuant to the share option scheme ("2012 Share Option Scheme") adopted by the Company on 9 October 2012, the directors may invite participants to take up options at a price determined by the board of directors provided that it shall be at least the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which an offer is made by the Company to the grantee (which date must be a business day, "Offer Date"); (b) a price being the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the Offer Date (provided that the offer price shall be used as the closing price for any business day falling within the period before listing of the shares of the Company where the Company has been listed for less than five business days as at the Offer Date); and (c) the nominal value of a share of the Company on the Offer Date.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 47. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

根據二零一二年購股權計劃將予授出的所有購股權獲行使後可能發行的股份總數不得超過合共557,000,000股股份(相當於採納二零一二年購股權計劃當日已發行股份總數的10%)，除非本公司另行取得股東批准以更新上限。

除股東於本公司股東大會上另行批准外，於任何十二個月期間內，每位參與者因行使根據二零一二年購股權計劃獲授的購股權(包括已行使及尚未行使購股權)而獲發行及將予發行的股份總數上限，不得超過已發行股份總數的1%。

承授人可於董事會提呈要約時釐定及知會承授人的購股權期間內隨時根據二零一二年購股權計劃條款行使購股權，惟該期間不得於要約日期起計十年後屆滿。

根據二零一二年購股權計劃，四批購股權已於二零一九年十二月三十一日授出。該等購股權的公平值乃使用二項式模式計算。模式的輸入數據如下：

		於以下日期授出的購股權			
		Share options granted on			
		二零一三年 二月二十六日 26 February 2013	二零一三年 十月二十九日 29 October 2013	二零一五年 七月十三日 13 July 2015	二零一六年 一月二十日 20 January 2016
授出日期股價	Grant date share price	HK\$1.58港元	HK\$1.51港元	HK\$1.77港元	HK\$1.478港元
行使價	Exercise price	HK\$1.684港元	HK\$1.55港元	HK\$1.77港元	HK\$1.478港元
預期年期	Expected life	32個月32 months	28個月28 months	24個月24 months	27個月27 months
預期波幅	Expected volatility	60%	57%	55%	56%
股息收益率	Dividend yield	2.53%	2.65%	6.21%	9.52%
無風險利率	Risk-free interest rate	0.624%	0.830%	0.972%	1.288%

附註：購股權的預期年期按(歸屬期間+行使期間)/2的算式計算。

預期波幅乃根據可資比較公司每日回報的歷史波幅釐定。在管理層慎重估算下，模式中所用的預期年期已因應不可轉讓性、行使限制及行為考慮因素的影響而作出調整。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Share Option Scheme shall not in aggregate exceed 557,000,000 shares, representing 10% of the total number of shares in issue as at the date of adoption of the 2012 Share Option Scheme unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the 2012 Share Option Scheme to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.

The option may be exercised in accordance with the terms of the 2012 Share Option Scheme at any time during the option period which may be determined and notified by the board of directors to the grantee at the time of making an offer which shall not expire later than 10 years from the offer date.

Four tranches of share options have been granted under the 2012 Share Option Scheme as at 31 December 2019. Fair value of these share options were calculated using the binomial model. The inputs into the model were as follows:

Note: Expected life of the option is calculated by the formula of (vesting period + exercise period)/2.

Expected volatility was determined by using the historical volatility of the daily return of comparable companies. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.



#### 47. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

根據二零一二年購股權計劃已授出而尚未行使的購股權所涉及的股份數目為44,395,166股 (二零一八年：110,059,000股)，佔本公司於二零一九年十二月三十一日股份數目的0.6% (二零一八年：1%)。

於二零一三年二月二十六日、二零一三年十月二十九日、二零一五年七月十三日及二零一六年一月二十日授出的購股權的估計公平值分別為人民幣83,349,000元、人民幣75,912,000元、人民幣39,125,000元及人民幣30,054,000元。

本集團於截至二零一九年十二月三十一日止年度就本公司根據二零一二年購股權計劃授出的購股權確認開支總額為人民幣1,093,000元 (二零一八年：人民幣5,826,000元)。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The number of shares in respect of which options had been granted and remained outstanding under the 2012 Share Option Scheme as at 31 December 2019 was 44,395,166 (2018: 110,059,000), representing 0.6% (2018: 1%) of the shares of the Company as at 31 December 2019.

The estimated fair values of the options granted on 26 February 2013, 29 October 2013, 13 July 2015 and 20 January 2016 are RMB83,349,000, RMB75,912,000, RMB39,125,000 and RMB30,054,000 respectively.

The Group recognised the total expense of RMB1,093,000 (2018: RMB5,826,000) for the year ended 31 December 2019 in relation to share options granted by the Company under the 2012 Share Option Scheme.

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>截至二零一三年十二月三十一日</b>			
<b>止年度授出：</b>			
<b>Granted during the year ended 31 December 2013:</b>			
授予董事的購股權：	2,400,000	25%：於二零一四年七月一日歸屬，	四年
－於二零一三年二月二十六日		並自二零一四年七月一日起至二零一八年六月三十日可行使	
Share options granted to directors:		25%: vested on 1 July 2014 and exercisable from	4 years
－on 26 February 2013		1 July 2014 to 30 June 2018	
		25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使	四年
		25%: vested on 1 July 2015 and exercisable from	4 years
		1 July 2015 to 30 June 2018	
		25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使	四年
		25%: vested on 1 July 2016 and exercisable from	4 years
		1 July 2016 to 30 June 2018	
		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使	四年
		25%: vested on 1 July 2017 and exercisable from	4 years
		1 July 2017 to 30 June 2018	

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### 47. 以股份支付的交易 (續)

#### (b) 二零一二年購股權計劃 (續)

### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

#### (b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
— 於二零一三年十月二十九日 — on 29 October 2013	5,100,000	25% : 於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018	四年 4 years
		25% : 於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018	四年 4 years
		25% : 於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018	四年 4 years
		25% : 於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018	四年 4 years
授予僱員的購股權： — 於二零一三年二月二十六日 Share options granted to employees: — on 26 February 2013	150,000,000	25% : 於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018	四年 4 years
		25% : 於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018	四年 4 years
		25% : 於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018	四年 4 years
		25% : 於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018	四年 4 years

47. 以股份支付的交易 (續)

(b) 二零一二年購股權計劃 (續)

47. SHARE-BASED PAYMENT TRANSACTION (Continued)

(b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
— 於二零一三年十月二十九日 — on 29 October 2013	144,900,000	25% : 於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018 25% : 於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018 25% : 於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018 25% : 於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018	四年 4 years 四年 4 years 四年 4 years 四年 4 years
截至二零一五年十二月三十一日止年度授出： Granted during the year ended 31 December 2015: 授予董事的購股權： — 於二零一五年七月十三日 Share options granted to directors: — on 13 July 2015	4,600,000	25% : 於二零一五年七月十三日歸屬，並自二零一五年七月十三日起至二零一九年六月三十日可行使 25%: vested on 13 July 2015 and exercisable from 13 July 2015 to 30 June 2019 25% : 於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2019 25% : 於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2019 25% : 於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	四年 4 years 四年 4 years 四年 4 years 四年 4 years

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## Notes to the Consolidated Financial Statements

### 47. 以股份支付的交易 (續)

#### (b) 二零一二年購股權計劃 (續)

### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

#### (b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
授予僱員的購股權： — 於二零一五年七月十三日 Share options granted to employees: — on 13 July 2015	95,400,000	25%：於二零一五年七月十三日歸屬，並自二零一五年七月十三日起至二零一九年六月三十日可行使 25%: vested on 13 July 2015 and exercisable from 13 July 2015 to 30 June 2019 25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2019 25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2019 25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零一九年六月三十日可行使 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	四年 4 years 四年 4 years 四年 4 years 四年 4 years
截至二零一六年十二月三十一日止年度授出： Granted during the year ended 31 December 2016:			
授予董事的購股權： — 於二零一六年一月二十日 Share options granted to directors: — on 20 January 2016	100,000,000	25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零二零年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2020 25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零二零年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2020 25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零二零年六月三十日可行使 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2020 25%：於二零一九年七月一日歸屬，並自二零一九年七月一日起至二零二零年六月三十日可行使 25%: vested on 1 July 2019 and exercisable from 1 July 2019 to 30 June 2020	四年 4 years 四年 4 years 四年 4 years 四年 4 years

#### 47. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

下表披露董事及僱員根據二零一二年購股權計劃持有本公司購股權的詳情：

截至二零一九年十二月三十一日止年度

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The following tables disclose details of the Company's share options held by the directors and employees under the 2012 Share Option Scheme:

For the year ended 31 December 2019

授出日期	每股 行使價	行使期間	購股權數目				於 二零一九年 十二月 三十一日 尚未行使
			於 二零一九年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share	Exercisable period	Outstanding at 1.1.2019	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2019
	港元 HK\$						
<b>購股權</b>							
Share option							
二零一五年七月十三日		二零一五年七月十三日至二零一九年六月三十日					
13 July 2015	1.77	13 July 2015 to 30 June 2019	40,050,000	–	(40,045,000)	(5,000)	–
二零一六年一月二十日		二零一六年七月一日至二零二零年六月三十日					
20 January 2016	1.478	1 July 2016 to 30 June 2020	70,009,000	–	(25,613,834)	–	44,395,166
<b>總計</b>							
Total			110,059,000	–	(65,658,834)	(5,000)	44,395,166
<b>期末可行使</b>							
Exercisable at the end of the period							44,395,166
<b>加權平均行使價(港元)</b>							
Weighted average exercise price							
(HK\$)			1.58	–	1.66	1.77	1.48
<b>於行使日期的加權平均股價</b>							
(港元)							
Weighted average share price at the							
dates of exercise (HK\$)					5.05		

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## Notes to the Consolidated Financial Statements

### 47. 以股份支付的交易 (續)

#### (b) 二零一二年購股權計劃 (續)

截至二零一八年十二月三十一日止年度

### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

#### (b) 2012 Share option scheme (Continued)

For the year ended 31 December 2018

授出日期	每股 行使價	行使期間	購股權數目				於 二零一八年 十二月 三十一日 尚未行使
			於 二零一八年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share	Exercisable period	Outstanding at 1.1.2018	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2018
	港元						
	HK\$						
購股權							
Share option							
二零一三年二月二十六日		二零一四年七月一日至二零一八年六月三十日					
26 February 2013	1.684	1 July 2014 to 30 June 2018	72,439,356	–	(67,288,091)	(5,151,265)	–
二零一三年十月二十九日		二零一四年七月一日至二零一八年六月三十日					
29 October 2013	1.55	1 July 2014 to 30 June 2018	68,398,331	–	(65,362,164)	(3,036,167)	–
二零一五年七月十三日		二零一五年七月十三日至二零一九年六月三十日					
13 July 2015	1.77	13 July 2015 to 30 June 2019	77,630,000	–	(37,580,000)	–	40,050,000
二零一六年一月二十日		二零一六年七月一日至二零二零年六月三十日					
20 January 2016	1.478	1 July 2016 to 30 June 2020	87,691,000	–	(17,682,000)	–	70,009,000
總計							
Total			306,158,687	–	(187,912,255)	(8,187,432)	110,059,000
期末可行使							
Exercisable at the end of the period							85,059,000
加權平均行使價(港元)							
Weighted average exercise price (HK\$)			1.61	–	1.64	1.63	1.58
於行使日期的加權平均股價 (港元)							
Weighted average share price at the dates of exercise (HK\$)					6.38		

除上文所披露者外，自二零一二年購股權計劃獲採納以來，概無據此授出其他購股權。

Save as disclosed above, no other option was granted under the 2012 Share Option Scheme since adoption.



#### 47. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃

根據本公司於二零一六年四月二十七日採納的購股權計劃(「二零一六年購股權計劃」)，董事可邀請參與者按董事會的絕對酌情權而釐定的價格獲得購股權，然而在任何情況下不得低於以下三者中的最高者：(a)本公司向承授人提呈要約當日(「授出日期」，必須為營業日)在聯交所發出的日報表列明的股份收市價；(b)緊接授出日期前五個營業日在聯交所發出的日報表列明的本公司股份平均收市價(惟發售價須用作本公司股份上市前期間任何營業日的收市價，而本公司已於要約日期前五個營業日內上市)；及(c)本公司股份於授出日期的面值。

根據二零一六年購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使後可予發行的股份總數不得超過合共666,640,000股股份(相當於二零一六年購股權計劃採納日期已發行股份總數的10%)，除非本公司另行取得股東批准以更新上限。

除股東於本公司股東大會上另行批准外，於任何十二個月期間內，每位參與者因行使根據二零一六年購股權計劃獲授的購股權(包括已行使及尚未行使購股權)而獲發行及將予發行的股份總數上限，不得超過已發行股份總數的1%。

承授人可於董事會提呈要約時釐定及知會承授人的購股權期間內隨時根據二零一六年購股權計劃條款行使購股權，惟該期間不得於要約日期起計十年後屆滿。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme

Pursuant to the share option scheme (“2016 Share Option Scheme”) adopted by the Company on 27 April 2016, the directors may invite participants to take up options at a price determined by the board of directors in its absolute discretion but in any event shall not be less than the highest of (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date on which an offer is made by the Company to the grantee (“Date of Grant”) which must be a business day; (b) the average closing prices of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the Date of Grant (provided that the offer price shall be used as the closing price for any business day falling within the period before listing of the shares of the Company where the Company has been listed for less than five business days as at the Date of Grant); and (c) the nominal value of a share of the Company on the Date of Grant.

The total number of shares which may be issued upon exercise of all options to be granted under the 2016 Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 666,640,000 shares, representing 10% of the total number of shares in issue as at the date of adoption of the 2016 Share Option Scheme unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the 2016 Share Option Scheme to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.

The option may be exercised in accordance with the terms of the 2016 Share Option Scheme at any time during the option period which may be determined and notified by the board of directors to the grantee at the time of making an offer which shall not expire later than 10 years from the offer date.

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### Notes to the Consolidated Financial Statements

#### 47. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

根據二零一六年購股權計劃，一批購股權已於二零一九年十二月三十一日授出。該等購股權的公平值乃使用二項式模式計算。模式的輸入數據如下：

		於二零一七年 十月三日 授出的購股權 Share options granted on 3 October 2017
授出日期的股價	Grant date share price	HK\$4.34港元
行使價	Exercise price	HK\$4.34港元
預期年期	Expected life	4年4 years
預期波幅	Expected volatility	38.1%
股息收益率	Dividend yield	4.15%
無風險利率	Risk-free interest rate	1.347%

附註：購股權的預期年期按(歸屬期間+行使期間)/2的算式計算。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

One tranche of share options has been granted under the 2016 Share Option Scheme as at 31 December 2019. Fair value of these share options were calculated using the binomial model. The inputs into the model were as follows:

Note: Expected life of the option is calculated by the formula of (vesting period + exercise period)/2.

預期波幅乃根據可資比較公司每日回報的歷史波幅釐定。在管理層慎重估算下，模式中所用的預期年期已因應不可轉讓性、行使限制及行為考慮因素的影響而作出調整。

Expected volatility was determined by using the historical volatility of the daily return of comparable companies. The expected life used in the model has been adjusted, based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

根據二零一六年購股權計劃已授出而尚未行使的購股權所涉及的股份數目為215,299,000股(二零一八年：220,000,000股)，佔本公司於二零一九年十二月三十一日股份數目的2.7%(二零一八年：3%)。

The number of shares in respect of which options had been granted and remained outstanding under the 2016 Share Option Scheme as at 31 December 2019 was 215,299,000 (2018: 220,000,000) representing 2.7% (2018: 3%) of the shares of the Company as at 31 December 2019.

於二零一七年十月三日授出的購股權的估計公平值為人民幣202,568,000元。

The estimated fair value of the options granted on 3 October 2017 is RMB202,568,000.

#### 47. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

本集團於截至二零一九年十二月三十一日止年度就本公司根據二零一六年購股權計劃授出的購股權確認開支總額為人民幣52,580,000元(二零一八年：人民幣62,380,000元)。

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

The Group recognised the total expense of RMB52,580,000 (2018: RMB62,380,000) for the year ended 31 December 2019 in relation to share options granted by the Company under the 2016 Share Option Scheme.

	購股權數目 Number of Options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>於截至二零一七年十二月三十一日止年度授出：</b>			
<b>Granted during the year ended</b>			
<b>31 December 2017:</b>			
授予董事的購股權：—於 二零一七年十月三日	2,100,000	5%：於二零一九年一月一日歸屬，並自二零一九年一月一日起 起至二零二二年十二月三十一日可行使	四年
Share options granted to directors: – on 3 October 2017		5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	4 years
		10%：於二零二零年一月一日歸屬，並自二零二零年一月一 日起至二零二二年十二月三十一日可行使	四年
		10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	4 years
		20%：於二零二一年一月一日歸屬，並自二零二一年一月一 日起至二零二二年十二月三十一日可行使	四年
		20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	4 years
		65%：於二零二二年一月一日歸屬，並自二零二二年一月一 日起至二零二二年十二月三十一日可行使	四年
		65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	4 years
授予僱員的購股權： —於二零一七年十月三日	217,900,000	5%：於二零一九年一月一日歸屬，並自二零一九年一月一 日起至二零二二年十二月三十一日可行使	四年
Share options granted to employees: – on 3 October 2017		5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	4 years
		10%：於二零二零年一月一日歸屬，並自二零二零年一月一 日起至二零二二年十二月三十一日可行使	四年
		10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	4 years
		20%：於二零二一年一月一日歸屬，並自二零二一年一月一 日起至二零二二年十二月三十一日可行使	四年
		20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	4 years
		65%：於二零二二年一月一日歸屬，並自二零二二年一月一 日起至二零二二年十二月三十一日可行使	四年
		65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	4 years

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### Notes to the Consolidated Financial Statements

#### 47. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

下表披露董事及僱員根據二零一六年購股權計劃持有本公司購股權的詳情：

截至二零一九年十二月三十一日止年度

#### 47. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

The following table discloses details of the Company's share options held by the directors and employees under the 2016 Share Option Scheme:

For the year ended 31 December 2019

授出日期	每股 行使價	行使期間	購股權數目				於 二零一九年 十二月 三十一日 尚未行使
			於 二零一九年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price	Exercisable period	Outstanding at 1.1.2019	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2019
	港元						
	HK\$						
<b>購股權</b>							
Share option							
二零一七年十月三日		二零一九年一月一日至二零二二年十二月三十一日					
3 October 2017	4.34	1 January 2019 to 31 December 2022	220,000,000	–	(4,701,000)	–	215,299,000
<b>期末可行使</b>							
Exercisable at the end of the period							11,000,000
<b>加權平均行使價(港元)</b>							
Weighted average exercise price							
(HK\$)			4.34	–	4.34	–	4.34
<b>於行使日期的加權平均股價</b>							
(港元)							
Weighted average share price at the							
dates of exercise (HK\$)					5.11		

47. 以股份支付的交易 (續)

(c) 二零一六年購股權計劃 (續)

截至二零一八年十二月三十一日止年度

47. SHARE-BASED PAYMENT TRANSACTION (Continued)

(c) 2016 Share option scheme (Continued)

For the year ended 31 December 2018

授出日期	每股 行使價	行使期間	購股權數目				於 二零一八年 十二月 三十一日 尚未行使
			於 二零一八年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share	Exercisable period	Outstanding at 1.1.2018	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2018
	港元						
	HK\$						
購股權							
Share option							
二零一七年十月三日		二零一九年一月一日至二零二二年十二月三十一日					
3 October 2017	4.34	1 January 2019 to 31 December 2022	220,000,000	-	-	-	220,000,000
期末可行使							
Exercisable at the end of the period							
加權平均行使價(港元)							
Weighted average exercise price							
(HK\$)			4.34	-	-	-	4.34

除披露者外，自二零一六年購股權計劃獲採納以來，概無據此授出其他購股權。

Save as disclosed, no other option was granted under the 2016 Share Option Scheme since their adoption.

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### Notes to the Consolidated Financial Statements

#### 48. 融資活動所產生負債的對賬

下表載列本集團自融資活動所產生的負債變動詳情，包括現金及非現金變動。融資活動所產生的負債為其現金流已經或未來現金流將會於本集團自融資活動的綜合現金流量表進行分類的負債。

#### 48. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

		銀行及 其他借款 Bank and other borrowings (附註33) (note 33)	應付 非控股 權益款項 Amounts due to non- controlling interests (附註25) (note 25)	應付合營 企業款項 Amounts due to joint ventures (附註26) (note 26)	應付聯營 公司款項 Amounts due to associates (附註26) (note 26)	優先票據 Senior notes (附註34) (note 34)	公司債券 Corporate bonds (附註35) (note 35)	可換股 債券 Convertible bonds (附註36) (note 36)	租賃負債 Lease liabilities (附註32) (note 32)	衍生 金融工具 Derivative financial instruments (附註20) (note 20)	應付股息 Dividends payable (附註12) (note 12)	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一八年一月一日	At 1 January 2018	33,113,015	12,842,576	6,679,341	4,062,261	4,498,124	9,627,970	-	-	333,193	-	71,156,480
融資現金流量	Financing cash flows	9,393,688	1,313,695	1,824,165	2,745,349	9,142,799	1,517,410	713,452	-	(250,054)	(1,601,575)	24,798,929
收購附屬公司	Acquisitions of subsidiaries	4,887,000	2,277,067	-	208,000	-	-	-	-	-	-	7,372,067
出售附屬公司	Disposal of subsidiaries	(300,000)	-	-	-	-	-	-	-	-	-	(300,000)
外匯換算	Foreign exchange translation	-	-	-	-	798,894	-	183,302	-	6,758	-	988,954
利息開支	Interest expense	2,809,857	-	-	-	853,797	614,757	110,152	-	-	-	4,388,563
就以股代息發行股份	Issue of shares of scrip dividend	-	-	-	-	-	-	-	-	-	(89,126)	(89,126)
已宣派股息	Dividends declared	-	137,987	-	-	-	-	-	-	-	1,690,701	1,828,688
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	-	-	-	-	-	-	-	-	(14,948)	-	(14,948)
可換股債券衍生工具部分公平值變動	Change in fair value of derivative component for convertible bonds	-	-	-	-	-	-	(99,182)	-	-	-	(99,182)
於二零一八年十二月三十一日	At 31 December 2018	49,903,560	16,571,325	8,503,506	7,015,610	15,293,614	11,760,137	907,724	-	74,949	-	110,030,425
應用國際財務報告準則第16號後的調整	Adjustment upon application of IFRS 16	-	-	-	-	-	-	-	79,419	-	-	79,419
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)	49,903,560	16,571,325	8,503,506	7,015,610	15,293,614	11,760,137	907,724	79,419	74,949	-	110,109,844
融資現金流量	Financing cash flows	17,030,193	(2,295,712)	10,820,819	2,830,720	9,125,280	(662,280)	(894,057)	(52,894)	(46,120)	(1,934,018)	33,921,931
收購附屬公司	Acquisitions of subsidiaries	2,390,000	4,713,889	-	-	-	-	-	-	-	-	7,103,889
出售附屬公司	Disposal of subsidiaries	(7,675,000)	(2,813,748)	-	-	-	-	-	-	-	-	(10,488,748)
新訂立租賃	New lease entered	-	-	-	-	-	-	-	83,835	-	-	83,835
外匯換算	Foreign exchange translation	-	-	-	-	728,576	-	(18,468)	-	1,981	-	712,089
利息開支	Interest expense	3,433,479	-	-	-	1,673,031	653,938	8,221	7,179	-	-	5,775,848
就以股代息發行股份	Issue of shares of scrip dividend	-	-	-	-	-	-	-	-	-	(332,363)	(332,363)
已宣派股息	Dividends declared	-	272,187	-	-	-	-	-	-	-	2,266,381	2,538,568
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	-	-	-	-	-	-	-	-	(11,550)	-	(11,550)
提早贖回優先票據的虧損	Loss on early redemption of senior notes	-	-	-	-	44,043	-	-	-	-	-	44,043
轉換可換股債券	Conversion of convertible bonds	-	-	-	-	-	-	(3,420)	-	-	-	(3,420)
於二零一九年十二月三十一日	At 31 December 2019	65,082,232	16,447,941	19,324,325	9,846,330	26,864,544	11,751,795	-	117,539	19,260	-	149,453,966



#### 49. 關聯方披露

除於該等綜合財務報表其他部分所披露者外，本集團與關聯方的交易及結餘如下：

##### (a) 與關聯方交易

#### 49. RELATED PARTY DISCLOSURES

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions and balances with related parties:

##### (a) Transactions with related parties

關係 Relationships	交易性質／結餘性質 Nature of transactions/balances	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
林中先生、林偉先生及 林峰先生控制的關聯公司 Related company controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng	租金收入 Rental income	2,286	2,286
聯營公司 Associates	設計及裝修服務收入 Design and renovation services income	17,297	—
	建築材料供應收入 Construction material supply income	500	—
	公寓租賃及裝修服務收入 Apartment leasing and renovation services income	12,566	8,540
	物業管理服務開支 Property management service expense	192,895	161,563
	項目管理費用收入 Project management fee income	1,159,914	799,075
	預製建築材料供應及相關安裝與技術服務開支 Prefabricated construction materials supply and related installation and technical services expense	8,975	3,119
	項目管理費用收入 Project management fee income	1,653,900	773,960

於年內已付及應付兼任本公司董事的本集團主要管理人員的薪酬載於附註11。

The remuneration paid and payable to the key management personnel of the Group who are also the directors of the Company for the year is set out in note 11.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 49. 關聯方披露 (續)

#### (b) 應收(付)合營企業及聯營公司款項

### 49. RELATED PARTY DISCLOSURES (Continued)

#### (b) Amounts due from (to) joint ventures and associates

		於 二零一九年 十二月 三十一日 At 31 December 2019 人民幣千元 RMB'000	於 二零一八年 十二月 三十一日 At 31 December 2018 人民幣千元 RMB'000
應收合營企業款項	Amounts due from joint ventures	24,985,046	19,020,212
應收聯營公司款項	Amounts due from associates	11,584,759	8,778,213
		36,569,805	27,798,425
應付合營企業款項	Amounts due to joint ventures	19,324,325	8,503,506
應付聯營公司款項	Amounts due to associates	9,846,330	7,015,610
		29,170,655	15,519,116

#### (c) 應收關聯方款項

#### (c) Amounts due from related parties

		於 二零一九年 十二月 三十一日 At 31 December 2019 人民幣千元 RMB'000	於 二零一八年 十二月 三十一日 At 31 December 2018 人民幣千元 RMB'000
其他應收款項	Other receivables	3,912	—

## 50. 資本風險管理

本集團管理其資本以確保本集團旗下實體將可持續經營，同時透過改善債務與股本權益的平衡為股東帶來最大回報。本集團的整體策略與去年維持不變。

本集團的資本架構包括淨負債，而淨負債包括附註33、34及35各自所披露的銀行及其他借款、優先票據及公司債券(扣除現金及現金等價物)及本公司擁有人應佔股本權益(包含已發行股本、儲備及保留利潤)。

本公司董事定期檢討資本架構。作為是項檢討其中一環，本公司董事考量資本成本及與各類資本有關的風險，並採取適當行動平衡整體資本架構。

## 51. 金融工具

### (a) 金融工具的類別

## 50. 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. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank and other borrowings, senior notes and corporate bonds disclosed in notes 33, 34 and 35, respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance its overall capital structure.

## 51. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>金融資產</b>	<b>Financial assets</b>		
按公平值計入損益	FVTPL		
強制性按公平值計入損益計量	Mandatorily measured at FVTPL		
— 持作買賣	— Held-for-trading	573,761	705,386
— 於物業項目的投資	— Investments in property projects	417,688	582,722
— 其他	— Others	526,458	564,553
		1,517,907	1,852,661
衍生金融工具	Derivative financial instruments	11,912	—
按公平值計入其他全面收入的股本工具	Equity instruments at FVTOCI	881,832	919,274
按攤銷成本列賬的金融資產	Financial assets at amortised cost	116,863,448	87,449,827
<b>金融負債</b>	<b>Financial liabilities</b>		
衍生金融工具	Derivative financial instruments	19,260	74,949
攤銷成本	Amortised cost	169,459,236	121,012,983

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 51. 金融工具 (續)

##### (b) 財務風險管理目標及政策

本集團的主要金融工具包括衍生金融工具、貿易應收款項、其他應收款項、按公平值計入損益的金融資產、按公平值計入其他全面收入的股本工具、房地產項目投資、受限制銀行存款、銀行結餘及現金、應收／應付非控股權益、合營企業及聯營公司款項、貿易應付款項、其他應付款項、銀行及其他借款、優先票據、公司債券以及可換股債券。該等金融工具的詳情載於相關附註。與此等金融工具有關的風險及如何減低該等風險的政策載列如下。管理層管理及監控該等風險，確保及時有效地採取適當措施。

##### (c) 市場風險

本集團的業務主要面對利率、外幣匯率變動的市場風險及其他價格風險 (參見下文)。

本集團於年內面對的市場風險或其管理及衡量風險的方式概無重大變動。

##### 利率風險

由於銀行存款與銀行及其他借款 (按恒生銀行人民幣最優惠利率、香港銀行同業拆息及倫敦銀行同業拆息所報的利率計算浮動利息) 的現行市場利率波動，因此本集團承受現金流量利率風險。

本集團的公平值利率風險主要與按固定利率計息的銀行及其他借款、公司債券、可換股債券以及優先票據有關。本集團現時並無利用任何衍生工具合約對沖其面對的利率風險。然而，管理層於有需要時會考慮對沖重大利率風險。

管理層旨在透過訂立交叉貨幣利率掉期將固定利率的重大銀行及其他借款保持於適當水平。為實現此目的，本集團訂立交叉貨幣利率掉期以對沖銀行借款利率變動引致的若干風險。

有關本集團於報告期末訂立的交叉貨幣利率掉期以及銀行及其他借款的詳情分別載於附註20及33。

於兩個年度內，所有利息收入及利息開支 (詳情載於附註7及附註8) 分別來自按攤銷成本列賬的金融資產及按攤銷成本列賬的金融負債。

#### 51. FINANCIAL INSTRUMENTS (Continued)

##### (b) Financial risk management objectives and policies

The Group's major financial instruments include derivative financial instruments, trade receivables, other receivables, financial assets at FVTPL, equity instruments at FVTOCI, investments in property projects, restricted bank deposits, bank balances and cash, amounts due from/to non-controlling interests, joint ventures and associates, trade payables, other payables, bank and other borrowings, senior notes, corporate bonds and convertible bonds. Details of these financial instruments are set out in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### (c) Market risk

The Group's activities expose primarily to the market risks of changes in interest rates, foreign currency exchange rates and other price risk (see below).

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk over the year.

##### Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and bank and other borrowings which carry at variable rates based on the interest rates quoted by Hang Seng Bank RMB Prime rate, HIBOR and LIBOR.

The Group's fair value interest rate risk relates primarily to its fixed rate bank and other borrowings, corporate bonds, convertible bonds and senior notes. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

The management aims at keeping material bank and other borrowings at fixed rates at appropriate level by entering into cross currency interest rate swaps. In order to achieve this result, the Group entered into cross currency interest rate swaps to hedge against certain exposures to changes in interest rates of the bank borrowings.

Details of the Group's cross currency interest rate swaps and bank and other borrowings entered into by the Group at the end of the reporting period are set out in notes 20 and 33, respectively.

All interest income and interest expense, as detailed in note 7 and note 8, are derived from financial assets at amortised cost and financial liabilities at amortised cost, respectively, for both years.

## 51. 金融工具 (續)

### (c) 市場風險 (續)

#### 利率風險 (續)

##### 利率敏感度

以下敏感度分析乃根據非衍生工具(銀行結餘以及銀行及其他借款)利率風險編製。分析乃假設於報告期末未到期金融工具於整年內均未到期而編製。向主要管理人員內部匯報利率風險時會以升跌100個基點(就銀行及其他借款而言)及升跌50個基點(就銀行存款而言)為基準，即管理人員分別對銀行及其他借款以及銀行存款利率可能變動的評估。

於報告期末，倘利率上升／下降100及50個基點(分別就銀行及其他借款以及銀行存款而言)，而所有其他變數維持不變，則本集團截至二零一九年十二月三十一日止年度的除稅前利潤會減少／增加約人民幣181,982,000元(二零一八年：人民幣207,486,000元)。

##### 外匯風險

本集團以人民幣收取其所有收入，而大部分支出(包括物業銷售產生的支出以及資本開支)亦以人民幣計值。

本集團進行若干以外幣計值的交易，因而承受所產生的匯率波動風險。本集團目前並無外幣對沖政策。然而，管理層會監察外匯風險承受程度及於有需要時考慮對沖重大的外匯風險。

於二零一九年十二月三十一日，本集團擁有以外幣計值的衍生金融工具、按公平值計入損益的金融資產、銀行結餘及現金、銀行及其他借款、優先票據及可換股債券(分別載於附註20、27、29、33、34及36)，使本集團承受外匯風險。本集團已訂立遠期合約以減輕借款的外匯風險。

## 51. FINANCIAL INSTRUMENTS (Continued)

### (c) Market risk (Continued)

#### Interest rate risk (Continued)

##### Interest rate sensitivity

The sensitivity analyses below have been prepared based on the exposure to interest rates for non-derivative instruments (bank balances and bank and other borrowings). The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point increase or decrease for bank and other borrowings and a 50 basis point increase or decrease for bank deposits are used when reporting interest rate risk internally to key management personnel and represent management's assessment of the possible change in interest rate in respect of bank and other borrowings and bank deposits respectively.

At the end of the reporting period, if interest rates had been increased/decreased by 100 and 50 basis points in respect of bank and other borrowings and bank deposits respectively and all other variables were held constant, the Group's profit before taxation would decrease/increase by approximately RMB181,982,000 (2018: RMB207,486,000) for the year ended 31 December 2019.

##### Foreign currency risk

The Group collects all of its revenue in RMB and most of the expenditures including expenditures incurred in property sales as well as capital expenditures are also denominated in RMB.

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2019, the Group had derivative financial instruments, financial assets at FVTPL, bank balances and cash, bank and other borrowings, senior notes, and convertible bonds denominated in foreign currencies as set out in notes 20, 27, 29, 33, 34, and 36, respectively, which expose the Group to foreign currency risk. The Group has entered into forward contracts for mitigating the foreign currency exposure in relation to the borrowings.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 51. 金融工具 (續)

##### (c) 市場風險 (續)

##### 外匯風險 (續)

##### 外匯風險敏感度

下表詳列本集團對人民幣兌相關外幣升值及貶值5%的敏感度。5%為向主要管理人員內部報告外匯風險所使用的敏感度，指管理層對外幣匯率可能合理變動的評估。敏感度分析僅包括以外幣計值的未到期貨幣項目，並於報告期末就外幣匯率的5%變動調整其換算。當人民幣相對於相關貨幣升值5%時，下表中的正數表示利潤增加；當人民幣相對於相關貨幣貶值5%時，會對利潤產生一個相等並相反的影響，以下結餘也將變成負數。

#### 51. FINANCIAL INSTRUMENTS (Continued)

##### (c) Market risk (Continued)

##### Foreign currency risk (Continued)

##### Foreign currency rate sensitivity

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust their translation at the end of the reporting period of 5% changes in foreign currency rates. A positive number below indicates an increase in profit where RMB strengthen 5% against the relevant currency. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be negative.

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
港元	HK\$	419,197	456,646
美元	USD	1,435,303	1,073,265
其他貨幣	Other currencies	582	(1,522)

##### (d) 信貸風險及減值評估

於二零一九年十二月三十一日，除其賬面值最能代表最大信貸風險的金融資產外，本集團面對因與本集團所提供財務擔保有關的或然負債金額而產生將對本集團造成財務損失的最大信貸風險於附註46披露。

##### (d) Credit risk and impairment assessment

As at 31 December 2019, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group is disclosed in note 46.



## 51. 金融工具 (續)

### (d) 信貸風險及減值評估 (續)

#### 因客戶合約產生的貿易應收款項

為將信貸風險降至最低，本集團已實行監控措施，以確保採取跟進措施收回逾期債項。此外，於報告期末，本集團定期評估各個別賬戶的可收回金額，以確保就不可收回金額作出充足減值虧損。此外，本集團在應用國際財務報告準則第9號後按預期信貸虧損模式對貿易結餘單獨或基於撥備矩陣進行減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

就賬面總值人民幣2,671,608,000元(二零一八年：人民幣647,233,000元)的貿易應收款項而言，本集團已應用國際財務報告準則第9號的簡化法，以計量全期預期信貸虧損的虧損撥備。本集團透過使用內部信貸評級組成的撥備矩陣圖就該等項目釐定預期信貸虧損。於二零一九年十二月三十一日，本集團已就客戶合約產生的貿易應收款項計提信貸虧損(全期信貸減值)撥備人民幣808,000元(二零一八年：人民幣1,768,000元)。

#### 其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘、受限制銀行存款及財務擔保合約

其他應收款項、應收合營企業、聯營公司及非控股權益款項的信貸風險透過內部程序管理。在作出墊款之前會對各交易對手的信貸質素進行調查。本集團亦積極監控各債務人的欠款，並及時識別任何信貸風險，以降低信貸相關損失的風險。再者，本集團密切監控合營企業及聯營公司的財務表現。此外，本集團在應用國際財務報告準則第9號後按預期信貸虧損模式對未償還結餘進行減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

就賬面總值為人民幣57,594,382,000元的銀行結餘及受限制銀行存款(二零一八年：人民幣44,617,121,000元)而言，本集團按十二個月預期信貸虧損計量虧損撥備。銀行結餘及受限制銀行存款的信貸風險有限，皆因交易對手均為獲國際信貸評級機構頒予高信貸評級的銀行或中國的國有銀行。

## 51. FINANCIAL INSTRUMENTS (Continued)

### (d) Credit risk and impairment assessment (Continued)

#### Trade receivables arising from contracts with customers

In order to minimise the credit risk, the monitoring procedures are carried out to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual accounts at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For trade receivables with gross carrying amount of RMB2,671,608,000 (2018: RMB647,233,000), the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit loss on these items by using a provision matrix grouped by internal credit rating. As at 31 December 2019, the Group has RMB808,000 (2018: RMB1,768,000) allowance for credit losses (life-time credit-impaired) on trade receivables arising from contracts with customers.

#### Other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances, restricted bank deposits and financial guarantees contracts

The credit risk of other receivables, amounts due from joint ventures, associates and non-controlling interests are managed through an internal process. The credit quality of each counterparty is investigated before an advance is made. The Group also actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Further, the Group closely monitors the financial performance of the joint ventures and associates. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on the outstanding balances. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For bank balances and restricted bank deposits with gross carrying amount of RMB57,594,382,000 (2018: RMB44,617,121,000) in total, the Group measures the loss allowance at 12m ECL. The credit risk on bank balances and restricted bank deposits is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies or state-owned banks in the PRC.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 51. 金融工具(續)

##### (d) 信貸風險及減值評估(續)

其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘、受限制銀行存款及財務擔保合約(續)

除銀行結餘及受限制銀行存款(存放於多間高信貸評級的銀行)的信貸集中風險外，本集團並無任何重大信貸集中風險，其風險分佈於眾多交易對手及客戶。

就賬面總值為人民幣1,214,174,000元的其他應收款項(二零一八年：人民幣974,992,000元)而言，本集團按十二個月預期信貸虧損計量虧損撥備。於二零一九年十二月三十一日，本集團已就其他應收款項計提信貸虧損(全期信貸減值)撥備人民幣2,356,000元(二零一八年：人民幣3,230,000元)。

就賬面總值分別為人民幣24,985,046,000元、人民幣11,584,759,000元及人民幣18,766,941,000元(二零一八年：人民幣19,020,212,000元、人民幣8,778,213,000元及人民幣13,416,613,000元)的應收合營企業、聯營公司及非控股權益款項而言，本集團按十二個月預期信貸虧損計量虧損撥備。根據交易對手的過往還款記錄及其後結算，本公司董事認為彼等的信用度良好。本公司董事認為，該等交易對手的違約風險並不重大，而本集團評估該等結餘的預期信貸虧損並不重大。

就已預售但未完成開發的物業而言，本集團通常就客戶為購買物業籌集資金所借入按揭貸款而向銀行提供擔保，擔保金額最高為個別物業購買價的70%至80%。倘買方於擔保期間未能償還按揭，則持有按揭的銀行可要求本集團償還未償還貸款及任何有關應計利息。在此等情況下，本集團可沒收已收取的銷售訂金並重新銷售收回物業。因此，管理層認為本集團所提供擔保引致的任何虧損均有可能收回。管理層認為，由於該等融資以物業作擔保，而物業的市價高於擔保金額，故提供予物業買方的財務擔保所承受的信貨風險有限。就此而言，本公司董事認為，本集團的信貨風險已顯著降低。

#### 51. FINANCIAL INSTRUMENTS (Continued)

##### (d) Credit risk and impairment assessment (Continued)

*Other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances, restricted bank deposits and financial guarantees contracts (Continued)*

Other than concentration of credit risk on bank balances and restricted bank deposits which are deposited with several banks with high credit ratings, the Group has no significant concentration of credit risk, which exposure spread over a number of counterparties and customers.

For other receivables with gross carrying amount of RMB1,214,174,000 (2018: RMB974,992,000), the Group measures the loss allowance at 12m ECL. As at 31 December 2019, the Group has provided RMB2,356,000 (2018: RMB3,230,000) allowance for credit losses (life-time credit-impaired) on other receivables.

For amounts due from joint ventures, associates and non-controlling interests with gross carrying amount of RMB24,985,046,000, RMB11,584,759,000 and RMB18,766,941,000 (2018: RMB19,020,212,000, RMB8,778,213,000 and RMB13,416,613,000), respectively, the Group measures the loss allowance at 12m ECL. The directors of the Company consider the counterparties with good credit worthiness based on their past repayment history and subsequent settlement. In the opinion of the directors of the Company, the risk of default by these counterparties is not significant and the Group assessed that the ECL on these balances are insignificant.

For properties that are presold but development has not been completed, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% to 80% of the purchase price of the individual property. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the sales deposit received and re-sell the repossessed properties. Therefore, the management considers it would likely recover any loss incurred arising from the guarantee by the Group. The management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties and the market prices of the properties are higher than the guaranteed amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

## 51. 金融工具 (續)

### (e) 流動資金風險

本集團的目標是在經營活動所得資金的持續性與透過使用借款的靈活性之間取得平衡。本公司董事嚴密監察流動資金狀況，並預期會有足夠資金來源撥付本集團的項目及業務。

下表詳列本集團金融負債及衍生工具的預期剩餘合約到期日。該表按本集團可能須付款的最早日期的金融負債未貼現現金流量編製，表中包括利息及本金現金流量。

此外，下表詳列本集團對其衍生金融工具的流動性分析。本集團的衍生金融工具分析乃按照管理層參照房地產開發項目進度估計的到期日編製。

## 51. FINANCIAL INSTRUMENTS (Continued)

### (e) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding generated from operating activities and the flexibility through the use of borrowings. The directors of the Company closely monitor the liquidity position and expect to have adequate sources of funding to finance the Group's projects and operations.

The following table details the Group's expected remaining contractual maturity for its financial liabilities and derivative instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The analysis for the Group's derivative financial instruments are prepared based on the maturities estimated by the management with reference to the progress of property development projects.

		於二零一九年 十二月三十一日 的賬面值 Carrying amount at 31 December							未貼現 現金流量總額 Total undiscounted cash flows
		2019	0至60日 0-60 days	61至180日 61 to 180 days	181至365日 181 to 365 days	1至2年 1-2 years	2至3年 2-3 years	3年以上 Over 3 years	人民幣千元 RMB'000
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
二零一九年	2019								
衍生工具—結算淨額	Derivatives – net settlement								
外匯遠期合約	Foreign exchange forward contracts	19,260	2,722	13,637	2,901	–	–	–	19,260

		於二零一九年 十二月三十一日 的賬面值 Carrying amount at 31 December							未貼現 現金流量總額 Total undiscounted cash flows
		利率 Interest rate	2019	0至60日 0-60 days	61至180日 61 to 180 days	181至365日 181 to 365 days	1至2年 1-2 years	2至3年 2-3 years	3年以上 Over 3 years
			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
二零一九年	2019								
非衍生金融負債	Non-derivative financial liabilities								
不計息	Non-interest bearing	–	65,643,126	65,643,126	–	–	–	–	65,643,126
定息工具	Fixed interest rate instruments	3% – 10.6%	52,791,219	3,690,563	4,569,335	3,806,691	21,014,206	14,270,524	59,759,127
浮息工具	Variable interest rate instruments	1.88% – 10.3%	50,907,352	944,486	2,243,774	11,636,182	11,509,193	22,293,926	8,253,069
租賃負債	Lease liabilities	5.81%	117,539	11,285	21,975	25,999	32,422	22,027	11,809
財務擔保	Financial guarantees	–	–	23,600,667	46,397	543,502	6,130,846	3,646,458	1,879,414

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### Notes to the Consolidated Financial Statements

#### 51. 金融工具 (續)

##### (e) 流動資金風險 (續)

#### 51. FINANCIAL INSTRUMENTS (Continued)

##### (e) Liquidity risk (Continued)

		於二零一八年 十二月三十一日 的賬面值							未貼現 現金流量總額
		Carrying amount							Total
		at 31 December	0至60日	61至180日	181至365日	1至2年	2至3年	3年以上	undiscounted
		2018	0-60 days	61 to 180 days	181 to 365 days	1-2 years	2-3 years	Over 3 years	cash flows
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
二零一八年	2018								
衍生工具－結算淨額	Derivatives – net settlement								
外匯遠期合約	Foreign exchange forward contracts	79,949	–	74,949	–	–	–	–	74,949

		於二零一八年 十二月三十一日 的賬面值							未貼現 現金流量總額
		Carrying amount							Total
		利率	at 31 December	0至60日	61至180日	181至365日	1至2年	2至3年	3年以上
		Interest rate	2018	0-60 days	61 to 180 days	181 to 365 days	1-2 years	2-3 years	Over 3 years
			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
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
二零一八年	2018								
非衍生金融負債	Non-derivative financial liabilities								
不計息	Non-interest bearing	–	43,147,948	43,147,948	–	–	–	–	43,147,948
定息工具	Fixed interest rate instruments	3.54% – 10%	34,807,640	1,293,151	2,168,239	5,972,671	12,079,080	8,217,265	6,329,452
浮息工具	Variable interest rate instruments	1.88% – 7.13%	43,057,395	1,172,385	3,135,806	3,819,181	18,994,367	15,767,680	4,947,883
財務擔保	Financial guarantees	–	–	19,070,896	57,060	140,280	1,226,302	5,989,220	1,015,988

上表包含的財務擔保合約金額為在擔保交易對手索償情況下，本集團根據安排可能須結付全數擔保金額的最高金額。根據各報告期末的預期，本集團認為須根據安排付款的機會極微。然而，該估計將視乎交易對手根據擔保提出索償的可能性而有所改變，而提出索償的可能性則取決於交易對手所持獲擔保財務應收款項出現信貸虧損的可能性。

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 expectations at the end of each 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 financial receivables held by the counterparty which are guaranteed suffer credit losses.

## 52. 金融工具的公平值計量

按經常性基準以公平值計量的本集團金融資產及負債的公平值

本集團的部分金融資產及負債按於各報告期末的公平值計量。下表提供有關如何釐定該等金融資產及負債公平值的資料(特別是所用的估值方法及輸入數據)，以及根據公平值計量輸入數據的可觀察程度而將公平值計量分類到所屬公平值架構級別(第一級至第三級)。

- 第一級公平值計量乃根據相同資產或負債於活躍市場中所報價格(未經調整)得出；
- 第二級公平值計量乃除第一級計入的報價外，根據資產或負債可直接(即價格)或間接(即自價格衍生)觀察的輸入數據得出；及
- 第三級公平值計量乃指由包含並非依據可觀察的市場數據的資產或負債的輸入數據(不可觀察輸入數據)的估值方法得出的公平值計量。

## 52. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

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

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### Notes to the Consolidated Financial Statements

#### 52. 金融工具的公平值計量 (續)

按經常性基準以公平值計量的本集團金融資產及負債的公平值 (續)

#### 52. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

金融資產及負債 Financial assets and liabilities	於以下日期的公平值 Fair value as at		公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
	二零一九年 十二月三十一日 31 December 2019 人民幣千元 RMB'000	二零一八年 十二月三十一日 31 December 2018 人民幣千元 RMB'000		
	資產 Assets	資產 Assets		
分類為按公平值計入損益的金融資產的無報價投資 Unquoted investments classified as financial assets at FVTPL — 非上市私人基金 — unlisted private fund	526,458	530,256	第三級 Level 3	按其投資公平值計量的基金資產淨值 Net assets value of the fund which is based on the fair value of its investments
分類為按公平值計入損益的金融資產的上市債務證券 Listed debt securities classified as financial assets at FVTPL — 在香港上市 — listed in HK	—	34,297	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
分類為按公平值計入損益的金融資產的股本工具 Equity instruments classified as financial assets at FVTPL — 在香港上市 — listed in HK — 在中國上市 — listed in the PRC	121,051 452,710 573,761	255,431 449,955 705,386	第一級 Level 1 第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market. 活躍市場所報買入價。 Quoted bid prices in an active market.
按公平值計入其他全面收入的股本工具 Equity instruments at FVTOCI — 非上市股本投資 — unlisted equity investment — 於中國上市的股本投資 — listed equity investments in the PRC	881,832 — 881,832	779,774 139,500 919,274	第三級 Level 3 第一級 Level 1	過往交易法—股本融資資料 Prior transaction method – Equity financing information 活躍市場所報買入價。 Quoted bid prices in an active market.



## 52. 金融工具的公平值計量 (續)

按經常性基準以公平值計量的本集團金融資產及負債的公平值 (續)

## 52. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

金融資產及負債 Financial assets and liabilities	於以下日期的公平值 Fair value as at		公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
	二零一九年 十二月三十一日 31 December 2019	二零一八年 十二月三十一日 31 December 2018		
	人民幣千元 RMB'000	人民幣千元 RMB'000		
分類為按公平值計入損益的金融資產的物業項目投資 Investments in property projects classified as financial assets at FVTPL	資產 Assets 417,688	資產 Assets 582,722	第三級 Level 3	貼現現金流量－未來現金流量根據預期回報及合同投資成本進行估計，並以反映各物業項目內部回報率的利率折現。 Discounted cash flow – Future cash flows are estimated based on expected return, and the contracted investment costs, discounted at a rate that reflects the internal rate of return of various property projects.
衍生金融工具－外幣遠期合約 Derivative financial instruments – foreign currency forward contracts	負債 Liabilities (19,260)	負債 Liabilities (74,949)	第二級 Level 2	貼現現金流量－未來現金流量根據遠期匯率（得自報告期末可觀察的遠期匯率）及合約匯率進行估計。 Discounted cash flow – Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and the contracted exchange rates.
衍生金融工具－利率掉期 Derivative financial instruments – interest rate swap	資產 Assets 11,912	資產 Assets –	第二級 Level 2	貼現現金流量－未來現金流量根據遠期利率（得自報告期末可觀察的遠期利率）及合同利率進行估計，並以反映各交易對手信貸風險的利率折現。 Discounted cash flow – Future cash flows are estimated based on forward interest rates (from observable forward interest rates at the end of the reporting period) and the contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties.

除分別於附註34、35及36所披露具有公平值的優先票據、公司債券及可換股債券外，本集團管理層認為，綜合財務報表中以攤銷成本入賬的其他金融資產及金融負債的賬面值與其於報告期末的公平值相若。

本集團以攤銷成本入賬的其他金融資產及金融負債的公平值根據按照貼現現金流量分析建立的公認定價模式而釐定。

Except for the senior notes, corporate bonds and convertible bonds with fair value as disclosed in notes 34, 35 and 36, respectively, the management of the Group consider that the carrying amounts of the other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period.

The fair value of the other financial assets and financial liabilities of the Group recorded at amortised cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 53. 本公司財務狀況表及儲備

(a) 本公司財務狀況表：

### 53. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) Statement of financial position of the Company:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>		
物業、廠房及設備	Property, plant and equipment	109	21
於一間附屬公司的投資	Investment in a subsidiary	2,215,783	1,934,080
應收附屬公司款項	Amounts due from subsidiaries	46,437,683	40,404,746
		48,653,575	42,338,847
<b>流動資產</b>	<b>CURRENT ASSETS</b>		
應收賬款及其他應收款項、 按金及預付款項	Accounts and other receivables, deposits and prepayments	286,556	122,771
應收合營企業款項	Amounts due from joint ventures	1,849,297	2,423,341
衍生金融工具	Derivative financial instruments	11,912	–
銀行結餘及現金	Bank balances and cash	1,037,862	510,803
		3,185,627	3,056,915
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>		
應付賬款及應計開支	Accounts payables and accrued charges	358	28
應付附屬公司款項	Amounts due to subsidiaries	867,143	764,337
應付合營企業款項	Amounts due to joint ventures	720,655	707,548
衍生金融工具	Derivative financial instruments	19,260	74,949
銀行借款－於一年內到期	Bank borrowings – due within one year	4,599,530	4,419,608
優先票據－於一年內到期	Senior notes – due within one year	3,190,356	–
可換股債券的債務部分	Debt component of convertible bonds	–	907,724
		9,397,302	6,874,194
<b>流動負債淨額</b>	<b>NET CURRENT LIABILITIES</b>	(6,211,675)	(3,817,279)
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	42,441,900	38,521,568
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>		
股本	Share capital	639,723	626,271
儲備	Reserves	5,703,122	9,988,544
本公司股東權益應佔股本權益	Equity attributable to equity owners of the company	6,342,845	10,614,815
永久資本工具	Perpetual capital instruments	3,883,572	3,883,572
<b>股本權益總額</b>	<b>TOTAL EQUITY</b>	10,226,417	14,498,387
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>		
優先票據－於一年後到期	Senior notes – due after one year	23,674,188	15,293,614
銀行借款－於一年後到期	Bank borrowings – due after one year	8,541,295	8,729,567
		32,215,483	24,023,181
		42,441,900	38,521,568

## 53. 本公司財務狀況表及儲備 (續)

## 53. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

(b) 本公司儲備變動：

(b) Movements of the reserves of the Company:

		股份溢價 Share premium 人民幣千元 RMB'000	就股份 獎勵計劃 持有股份 Shares held for share award scheme 人民幣千元 RMB'000	股份獎勵 儲備 Share award reserve 人民幣千元 RMB'000	購股權儲備 Share option reserve 人民幣千元 RMB'000	出資儲備 Capital contribution 人民幣千元 RMB'000	保留利潤 Retained profits 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一八年一月一日	At 1 January 2018	2,739,234	–	–	144,690	39,440	9,306,803	12,230,167
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	–	–	–	–	–	(813,460)	(813,460)
根據股份獎勵計劃購買股份	Purchase of shares under the share award scheme	–	(66,631)	–	–	–	–	(66,631)
已歸屬股份獎勵	Share awards vested	–	12,700	(10,723)	–	–	(1,977)	–
行使購股權時發行股份	Issue of shares upon exercise of shares options	325,102	–	–	(90,228)	–	–	234,874
就以股代息發行股份	Issue of shares for scrip dividend	87,729	–	–	–	–	–	87,729
購回股份時註銷	Cancellation upon repurchase of shares	(72,363)	–	–	–	–	–	(72,363)
確認為股本權益結算並以股份付款	Recognition of equity-settled share-based payments	–	–	10,723	68,206	–	–	78,929
沒收購股權	Forfeiture of share options	–	–	–	(4,160)	–	4,160	–
確認為分派的股息	Dividend recognised as distribution	–	–	–	–	–	(1,690,701)	(1,690,701)
於二零一八年十二月三十一日	At 31 December 2018	3,079,702	(53,931)	–	118,508	39,440	6,804,825	9,988,544
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	–	–	–	–	–	(2,419,749)	(2,419,749)
根據股份獎勵計劃購買股份	Purchase of shares under the share award scheme	–	(89,325)	–	–	–	–	(89,325)
轉換可換股債券時發行股份	Issue of shares upon conversion of convertible bonds	3,381	–	–	–	–	–	3,381
行使購股權時發行股份	Issue of shares upon exercise of shares options	135,702	–	–	(27,887)	–	–	107,815
就以股代息發行股份	Issue of shares for scrip dividend	325,163	–	–	–	–	–	325,163
確認為股本權益結算並以股份付款	Recognition of equity-settled share-based payments	–	–	–	53,673	–	–	53,673
沒收購股權	Forfeiture of share options	–	–	–	(2)	–	2	–
確認為分派的股息	Dividend recognised as distribution	–	–	–	–	–	(2,266,380)	(2,266,380)
於二零一九年十二月三十一日	At 31 December 2019	3,543,948	(143,256)	–	144,292	39,440	2,118,698	5,703,122

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 54. 主要附屬公司詳情

本公司的主要附屬公司於二零一九年及二零一八年十二月三十一日的詳情載列如下：

#### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2019 and 2018 are set out below:

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
旭昇有限公司 Xu Sheng Limited	英屬處女群島 二零一一年五月九日 BVI 9 May 2011	100	100	註冊資本50,000美元 實繳資本1美元 Registered USD50,000 paid up capital USD1	香港 Hong Kong	投資控股 Investment holding
北京旭輝順欣置業有限公司 Beijing Xuhui Shunxin Property Co., Ltd.	中國 二零一一年十二月十二日 PRC 12 December 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本人民幣 100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝陽光置業有限公司 Beijing Xuhui Sunshine Property Co., Ltd.	中國 二零一一年一月十三日 PRC 13 January 2011	80	80	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝興勝置業有限公司 Beijing Xuhui Xingsheng Property Co. Ltd.	中國 二零一一年六月十六日 PRC 16 June 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

54. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
北京旭科置業有限公司 Beijing Xuke Property Co., Ltd.	中國 二零一三年三月十九日 PRC 19 March 2013	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
北京旭興城置業有限公司 Beijing Xuxingcheng Property Co., Ltd.	中國 二零一一年一月十三日 PRC 13 January 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
北京旭輝興科置業有限公司 Beijing Xuhui Xingke Property Co., Ltd.	中國 二零零九年八月十二日 PRC 12 August 2009	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝興騰置業有限公司 Beijing Xuhui Xingteng Property Co., Ltd.	中國 二零零九年八月十二日 PRC 12 August 2009	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
北京永旭置業有限公司 Beijing Yongxu Property Co., Ltd.	中國 二零零四年四月五日 PRC 5 April 2004	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
長沙鼎尊房地產開發有限公司 Changsha Dingzun Real Estate Development Co. Ltd.	中國 二零一二年十二月六日 PRC 6 December 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
長沙旭海房地產開發有限公司 Changsha Xuhai Real Estate Development Co., Ltd.	中國 二零一一年六月十日 PRC 10 June 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
湖南融惠房地產開發有限公司 Hunan Ronghui Real Estate Development Co., Ltd.	中國 二零一二年十二月十八日 PRC 18 December 2012	80	80	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

54. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭互實業有限公司 Shanghai Xugen Enterprise Co., Ltd.	中國 二零一四年十一月五日 PRC 5 November 2014	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
重慶旭昌房地產開發有限公司 Chongqing Xuchang Real Estate Development Co., Ltd.	中國 二零一一年三月十日 PRC 10 March 2011	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
重慶旭鵬房地產開發有限公司 Chongqing Xupeng Real Estate Development Co., Ltd.	中國 二零零五年七月四日 PRC 4 July 2005	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
重慶旭中* Chongqing Xuzhong*	中國 二零一四年八月十九日 PRC 19 August 2014	100	92	註冊資本 50,000,000美元 實繳資本 50,000,000美元 Registered USD50,000,000 paid up capital USD50,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
旭輝中國 CIFI PRC	中國 二零零八年八月十五日 PRC 15 August 2000	100	100	註冊資本 人民幣3,500,000,000元 實繳資本 人民幣3,500,000,000元 Registered RMB3,500,000,000 paid up capital RMB3,500,000,000	中國 PRC	投資控股 Investment holding
旭輝企發有限公司 CIFI Enterprises Co. Limited	香港 二零一一年五月十二日 Hong Kong 12 May 2011	100	100	法定資本 10,000港元 實繳資本1港元 Authorised HK\$10,000 paid up capital HK\$1	香港 Hong Kong	投資控股 Investment holding
福州萬誠房地產開發有限公司 Fuzhou Wancheng Real Estate Development Co., Ltd.	中國 二零零四年七月十四日 PRC 14 July 2004	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
杭州旭廣置業有限公司 Hangzhou Xuguang Property Co., Ltd.	中國 二零一四年六月二十日 PRC 20 June 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

54. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
合肥旭濱房地產開發有限公司 Hefei Xubin Real Estate Development Co., Ltd.	中國 二零一一年一月十九日 PRC 19 January 2011	100	100	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
合肥旭海房地產開發有限公司 Hefei Xuhai Real Estate Development Co., Ltd.	中國 二零零七年十一月十二日 PRC 12 November 2007	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
合肥旭皖房地產開發有限公司 Hefei Xuwan Real Estate Development Co., Ltd.	中國 二零一四年六月七日 PRC 7 June 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
合肥旭遠房地產開發有限公司 Hefei Xuyuan Real Estate Development Co., Ltd.	中國 二零一四年七月二日 PRC 2 July 2014	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
湖南隆晟置業發展有限公司 Hunan Longsheng Property Development Co., Ltd.	中國 二零零六年五月二十九日 PRC 29 May 2006	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
蘇州旭盈商務諮詢有限公司 Suzhou Xuying Investment Advisory Co., Ltd.	中國 二零一三年十月十日 PRC 10 October 2013	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資控股 Investment holding
嘉興旭誠置業有限公司* Jiaxing Xucheng Property Co., Ltd.*	中國 二零一四年十一月一日 PRC 1 November 2014	100	100	註冊資本 60,000,000美元 實繳資本 60,000,000美元 Registered USD60,000,000 paid up capital USD60,000,000	中國 PRC	房地產開發 Property development
嘉興旭領置業有限公司 Jiaxing Xuling Property Co., Ltd.	中國 二零一四年三月六日 PRC 6 March 2014	100	100	註冊資本 25,500,000美元 實繳資本 25,500,000美元 Registered USD25,500,000 paid up capital USD25,500,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
嘉興旭美商業管理有限公司 Jiaxing Xumei Business Management Co., Ltd.	中國 二零一一年一月二十日 PRC 20 January 2011	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	物業管理 Property management
上海海際 Shanghai Haiji	中國 二零零五年三月十一日 PRC 11 March 2005	100	100	註冊資本 人民幣170,000,000元 實繳資本 人民幣170,000,000元 Registered RMB170,000,000 paid up capital RMB170,000,000	中國 PRC	房地產開發 Property development
上海漢普卡商業管理有限公司 Shanghai Hanpuka Commercial Management Co., Ltd.	中國 二零一一年八月十七日 PRC 17 August 2011	100	100	註冊資本 10,000,000美元 實繳資本 10,000,000美元 Registered USD10,000,000 paid up capital USD10,000,000	中國 PRC	投資控股 Investment holding
上海旭邦置業有限公司 Shanghai Xubang Property Co., Ltd	中國 二零一一年四月十四日 PRC 14 April 2011	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭和置業有限公司 Shanghai Xuhe Property Co., Ltd.	中國 二零一二年十月二十四日 PRC 24 October 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭強置業有限公司 Shanghai Xuqiang Property Co., Ltd.	中國 二零一一年九月十九日 PRC 19 September 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭為置業有限公司 Shanghai Xuwei Property Co. Ltd.	中國 二零一二年十二月十日 PRC 10 December 2012	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
上海旭祥置業有限公司 Shanghai Xuxiang Property Co. Ltd.	中國 二零一二年十二月十日 PRC 10 December 2012	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭煜置業有限公司 Shanghai Xuyu Property Co. Ltd.	中國 二零一一年一月十二日 PRC 12 January 2011	100	100	註冊資本 人民幣44,000,000元 實繳資本 人民幣44,000,000元 Registered RMB44,000,000 paid up capital RMB44,000,000	中國 PRC	房地產開發 Property development
上海旭柏置業有限公司 Shanghai Xubai Property Co., Ltd.	中國 二零一四年一月五日 PRC 5 January 2014	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
上海旭協酒店管理有限公司 Shanghai Xuxie Hotel Management Co., Ltd.	中國 二零一五年五月三日 PRC 3 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海豐旭置業有限公司 Shanghai Fengxu Property Co., Ltd	中國 二零一四年 十二月二十五日 PRC 25 December 2014	45 (附註b) (note b)	45	註冊資本 人民幣220,000,000元 實繳資本 人民幣220,000,000元 Registered RMB220,000,000 paid up capital RMB220,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽旭全置業有限公司 Shengyeng Xuquan Property Co., Ltd	中國 二零一四年十月二十一日 PRC 21 October 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海同碩房地產發展有限公司 Shanghai Tongshuo Real Estate Development Co., Ltd.	中國 二零零五年二月一日 PRC 1 February 2005	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海欣博房地產有限公司 Shanghai Xinbo Real Estate Co., Ltd	中國 二零零三年三月十三日 PRC 13 March 2003	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
上海鑫辰置業發展有限公司 Shanghai Xincheng Property Development Co., Ltd.	中國 一九九八年四月十四日 PRC 14 April 1998	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海新置建築工程有限公司 Shanghai Xinzhi Construction Co., Ltd.	中國 二零零五年七月二十日 PRC 20 July 2005	100	100	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	物業建設 Property construction
上海旭輝投資諮詢有限公司 Shanghai Xuhui Investment Advisory Co., Ltd.	中國 二零零六年十一月九日 PRC 9 November 2006	100	100	註冊資本 人民幣160,000,000元 實繳資本 人民幣160,000,000元 Registered RMB160,000,000 paid up capital RMB160,000,000	中國 PRC	投資控股 Investment holding
上海旭美商業投資管理有限公司 Shanghai Xumei Business Investment Management Co., Ltd.	中國 二零一零年六月八日 PRC 8 June 2010	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	物業管理 Property management
上海旭創置業有限公司 Shanghai Xuchuang Property Co., Ltd.	中國 二零零七年九月十一日 PRC 11 September 2007	100	100	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭匯置業有限公司 Shanghai Xuhui Property Co., Ltd.	中國 二零零九年十月十四日 PRC 14 October 2009	100	100	註冊資本 人民幣35,000,000元 實繳資本 人民幣35,000,000元 Registered RMB35,000,000 paid up capital RMB35,000,000	中國 PRC	房地產開發 Property development
上海旭通置業有限公司 Shanghai Xutong Property Co., Ltd.	中國 二零一二年八月八日 PRC 8 August 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
蘇州旭名置業有限公司* Suzhou Xu Ming Property Development Co., Ltd.*	中國 二零一二年五月二十九日 PRC 29 May 2012	100	100	註冊資本 人民幣560,000,000元 實繳資本 人民幣560,000,000元 Registered RMB560,000,000 paid up capital RMB560,000,000	中國 PRC	房地產開發 Property development
蘇州旭峰置業有限公司 Suzhou Xufeng Property Co., Ltd	中國 二零一四年二月二十二日 PRC 22 February 2014	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
蘇州旭輝高科置業有限公司 Suzhou Xuhui High-Tech Property Co., Ltd.	中國 二零零九年十二月三日 PRC 3 December 2009	100	100	註冊資本 人民幣649,000,000元 實繳資本 人民幣649,000,000元 Registered RMB649,000,000 paid up capital RMB649,000,000	中國 PRC	房地產開發 Property development
蘇州旭輝置業有限公司 Suzhou Xuhui Property Co. Ltd.	中國 二零零七年三月十三日 PRC 13 March 2007	100	100	註冊資本 人民幣140,000,000元 實繳資本 人民幣140,000,000元 Registered RMB140,000,000 paid up capital RMB140,000,000	中國 PRC	房地產開發 Property development
蘇州旭輝興騰置業有限公司 Suzhou Xuhui Xingpeng Property Co., Ltd.	中國 二零零九年十二月三日 PRC 3 December 2009	100	100	註冊資本 人民幣191,000,000元 實繳資本 人民幣191,000,000元 Registered RMB191,000,000 paid up capital RMB191,000,000	中國 PRC	房地產開發 Property development
上海旭明置業有限公司 Shanghai Xuming Property Co., Ltd.	中國 二零一零年十二月二十八 日 PRC 28 December 2010	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭浦置業有限公司 Shanghai Xupu Property Co., Ltd.	中國 二零零三年十一月五日 PRC 5 November 2003	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
上海旭盛房地產經紀有限公司 Shanghai Xusheng Real Estate Agency Co., Ltd.	中國 二零零六年 十一月二十七日 PRC 27 November 2006	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	提供房地產代理服務 Provision of property agency service
上海旭豐房地產開發有限公司 Shanghai Xufeng Real Estate Development Co., Ltd.	中國 二零零五年一月二十五日 PRC 25 January 2005	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
上海旭泰房地產有限公司 Shanghai Xutai Real Estate Co., Ltd.	中國 二零一零年十一月五日 PRC 5 November 2010	100	100	註冊資本 人民幣59,000,000元 實繳資本 人民幣59,000,000元 Registered RMB59,000,000 paid up capital RMB59,000,000	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海永匯房地產開發有限公司 Shanghai Yonghui Real Estate Development Co., Ltd.	中國 二零零一年四月十八日 PRC 18 April 2001	100	100	註冊資本 人民幣8,000,000元 實繳資本 人民幣8,000,000元 Registered RMB8,000,000 paid up capital RMB8,000,000	中國 PRC	房地產開發 Property development
上海藝建建築設計諮詢有限公司 Shanghai Yijian Architectural Design & Consulting Co., Ltd.	中國 二零零二年八月十二日 PRC 12 August 2002	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	提供諮詢服務 Provision of consultancy services
天津旭濱創意產業園管理 有限公司* Tianjin Xu Bin Creative Industrial Park Managements Limited *	中國 二零一二年七月二十五日 PRC 25 July 2012	100	100	註冊資本 20,000,000美元 實繳資本 20,000,000美元 Registered USD20,000,000 paid up capital USD20,000,000	中國 PRC	房地產開發 Property development
天津旭海房地產開發有限公司 Tianjin Xuhai Real Estate Development Co., Ltd.	中國 二零一一年八月五日 PRC 5 August 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
武漢市旭潤投資諮詢有限責任公司 Wuhan Xurun Investment Advisory Co., Ltd	中國 二零一四年五月二十九日 PRC 29 May 2014	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	提供諮詢服務 Provision of consultancy services
旭名(香港)有限公司 Xu Ming (HK) Limited	香港 二零一一年九月二十七日 Hong Kong 27 September 2011	100	100	法定資本 10,000港元 實繳資本1港元 Authorised HK\$10,000 paid up capital HK\$1	香港 Hong Kong	投資控股 Investment holding
旭名有限公司 Xu Ming Limited	英屬處女群島 二零一一年九月二十日 BVI 20 September 2011	100	100	註冊資本 50,000美元 實繳資本1美元 Registered USD50,000 paid up capital USD1	香港 Hong Kong	投資控股 Investment holding
旭凱(上海)投資顧問有限公司 Xukai (Shanghai) Investment Consultant Co., Ltd.	中國 二零零五年四月八日 PRC 8 April 2005	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	投資控股 Investment holding
浙江旭輝置業有限公司 Zhejiang Xuhui Property Co., Ltd.	中國 二零零六年八月二十三日 PRC 23 August 2006	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
鎮江市旭潤房地產開發有限公司 Zhenjiang City Xurun Real Estate Development Co., Ltd.	中國 二零一零年七月十九日 PRC 19 July 2010	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
中石房地產開發有限公司 Zhongshi Real Estate Development Co., Ltd.	中國 二零零六年十一月十四日 PRC 14 November 2006	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
上海旭康置業有限公司 Shanghai Xukang Property Co., Ltd.	中國 二零一三年五月十日 PRC 10 May 2013	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
蘇州旭陽置業有限公司 Suzhou Xuyang Property Co., Ltd.	中國 二零一二年十二月二十二日 PRC 22 December 2012	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
北京旭輝德龍置業有限公司 Beijing Xuhui Delong Property Co., Ltd.	中國 二零一五年三月二日 PRC 2 March 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 Registered RMB1,000,000 paid up capital	中國 PRC	房地產開發 Property development
北京旭輝企業管理有限公司 Beijing Xuhui Business Management Co., Ltd	中國 二零一五年二月二十八日 PRC 28 February 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資管理 Investment management
北京德順富興投資有限公司 Beijing Deshun Investment Co., Ltd.	中國 二零一五年四月八日 PRC 8 April 2015	55	55	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	投資管理 Investment management
上海旭奕置業有限公司 Shanghai Xuyi Property Co., Ltd	中國 二零一五年二月十六日 PRC 16 February 2015	75	75	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海新安亭置業有限公司 Shanghai Xinanting Property Co., Ltd	中國 二零零五年三月二十四日 PRC 24 March 2005	68	68	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
南京寧康投資管理有限公司 Nanjing Ningkang Investment Management Co., Ltd.	中國 二零一五年五月七日 PRC 7 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management
蘇州旭高房地產開發有限公司* Suzhou Xugao Property Development Co., Ltd*	中國 二零一五年四月十四日 PRC 14 April 2015	50 (附註e) (note e)	50	註冊資本 240,000,000美元 實繳資本 240,000,000美元 Registered USD240,000,000 paid up capital USD240,000,000	中國 PRC	房地產開發 Property development
上海永磐實業有限公司 Shanghai Yongpan Enterprise Co., Ltd.	中國 二零一四年四月十四日 PRC 14 April 2014	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭度實業有限公司 Shanghai Xudu Enterprise Co., Ltd.	中國 二零一五年十一月四日 PRC 4 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海友築實業有限公司 Shanghai Youzhu Enterprise Co., Ltd.	中國 二零一五年十一月六日 PRC 6 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海友導實業有限公司 Shanghai Youdao Enterprise Co., Ltd.	中國 二零一五年十一月六日 PRC 6 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
天津旭元房地產信息諮詢有限公司 Tianjin Xuyuan Real Estate Information Consulting Co., Ltd.	中國 二零一四年十月十日 PRC 10 October 2014	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	物業資訊諮詢 Property information consulting

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
天津旭輝企業管理有限公司 Tianjin Xuhui Business Management Co., Ltd.	中國 二零一五年五月二十日 PRC 20 May 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭唯房地產開發有限公司 Tianjin Xuwei Property Development Co., Ltd.	中國 二零一五年五月二十日 PRC 20 May 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭津房地產開發有限公司 Tianjin Xujing Property Development Co., Ltd.	中國 二零一三年二月二十六日 PRC 26 February 2013	100	100	註冊資本 人民幣103,000,000元 實繳資本 人民幣103,000,000元 Registered RMB103,000,000 paid up capital RMB103,000,000	中國 PRC	房地產開發 Property development
瀋陽旭強商業管理有限公司 Shenyang Xuqiang Business Management Co., Ltd.	中國 二零一五年一月一日 PRC 1 January 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽旭盛企業管理有限公司 Shenyang Xusheng Business Management Co., Ltd.	中國 二零一五年十月十六日 PRC 16 October 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
南京旭寧房地產開發有限公司 Nanjing Xuning Real Estate Development Co., Ltd.	中國 二零一四年十二月二十六 日 PRC 26 December 2014	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
南京旭城房地產開發有限公司 Nanjing Xucheng Real Estate Development Co., Ltd.	中國 二零一四年 十二月三十一日 PRC 31 December 2014	51	51	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
南京寧博投資管理有限公司 Nanjing Ningbo Investment Management Co., Ltd.	中國 二零一五年五月七日 PRC 7 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
蘇州旭嘉置業有限公司* Suzhou Xujia Property Co., Ltd.*	中國 二零一五年一月五日 PRC 5 January 2015	50 (附註b) (note b)	50	註冊資本 人民幣1,300,000,000元 實繳資本 人民幣1,300,000,000元 Registered RMB1,300,000,000 paid up capital RMB1,300,000,000	中國 PRC	房地產開發 Property development
南京寧卓投資管理有限公司 Nanjing Ningzhuo Investment Management Co., Ltd.	中國 二零一五年九月一日 PRC 1 September 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management
蘇州旭蘇投資諮詢有限公司 Suzhou Xusu Investment Advisory Co., Ltd.	中國 二零一五年一月二十九日 PRC 29 January 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation
蘇州旭利投資諮詢有限公司 Suzhou Xuli Investment Advisory Co., Ltd.	中國 二零一四年十二月二十五 PRC 25 December 2014	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
蘇州旭諧投資諮詢有限公司 Suzhou Xuxie Investment Advisory Co., Ltd.	中國 二零一五年一月二十九日 PRC 29 January 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation
合肥旭榮置業有限公司 Hefei Xurong Property Co., Ltd.	中國 二零一五年五月五日 PRC 5 May 2015	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
合肥旭輝企業管理有限公司 Hefei Xuhui Business Management Co., Ltd.	中國 二零一五年五月十八日 PRC 18 May 2015	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	企業管理 Business management
杭州旭辰投資有限公司 Hangzhou Xuchen Investment Co., Ltd.	中國 二零一五年一月五日 PRC 5 January 2015	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
杭州卓德投資管理有限公司 Hangzhou Zhoude Investment Management Co., Ltd.	中國 二零一四年十二月二十八日 PRC 28 December 2014	100	100	註冊資本 人民幣100,000元 實繳資本 人民幣100,000元 Registered RMB100,000 paid up capital RMB100,000	中國 PRC	投資管理 Investment management
上海旭登實業有限公司 Shanghai Xudeng Enterprise Co., Ltd.	中國 二零一五年二月九日 PRC 9 February 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
杭州旭輝置業有限公司 Hangzhou Xuhui Property Co., Ltd.	中國 二零一五年四月二十日 PRC 20 April 2015	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
武漢旭輝企業管理有限公司 Wuhan Xuhui Business Management Co., Ltd.	中國 二零一五年七月十三日 PRC 13 July 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢公司 Investment consultancy corporation

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
武漢惠譽御恒置業有限公司 Wuhan Huiyu Yuheng Property Co., Ltd	中國 二零一二年八月二日 PRC 2 August 2012	55	55	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
武漢旭程置業有限公司 Wuhan Xucheng Property Co., Ltd.	中國 二零一三年九月五日 PRC 5 September 2013	100	100	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
上海旭涇置業有限公司* Shanghai Xujing Property Co., Ltd *	中國 二零一四年十月十一日 PRC 11 October 2014	50 (附註e) (note e)	50	註冊資本 人民幣4,200,000,000元 實繳資本 人民幣4,200,000,000元 Registered RMB4,200,000,000 paid up capital RMB4,200,000,000	中國 PRC	房地產開發 Property development
旭安有限公司 Xu An Co., Limited	英屬處女群島 二零一三年一月十七日 BVI 17 January 2013	50 (附註b) (note b)	50	註冊資本50,000美元 實繳資本2美元 Registered USD50,000 paid up capital USD2	中國 PRC	投資控股 Investment holding

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海旭弘置業有限公司* Shanghai Xuhong Property Co., Ltd.*	中國 二零一三年十二月二十日 PRC 20 December 2013	50 (附註e) (note e)	50	註冊資本 220,000,000美元 實繳資本 220,000,000美元 Registered USD220,000,000 paid up capital USD220,000,000	中國 PRC	房地產開發 Property development
杭州旭開置業有限公司* Hangzhou Xukai Property Co., Ltd.*	中國 二零一三年八月二十二日 PRC 22 August 2013	100	100	註冊資本 130,000,000美元 實繳資本 130,000,000美元 Registered USD130,000,000 paid up capital USD130,000,000	中國 PRC	房地產開發 Property development
湖南物華投資發展有限公司 Hunan Wuhua Investment Development Co., Ltd.	中國 二零一一年十一月二十八日 PRC 28 November 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
旭正有限公司 Xu Zheng Co., Limited.	英屬處女群島 二零一二年九月六日 BVI 6 September 2012	100	100	註冊資本50,000美元 實繳資本100美元 Registered USD50,000 paid up capital USD100	中國 PRC	投資控股 Investment holding

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
天津旭達房地產信息諮詢有限公司 Tianjin Xuda Real Estate Consultant Co., Ltd.	中國 二零一四年十二月八日 PRC 8 December 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	投資控股 Investment holding
天津旭科房地產開發有限公司 Tianjin Xu Ke Real Estate Development Co., Ltd.	中國 二零一五年四月三日 PRC 3 April 2015	100	100	註冊資本 人民幣700,000,000元 實繳資本 人民幣700,000,000元 Registered RMB700,000,000 paid up capital RMB700,000,000	中國 PRC	房地產開發 Property development
佛山市華祥房地產開發有限公司 Foshan Huaxiang Real Estate Development Co., Ltd.	中國 二零零六年三月六日 PRC 6 March 2006	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
佛山匯金恒天房地產開發有限公司 Foshan Huijin Hengtian Real Estate Development Co., Ltd.	中國 二零零五年十二月二十九日 PRC 29 December 2005	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
武漢惠譽華天置業有限公司 Wuhan Huiyu Huatian Property Co., Ltd	中國 二零一二年七月十九日 PRC 19 July 2012	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰嘉博房地產開發 有限公司 Qingdao Yinshengtai Jiabo Property Development Co., Ltd.	中國 二零一七年五月九日 PRC 9 May 2017	50 (附註b) (note b)	50	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
濟南銀盛泰房地產開發有限公司 Jinan Yinshengtai Property Development Co., Ltd.	中國 二零一五年七月三十日 PRC 30 Jul 2015	50 (附註b) (note b)	50	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB10,000,000.00	中國 PRC	房地產開發 Property development
青島山海秀都置業有限公司 Qingdao Shanhai Xiudu Development Co., Ltd.	中國 二零一六年三月二十三日 PRC 23 Mar 2016	50 (附註b) (note b)	50	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
寧波旭鄞置業有限公司 Ningbo Xuying Property Co., Ltd.	中國 二零一六年六月十三日 PRC 13 June 2016	70	70	註冊資本 人民幣15,000,000元 實繳資本 人民幣170,000,000元 Registered RMB15,000,000 paid up capital RMB170,000,000	中國 PRC	房地產開發 Property development
天津旭明房地產開發有限公司 Tianjin Xuming Enterprise Co., Ltd.	中國 二零一六年十二月七日 PRC 7 December 2016	50 (附註b) (notes b)	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭同房地產開發有限公司 Tianjin Xutong Real Estate Development Co., Ltd.	中國 二零一五年十一月二十五日 PRC 25 November 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
瀋陽金地順成房地產開發有限公司 Shenyang Jindi Shuncheng Property Development Co., Ltd.	中國 二零一五年十一月三日 PRC 3 November 2015	50 (附註b) (note b)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽旭傑企業管理有限公司 Shenyang Xujie Business Management Co., Ltd	中國 二零一五年十二月一日 PRC 1 December 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
瀋陽旭輝企業管理有限公司 Shenyang Xuhui Business Management Co., Ltd.	中國 二零一五年十一月四日 PRC 4 November 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
瀋陽輝能置業有限公司 Shenyang Huineng Property Co., Ltd.	中國 二零一六年三月十六日 PRC 16 March 2016	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
武漢旭恒管理諮詢有限責任公司 Wuhan Xuheng Management Consultancy Co., Ltd.	中國 二零一六年一月十一日 PRC 11 January 2016	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	物業管理 Property management

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
合肥輝泰房地產開發有限公司 Hefei Huitai Property Development Co., Ltd.	中國 二零一六年四月十五日 PRC 15 April 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
重慶輝平房地產開發有限公司 Chongqing Huiping Property Development Co., Ltd.	中國 二零一六年四月十四日 PRC 14 April 2016	70	70	註冊資本 人民幣8,000,000元 實繳資本 人民幣8,000,000元 Registered RMB8,000,000 paid up capital RMB8,000,000	中國 PRC	房地產開發 Property development
佛山輝泰昌房地產開發有限公司 Foshan Huitaichang Property Development Co., Ltd.	中國 二零一六年五月十二日 PRC 12 May 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
鄭州輝秀企業管理諮詢有限公司 Zhengzhou Huixiu Business Management Consultancy Co., Ltd	中國 二零一六年四月十五日 PRC 15 April 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
北京輝拓置業有限公司 Beijing Huituo Property Co., Ltd.	中國 二零一六年十二月二十二日 PRC 22 December 2016	33.4 (附註b) (note b)	33.4	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
重慶盛尊房地產開發有限公司 Chongqing Shengzun Property Development Co., Ltd.	中國 二零一七年三月二十七日 PRC 27 March 2017	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
武漢輝韻置業有限公司 Wuhan Huiyun Property Co., Ltd.	中國 二零一六年十二月六日 PRC 6 December 2016	51	51	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
堆龍德慶智旭企業管理有限公司 Duilong Deqin Zhixu Business Management Co., Ltd.	中國 二零一六年十一月十六日 PRC 16 November 2016	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	企業管理 Business management

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島旭輝置業有限公司 Qingdao Xuhui Property Co., Ltd	中國 二零一七年二月二十八日 PRC 28 February 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
合肥盛恩房地產開發有限公司 Hefei Shengen Property Development Co., Ltd.	中國 二零一七年三月二十四日 PRC 24 March 2017	67	67	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
北京盛拓置業有限公司 Beijing Shengtuo Property Co., Ltd.	中國 二零一七年八月十日 PRC 10 August 2017	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
嘉善盛誠置業有限公司 Jiashan Shengchen Property Co., Ltd.	中國 二零一七年七月十日 PRC 10 July 2017	51	51	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
平湖盛平置業有限公司 Pinghu Shengping Property Co., Ltd.	中國 二零一七年八月二日 PRC 2 August 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
嘉善盛安置業有限公司 Jiashan Shengan Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	50 (附註b) (note b)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
南京輝煜企業管理有限公司 Nanjing Huiyu Business Management Co., Ltd.	中國 二零一六年十一月八日 PRC 8 November 2016	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	物業管理 Property management
武漢盛全置業有限公司 Wuhan Shengquan Property Co., Ltd.	中國 二零一七年八月三日 PRC 3 August 2017	51	51	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
武漢旭祥置業有限公司 Wuhan Xuxiang Property Co., Ltd.	中國 二零一七年八月十四日 PRC 14 August 2017	34.68 (附註e) (note e)	34.68	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
河北盛韻房地產開發有限公司 Hebei Shengyun Property Development Co., Ltd.	中國 二零一七年四月十九日 PRC 19 April 2017	65	65	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
大連盛拓房地產開發有限公司 Dalian Shengtuo Property Development Co., Ltd.	中國 二零一七年八月二日 PRC 2 August 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
杭州盛哲商務信息諮詢有限公司 Hangzhou Shengzhe Business Consultancy Co., Ltd.	中國 二零一七年十一月二十八日 PRC 28 November 2017	100	100	註冊資本 人民幣100,000元 實繳資本 人民幣100,000元 Registered RMB100,000 paid up capital RMB100,000	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
溫州裕園房地產開發有限公司 Wenzhou Yuyuan Property Development Co., Ltd.	中國 二零一七年七月二十四日 PRC 24 July 2017	43 (附註e) (note e)	43	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
湖南盛創房地產開發有限公司 Hunan Shengchuang Property Development Co., Ltd.	中國 二零一七年二月二十一日 PRC 21 February 2017	70	70	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
溫州佳盛置業有限公司 Wenzhou Jiasheng Property Co., Ltd.	中國 二零一七年八月四日 PRC 4 August 2017	34 (附註b) (note b)	34	註冊資本 人民幣29,412,000元 實繳資本 人民幣29,412,000元 Registered RMB29,412,000 paid up capital RMB29,412,000	中國 PRC	房地產開發 Property development
蘇州市龍盈泰投資有限公司 Suzhou Longyingtai Investment Co., Ltd.	中國 二零零六年十一月二日 PRC 2 November 2006	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
合肥盛展房地產開發有限公司 Hefei Shengzhan Property Development Co., Ltd.	中國 二零一七年三月九日 PRC 9 March 2017	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
安徽乾泰房地產開發有限公司 Anhui Qiantai Property Co., Ltd.	中國 二零一七年三月十日 PRC 10 March 2017	30 (附註b) (note b)	30	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
西安地聯置業有限公司 Xi'an Dilian Development Co., Ltd.	中國 二零一二年七月二日 PRC 2 July 2012	100	100	註冊資本 人民幣48,000,000元 實繳資本 人民幣48,000,000元 Registered RMB48,000,000 paid up capital RMB48,000,000	中國 PRC	房地產開發 Property development
西安君都僑商置業有限公司 Xi'an Jundu Qiaoshang Development Co., Ltd.	中國 二零一一年五月二十六日 PRC 26 May 2011	70	70	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
西安榮科置業有限公司 Xi'an Rongke Development Co., Ltd.	中國 二零一六年七月四日 PRC 4 July 2016	70	70	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
東萬投資有限公司 Top Media Investment Limited	香港 二零一五年五月二十四日 HK 24 May 2015	100	100	註冊資本10,000港元 實繳資本10,000港元 Registered HK\$10,000 paid up capital HK\$10,000	中國 PRC	房地產開發 Property development
豐萬投資有限公司 Full Metro Investment Limited	香港 二零一五年五月二十日 HK 20 May 2015	100	100	註冊資本10,000港元 實繳資本10,000港元 Registered HK\$10,000 paid up capital HK\$10,000	中國 PRC	房地產開發 Property development
杭州旭海置業有限公司 Hangzhou Xuhai Property Co., Ltd.	中國 二零一六年十月十九日 PRC 19 October 2016	30 (附註b) (note b)	30	註冊資本 人民幣66,666,000元 實繳資本 人民幣66,666,000元 Registered RMB66,666,000 paid up capital RMB66,666,000	中國 PRC	房地產開發 Property development
蘇州輝煜置業有限公司 Suzhou Huiyu Property Co., Ltd.	中國 二零一六年七月七日 PRC 7 July 2016	50 (附註b) (note b)	50	註冊資本 人民幣1,000,000,000元 實繳資本 人民幣1,000,000,000元 Registered RMB1,000,000,000 paid up capital RMB1,000,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽輝明置業有限公司 Shenyang Huiming Property Co., Ltd.	中國 二零一六年八月十七日 PRC 17 August 2016	70	70	註冊資本 人民幣15,000,000元 實繳資本 人民幣15,000,000元 Registered RMB15,000,000 paid up capital RMB15,000,000	中國 PRC	房地產開發 Property development
瀋陽輝羽置業有限公司 Shenyang Huiyu Property Co., Ltd.	中國 二零一六年十一月十一日 PRC 11 November 2016	50 (附註b) (note b)	50	註冊資本 人民幣203,000,000元 實繳資本 人民幣203,000,000元 Registered RMB203,000,000 paid up capital RMB203,000,000	中國 PRC	房地產開發 Property development
Coastwise Limited (「Coastwise」) Coastwise Limited ("Coastwise")	英屬處女群島 二零一五年三月二十三日 BVI 23 March 2015	50 (附註b) (note b)	50	註冊資本2美元 實繳資本2美元 Registered USD2 paid up capital USD2	中國 PRC	房地產開發 Property development
Eastime Investment Limited (「Eastime」)	英屬處女群島 二零零八年一月二日 BVI 2 January 2008	50 (附註b) (note b)	50	註冊資本2美元 實繳資本2美元 Registered USD2 paid up capital USD2	中國 PRC	房地產開發 Property development
Eastime Investment Limited (「Eastime」)	BVI 2 January 2008					
瀋陽輝創置業有限公司 Shenyang Huichuang Property Co. Ltd.	中國 二零一七年十二月二十九日 PRC 29 December 2017	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
杭州傲盛商務信息諮詢有限公司 Hangzhou Aosheng Business Consultancy Co., Ltd.	中國 二零零七年八月八日 PRC 8 August 2007	60	60	註冊資本 人民幣200,000元 實繳資本 人民幣200,000元 Registered RMB200,000 paid up capital RMB200,000	中國 PRC	物業資訊諮詢 Property information consulting
廣州輝拓昌房地產開發有限公司 Guangzhou Huiruochang Property Development Co., Ltd.	中國 二零一六年十月二十七日 PRC 27 October 2016	55	55	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
武漢旭興管理諮詢有限責任公司 Wuhan Xuxing Management Consultancy Co., Ltd.	中國 二零一六年一月十一日 PRC 11 January 2016	58	58	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	物業資訊諮詢 Property information consulting
南寧盛協房地產開發有限公司 Nanjing Shengxie Real Estate Development Co. Ltd.	中國 二零一八年一月十二日 PRC 12 January 2018	90	90	註冊資本 人民幣11,111,100元 實繳資本 人民幣11,111,100元 Registered RMB11,111,100 paid up capital RMB11,111,100	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
廈門昌創房地產開發有限公司 Xiamen Changchuang Real Estate Development Co. Ltd.	中國 二零一八年一月十六日 PRC 16 January 2018	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
西安旭昌文華 Xi'an Xuchangwenhua	中國 二零一八年一月二十四日 PRC 24 January 2018	100	60	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
台州昌洪置業有限公司 Taizhou Changhong Property Co., Ltd.	中國 二零一八年一月二十五日 PRC 25 January 2018	95	95	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
成都昌拓房地產開發有限公司 Chengdu Changtuo Real Estate Development Co., Ltd.	中國 二零一八年二月七日 PRC 7 February 2018	100	100	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
北京盛智房地產有限公司 Beijing Shengzhi Real Estate Co., Ltd	中國 二零一八年二月七日 PRC 7 February 2018	100	100	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
北京盛湖房地產有限公司 Beijing Shenghu Real Estate Co. Ltd.	中國 二零一八年二月七日 PRC 7 February 2018	100	100	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
徐州錦川房地產開發有限公司* Xuzhou Jinchuan Real Estate Development Co. Ltd.*	中國 二零一八年二月十一日 PRC 11 February 2018	50 (附註b) (note b)	50	註冊資本 人民幣762,600,000元 實繳資本 人民幣762,600,000元 Registered RMB762,600,000 paid up capital RMB762,600,000	中國 PRC	房地產開發 Property development
重慶昌御房地產開發有限公司 Chongqing Changyu Real Estate Development Co. Ltd.	中國 二零一八年三月十六日 PRC 16 March 2018	100	100	註冊資本 人民幣50,000,000元 實繳資本 無 Registered RMB50,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
重慶昌熙房地產開發有限公司 Chongqing Changxi Real Estate Development Co. Ltd.	中國 二零一八年三月十六日 PRC 16 March 2018	50 (附註b) (note b)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
南昌正茂置業有限公司 Nanchang Zhengmao Property Co. Ltd.	中國 二零一八年四月四日 PRC 4 April 2018	34 (附註b) (note b)	34	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
貴州昌行房地產開發有限公司 Guizhou Changxing Business Management Co., Ltd	中國 二零一八年四月十七日 PRC 17 April 2018	100	100	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
江陰昌鋒置業有限公司 Jiangyin Changfeng Property Co. Ltd.	中國 二零一八年四月二十三日 PRC 23 April 2018	72	72	註冊資本 人民幣1,610,000,000元 實繳資本 人民幣1,610,000,000元 Registered RMB1,610,000,000 paid up capital RMB1,610,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
山東旭輝銀盛泰集團有限公司 Shandong Xuhui Yinshengtai Group Limited	中國 二零一八年四月二十五日 PRC 25 April 2018	50 (附註b) (note b)	50	註冊資本 人民幣750,000,000元 實繳資本 人民幣750,000,000元 Registered RMB750,000,000 paid up capital RMB750,000,000	中國 PRC	房地產開發 Property development
佛山市昌重房地產開發有限公司 Foshan Changchong Real Estate Development Co. Ltd.	中國 二零一八年五月十日 PRC 10 May 2018	33 (附註e) (note e)	33	註冊資本 人民幣8,333,300元 實繳資本 人民幣8,333,300元 Registered RMB8,333,300 paid up capital RMB8,333,300	中國 PRC	房地產開發 Property development
佛山雅旭房地產開發有限公司 Foshan Yaxu Real Estate Development Co. Ltd.	中國 二零一八年五月十五日 PRC 15 May 2018	34 (附註b) (note b)	34	註冊資本 人民幣15,170,000元 實繳資本 人民幣15,170,000元 Registered RMB15,170,000 paid up capital RMB15,170,000	中國 PRC	房地產開發 Property development
杭州昌勝置業有限公司 Hangzhou Changsheng Property Co., Ltd.	中國 二零一八年五月十七日 PRC 17 May 2018	100	100	註冊資本 人民幣5,000,000元 實繳資本 無 Registered RMB5,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
無錫雅輝房地產開發有限公司 Wuxi Yahui Real Estate Development Co. Ltd.	中國 二零一八年五月十七日 PRC 17 May 2018	50 (附註b) (note b)	50	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development
重慶昌赫房地產開發有限公司 Chongqing Changhe Real Estate Development Co. Ltd.	中國 二零一八年五月十八日 PRC 18 May 2018	70	70	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
衢州旭盛置業有限公司 Quzhou Xusheng Property Co. Ltd.	中國 二零一八年五月二十三日 PRC 23 May 2018	50 (附註b) (note b)	50	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	房地產開發 Property development
常州昌赫置業有限公司 Changzhou Changhe Property Co., Ltd.	中國 二零一八年六月二十九日 PRC 29 June 2018	100	100	註冊資本 200,000,000美元 實繳資本 200,000,000美元 Registered USD200,000,000 paid up capital USD200,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽昌勝置業有限公司 Shengyang Changsheng Property Co., Ltd	中國 二零一八年七月三日 PRC 3 July 2018	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
衢州旭輝置業有限公司 Quzhou Xuhui Property Co., Ltd.	中國 二零一八年七月十三日 PRC 13 July 2018	100	100	註冊資本 人民幣9,900,000元 實繳資本 無 Registered RMB9,900,000 paid up capital Nil	中國 PRC	房地產開發 Property development
佛山昌彰煜房地產開發有限公司 Foshan Changzhangyu Real Estate Development Co. Ltd.	中國 二零一八年七月十九日 PRC 19 July 2018	100	100	註冊資本 人民幣2,000,000元 實繳資本 無 Registered RMB2,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
貴州昌薩房地產開發有限公司 Guizhou Changsa Real Estate Development Co. Ltd.	中國 二零一八年七月二十四日 PRC 24 July 2018	100	100	註冊資本 人民幣25,000,000元 實繳資本 無 Registered RMB25,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
煙台旭煜企業管理有限公司 Yantai Xuyu Business Management Co., Ltd	中國 二零一八年八月六日 PRC 6 August 2018	50 (附註) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
			%			
煙台輝煜企業管理有限公司 Yantai Huiyu Business Management Co., Ltd	中國 二零一八年八月六日 PRC 6 August 2018	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
杭州昌赫置業有限公司 Hangzhou Changhe Property Co., Ltd.	中國 二零一八年八月八日 PRC 8 August 2018	53	53	註冊資本 人民幣2,600,000,000元 實繳資本 人民幣1,132,028,000元 Registered RMB2,600,000,000 paid up capital RMB1,132,028,000	中國 PRC	房地產開發 Property development
江門昌能房地產開發有限公司 Jiangmen Changneng Real Estate Development Co. Ltd.	中國 二零一八年八月二十八日 PRC 28 August 2018	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
南寧市美旭房地產開發有限公司 Nanning Meixu Real Co. Ltd.	中國 二零一八年九月十八日 PRC 18 September 2018	50 (附註b) (note b)	50	註冊資本 人民幣150,000,000元 實繳資本 人民幣150,000,000元 Registered RMB150,000,000 paid up capital RMB150,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019 %	2018 %			
合肥昌恩房地產開發有限公司 Hefei Changen Real Estate Development Co. Ltd.	中國 二零一八年十一月十三日 PRC 13 November 2018	34 (附註b) (notes b)	100	註冊資本 人民幣400,000,000元 實繳資本 人民幣400,000,000元 Registered RMB400,000,000 paid up capital RMB400,000,000	中國 PRC	房地產開發 Property development
嘉興楓碩房地產開發有限公司 Jiaxing Fengshuo Real Estate Development Co. Ltd.	中國 二零一八年十一月十四日 PRC 14 November 2018	50 (附註b) (note b)	50	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
成都昌謙房地產開發有限公司 Chengdu Changqian Real Estate Development Co. Ltd.	中國 二零一八年十二月十七日 PRC 17 December 2018	100	100	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
上海方茂 Shanghai Fangmao	中國 二零一七年五月九日 PRC 9 May 2017	34 (附註b) (note b)	34 (附註40) (note 40)	註冊資本 人民幣30,303,000元 實繳資本 人民幣20,303,000元 Registered RMB30,303,000 paid up capital RMB20,303,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海啓茂 Shanghai Qimao	中國 二零一七年五月十日 PRC 10 May 2017	34 (附註b) (note b)	34 (附註40) (note 40)	註冊資本 人民幣30,303,000元 實繳資本 人民幣20,303,000元 Registered RMB30,303,000 paid up capital RMB20,303,000	中國 PRC	房地產開發 Property development
溫州翔茂置業有限公司 Wenzhou Xiangmao Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	34 (附註e) (note e)	34	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
溫州坤茂置業有限公司 Wenzhou Kunmao Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	34 (附註e) (note e)	34	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
武漢鴻源錦 Wuhan Hongyuanjin	中國 二零一八年一月二十九日 PRC 29 January 2018	29 (附註e) (note e)	29 (附註40) (note 40)	註冊資本 人民幣190,830,000元 實繳資本 人民幣190,830,000元 Registered RMB190,830,000 paid up capital RMB190,830,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
西安沃呈 Xi'an Wocheng	中國 二零一七年十二月二十九日 PRC 29 December 2017	34 (附註b) (note b)	34 (附註40) (note 40)	註冊資本 人民幣10,869,566元 實繳資本 人民幣10,869,566元 Registered RMB10,869,566 paid up capital RMB10,869,566	中國 PRC	房地產開發 Property development
蘇州旭邦 Suzhou Xubang	中國 二零一三年十二月二十九日 PRC 29 December 2013	100	100 (附註40) (note 40)	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development
鄭州輝潤 Zhengzhou Huirun	中國 二零一三年六月二十一日 PRC 21 June 2013	60	60 (附註40) (note 40)	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
上海展驥 Shanghai Zhanxiang	中國 二零一六年四月二十九日 PRC 29 April 2016	50 (附註b) (note b)	50 (附註40) (note 40)	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
杭州展驥實業有限公司 Hangzhou Zhanxiang Enterprise Co., Ltd.	中國 二零一六年四月二十九日 PRC 29 April 2016	50 (附註e) (note e)	50	註冊資本 人民幣500,000,000元 實繳資本 人民幣500,000,000元 Registered RMB500,000,000 paid up capital RMB500,000,000	中國 PRC	房地產開發 Property development
上海旭梭 Shanghai Xusuo	中國 二零一三年十一月五日 PRC 5 November 2013	34 (附註b) (note b)	34 (附註40) (note 40)	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
蘇州凱合 Suzhou Kaihe	中國 二零一五年一月二十九日 PRC 29 January 2015	34 (附註b) (note b)	34 (附註40) (note 40)	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭亭置業有限公司 Shanghai Xuting Property Co., Ltd.	中國 二零一五年十二月十一日 PRC 11 December 2015	34 (附註e) (note e)	34	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
長沙恒高 Changsha Henggao	中國 二零一六年八月三十日 PRC 30 August 2016	50 (附註b) (note b)	50 (附註40) (note 40)	註冊資本 560,000,000港元 實繳資本 560,000,000港元 Registered HK\$560,000,000 paid up capital HK\$560,000,000	中國 PRC	房地產開發 Property development
西安邦弘 Xi'an Banghong	中國 二零一四年四月二十九日 PRC 29 April 2014	80	48 (附註40) (note 40)	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
武漢輝恒 Wuhan Huiheng	中國 二零一六年四月十三日 PRC 13 April 2016	84	100 (附註40) (note 40)	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
蘇州旭悅 Suzhou Xuyue	中國 二零一五年十一月五日 PRC 5 November 2015	40 (附註b) (note b)	40 (附註40) (note 40)	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島銀盛泰 Qingdao Yinshengtai	中國 一九九八年六月二十六日 PRC 26 June 1998	50 (附註b) (note b)	50 (附註40) (note 40)	註冊資本 人民幣250,000,000元 實繳資本 人民幣250,000,000元 Registered RMB250,000,000 paid up capital RMB250,000,000	中國 PRC	房地產開發 Property development
濟南萬杰置業有限公司 Jinan Wanjie Property Co., Ltd.	中國 二零一六年二月二日 PRC 2 February 2016	25.5 (附註b) (note b)	25.5	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
濟南銀盛泰博豐 Jinan Yinshengtai Bofeng	中國 二零一七年四月十九日 PRC 19 April 2017	50 (附註e) (notes e)	25.5	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
濟南銀盛泰博盛置業有限公司 Jinan Yinshengtai Bosheng Property Co., Ltd.	中國 二零一七年八月二十三日 PRC 23 August 2017	22.5 (附註e) (note e)	22.5	註冊資本 人民幣250,000,000元 實繳資本 人民幣250,000,000元 Registered RMB250,000,000 paid up capital RMB250,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
濟南銀盛泰恒泰置業有限公司 Jinan Yinshengtai Hengtai Property Co., Ltd.	中國 二零一六年三月七日 PRC 7 March 2016	50 (附註b) (note b)	50	註冊資本 人民幣890,000,000元 實繳資本 人民幣450,000,000元 Registered RMB890,000,000 paid up capital RMB450,000,000	中國 PRC	房地產開發 Property development
濟南銀盛泰泰德置業有限公司 Jinan Yinshengtai Taide Property Co., Ltd.	中國 二零一六年 十二月二十三日 PRC 23 December 2016	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
臨沂銀盛泰房地產開發有限公司 Linqi Yinshengtai Real Estate Development Co. Ltd.	中國 二零一六年八月二十五日 PRC 25 August 2016	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
臨沂銀盛泰廣發房地產開發 有限公司 Linqi Yinshengtai Guangfa Real Estate Co. Ltd.	中國 二零一七年十一月二十三日 PRC 23 November 2017	25.5 (附註e) (note e)	25.5	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
臨沂銀盛泰金升房地產有限公司 Linqi Yinshengtai Jinsheng Real Estate Co. Ltd.	中國 二零一六年十一月十四日 PRC 14 November 2016	35 (附註e) (note e)	35	註冊資本 人民幣20,000,000元 實繳資本 人民幣10,000,000元 Registered RMB20,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
青島德星城房地產有限公司 Qingdao Dexingcheng Real Estate Co., Ltd	中國 二零一四年八月二十二日 PRC 22 August 2014	45 (附註e) (note e)	45	註冊資本 人民幣11,080,000元 實繳資本 人民幣11,080,000元 Registered RMB11,080,000 paid up capital RMB11,080,000	中國 PRC	房地產開發 Property development
青島芳香山谷旅遊開發有限公司 Qingdao Fangxiangshangu Realism Development Co. Ltd.	中國 二零一零年九月一日 PRC 1 September 2010	50 (附註e) (note e)	50	註冊資本 人民幣80,289,600元 實繳資本 人民幣43,659,613元 Registered RMB80,289,600 paid up capital RMB43,659,613	中國 PRC	房地產開發 Property development
青島浪琴海置業有限公司 Qingdao Langqinhai Property Co. Ltd.	中國 二零一三年十一月十五日 PRC 15 November 2013	45 (附註e) (note e)	45	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島星海城房地產有限公司 Qingdao Xinghaicheng Real Estate Co., Ltd	中國 二零一三年七月十一日 PRC 11 July 2013	50 (附註e) (note e)	50	註冊資本 人民幣133,700,000元 實繳資本 人民幣133,700,000元 Registered RMB133,700,000 paid up capital RMB133,700,000	中國 PRC	房地產開發 Property development
青島銀盛泰城市建設有限公司 Qingdao Yinshengtai City Development Co. Ltd.	中國 二零一零年一月十八日 PRC 18 January 2010	40 (附註e) (note e)	40	註冊資本 人民幣100,100,000元 實繳資本 人民幣100,100,000元 Registered RMB100,100,000 paid up capital RMB100,100,000	中國 PRC	房地產開發 Property development
青島銀盛泰城市置業有限公司 Qingdao Yinshengtai City Property Co., Ltd.	中國 二零一五年八月十八日 PRC 18 August 2015	50 (附註e) (note e)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰德郡房地產有限公司 Qingdao Yinshengtai Dejun Real Estate Co., Ltd	中國 二零一三年四月十五日 PRC 15 April 2013	50 (附註e) (note e)	50	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島銀盛泰恒錦房地產有限公司 Qingdao Yinshengtai Hengjin Real Estate Co., Ltd	中國 二零一七年四月十日 PRC 10 April 2017	50 (附註e) (note e)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒瑞房地產有限公司 Qingdao Yinshengtai Hengrui Real Estate Co., Ltd	中國 二零一六年一月七日 PRC 7 January 2016	37.5 (附註e) (note e)	37.5	註冊資本 人民幣84,000,000元 實繳資本 人民幣84,000,000元 Registered RMB84,000,000 paid up capital RMB84,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒潤房地產有限公司 (博觀一品) Qingdao Yinshengtai Hengrun Real Estate Co., Ltd (Boguanyipin)	中國 二零一五年十月十三日 PRC 13 October 2015	32.5 (附註e) (note e)	32.5	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒盛房地產有限公司 Qingdao Yinshengtai Hengsheng Real Estate Co., Ltd	中國 二零一六年八月十日 PRC 10 August 2016	50 (附註e) (note e)	50	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島銀盛泰恒泰房地產有限公司 Qingdao Yinshengtai Hengtai Real Estate Co., Ltd	中國 二零一五年一月二十六日 PRC 26 January 2015	50 (附註e) (note e)	50	註冊資本 人民幣190,000,000元 實繳資本 人民幣190,000,000元 Registered RMB190,000,000 paid up capital RMB190,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰開源城市建設有限公司 Qingdao Yinshengtai Kaiyuan City Construction Co. Ltd.	中國 二零一四年一月二十三日 PRC 23 January 2014	48.18 (附註e) (note e)	48.18	註冊資本 人民幣207,580,000元 實繳資本 人民幣207,580,000元 Registered RMB207,580,000 paid up capital RMB207,580,000	中國 PRC	房地產開發 Property development
青島銀盛泰榮泰不動產有限公司 Qingdao Yinshengtai Rongtai Real Estate Co., Ltd	中國 二零一五年十二月三日 PRC 3 December 2015	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰實業有限公司 Qingdao Yinshengtai Enterprise Co., Ltd.	中國 二零零九年七月九日 PRC 9 July 2009	40 (附註e) (note e)	40	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島銀盛泰泰德置業有限公司 Qingdao Yinshengtai Taide Property Co., Ltd.	中國 二零一五年九月二十四日 PRC 24 September 2015	50 (附註e) (note e)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰億聯置業有限公司 Qingdao Yinshengtai Yilian Property Co., Ltd.	中國 二零一三年五月十六日 PRC 16 May 2013	27.5 (附註e) (note e)	27.5	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰置業有限公司 Qingdao Yinshengtai Property Co., Ltd.	中國 二零零八年七月十七日 PRC 17 July 2008	48.25 (附註e) (note e)	48.25	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
山東冠三置業有限公司 Shandong Guansan Property Co., Ltd.	中國 二零一七年六月十六日 PRC 16 June 2017	30 (附註e) (note e)	30	註冊資本 人民幣30,000,000元 實繳資本 無 Registered RMB30,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
山東麗豐置業有限公司 Shandong Lifeng Property Co., Ltd.	中國 二零零一年八月二十一日 PRC 21 August 2001	25.5 (附註e) (note e)	25.5	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
青島泰輝房地產有限公司 Qingdao Taihui Real Estate Co., Ltd	中國 二零一八年一月二日 PRC 2 January 2018	50 (附註e) (note e)	50	註冊資本 人民幣42,000,000元 實繳資本 人民幣42,000,000元 Registered RMB42,000,000 paid up capital RMB42,000,000	中國 PRC	房地產開發 Property development
杭州昌展置業有限公司 Hangzhou Changzhan Property Co., Ltd.	中國 二零一八年一月二十九日 PRC 29 January 2018	100	100	註冊資本 人民幣5,000,000元 實繳資本 無 Registered RMB5,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
寧波旭輝置業有限公司 Ningbo Xuhui Property Co. Ltd.	中國 二零一八年二月一日 PRC 1 February 2018	100	100	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
成都昌哲房地產開發有限公司 Chengdu Changzhe Real Estate Development Co., Ltd.	中國 二零一八年二月五日 PRC 5 February 2018	100	100	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
青島銀盛泰榮輝房地產有限公司 Qingdao Yinshengtai Ronghui Real Estate Co., Ltd	中國 二零一七年十一月十四日 PRC 14 November 2017	50 (附註e) (note e)	50	註冊資本 人民幣100,000,000元 實繳資本 無 Registered RMB100,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
淄博旭銀房地產有限公司 Zibo Xuyin Real Estate Co. Ltd.	中國 二零一八年三月二十六日 PRC 26 March 2018	50 (附註e) (note e)	50	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
濰坊銀盛泰房地產有限公司 Weifang Yinshengtai Real Estate Co. Ltd.	中國 二零一七年三月三十日 PRC 30 March 2017	50 (附註e) (note e)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
淄博銀盛泰房地產有限公司 Zibo Yinshengtai Real Estate Co. Ltd.	中國 二零一七年五月十八日 PRC 18 May 2017	50 (附註e) (note e)	50	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
濟寧旭銀房地產有限公司 Jining Xuyin Real Estate Co. Ltd.	中國 二零一八年五月三十一日 PRC 31 May 2018	27.5 (附註e) (note e)	27.5	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
濰坊銀華置業有限公司 Weifang Yinhua Property Development Co. Ltd.	中國 二零一八年六月六日 PRC 6 June 2018	35 (附註e) (note e)	35	註冊資本 人民幣20,408,163元 實繳資本 人民幣20,408,163元 Registered RMB20,408,163 paid up capital RMB20,408,163	中國 PRC	房地產開發 Property development
成都和謙房地產開發有限公司 Chengdu Heqian Real Estate Development Co., Ltd.	中國 二零一九年四月二十日 PRC 20 April 2019	60 (附註a) (note a)	—	註冊資本 人民幣1,270,000,000.00元 實繳資本 人民幣1,270,000,000.00元 Registered RMB1,270,000,000.00 paid up capital RMB1,270,000,000.00	中國 PRC	房地產開發 Property development
成都和赫房地產開發有限公司 Chengdu Hehe Real Estate Development Co., Ltd.	中國 二零一九年五月六日 PRC 6 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣840,000,000.00元 實繳資本 人民幣184,660,800.00元 Registered RMB840,000,000.00 paid up capital RMB184,660,800.00	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
成都和卓企業管理有限公司 Chengdu Hezhuo Business Management Co., Ltd.	中國 二零一九年四月二十二日 PRC 22 April 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
成都和尊企業管理有限公司 Chengdu Hezun Business Management Co., Ltd.	中國 二零一九年四月二十二日 PRC 22 April 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
成都和瑾企業管理有限公司 Chengdu Hejin Business Management Co., Ltd.	中國 二零一九年六月四日 PRC 4 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
成都和儒企業管理有限公司 Chengdu Heru Business Management Co., Ltd.	中國 二零一九年六月四日 PRC 4 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
成都和薩企業管理有限公司 Chengdu Hesa Business Management Co., Ltd.	中國 二零一九年六月四日 PRC 4 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
瀋陽和安企業管理有限公司 Shenyang Hean Business Management Co., Ltd.	中國 二零一九年一月二十九日 PRC 29 January 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
瀋陽和泰置業有限公司 Shenyang Hetai Real Estate Development Co., Ltd.	中國 二零一九年一月二十四日 PRC 24 January 2019	100 (附註a) (note a)	—	註冊資本 人民幣40,000,000.00元 實繳資本 人民幣40,000,000.00元 Registered RMB40,000,000.00 paid up capital RMB40,000,000.00	中國 PRC	房地產開發 Property development
瀋陽恒升房地產開發有限公司 Shenyang Hengsheng Real Estate Development Co., Ltd.	中國 二零一九年二月一日 PRC 1 February 2019	33.5 (附註a及b) (notes a & b)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣100,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB100,000,000.00	中國 PRC	房地產開發 Property development
廈門和哲商務諮詢有限公司 Xiamen Hezhe Business Consultancy Co., Ltd.	中國 二零一九年三月六日 PRC 6 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
廈門和際商務諮詢有限公司 Xiamen Heji Business Consultancy Co., Ltd.	中國 二零一九年三月六日 PRC 6 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
漳州和艾房地產開發有限公司 Zhangzhou Heai Real Estate Development Co., Ltd.	中國 二零一九年六月三日 PRC 3 June 2019	70 (附註a) (note a)	—	註冊資本 人民幣600,000,000.00元 實繳資本 人民幣600,000,000.00元 Registered RMB600,000,000.00 paid up capital RMB600,000,000.00	中國 PRC	房地產開發 Property development
福州和卓房地產開發有限公司* Fuzhou Hezhuo Real Estate Development Co., Ltd.*	中國 二零一九年五月三十一日 PRC 31 May 2019	62.8 (附註a) (note a)	—	註冊資本 人民幣494,000,000.00元 實繳資本 無 Registered RMB494,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
句容市和昌置業有限公司 Jurong Hechang Real Estate Development Co., Ltd.	中國 二零一九年五月三十日 PRC 30 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣280,000,000.00元 實繳資本 人民幣72,364,796.80 Registered RMB280,000,000.00 paid up capital RMB72,364,796.80	中國 PRC	房地產開發 Property development
句容市和煜置業有限公司 Jurong Heyu Real Estate Development Co., Ltd.	中國 二零一九年五月三十日 PRC 30 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣350,000,000.00元 實繳資本 人民幣96,700,925.20元 Registered RMB350,000,000.00 paid up capital RMB96,700,925.20	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

54. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
南京市和高商務諮詢有限公司 Nanjing Hegao Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
南京市和添商務諮詢有限公司 Nanjing Hetian Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
南京和拓商務諮詢有限公司 Nanjing Hetuo Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
南京和益商務諮詢有限公司 Nanjing Heyi Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
南京和展商務諮詢有限公司 Nanjing Hezhan Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
南京和彰商務諮詢有限公司 Nanjing Hezhang Business Consultancy Co., Ltd.	中國 二零一九年五月二十一日 PRC 21 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務諮詢 Business consulting
上海旭共園林綠化有限公司 Shanghai Xugong Landscaping Co., Ltd.	中國 二零一九年一月七日 PRC 7 January 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	園林服務 Gardening Service
上海銀創裝飾工程有限公司 Shanghai Yinchuang Decoration Co., Ltd.	中國 二零一九年一月七日 PRC 7 January 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	建築服務 Construction Service
青島盛城房地產有限公司 Qingdao Shengcheng Real Estate Development Co., Ltd.	中國 二零一九年一月九日 PRC 9 January 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣100,000,000.00元 實繳資本 無 Registered RMB100,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
淄博旭銀鑫房地產有限公司 Zibo Xuyinxin Real Estate Development Co., Ltd.	中國 二零一九年四月二十六日 PRC 26 April 2019	30 (附註a及t) (notes a & t)	—	註冊資本 人民幣300,000,000.00元 實繳資本 人民幣300,000,000.00元 Registered RMB300,000,000.00 paid up capital RMB300,000,000.00	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
		%	%			
上海和御實業有限公司 Shanghai Heyu Enterprise Co., Ltd.	中國 二零一九年四月二十三日 PRC 23 April 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
上海和煒實業有限公司 Shanghai Hewei Enterprise Co., Ltd.	中國 二零一九年四月二十三日 PRC 23 April 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
上海和贊實業有限公司 Shanghai Heyan Enterprise Co., Ltd.	中國 二零一九年四月二十三日 PRC 23 April 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
太倉和華商務諮詢有限公司 Taicang Hehua Business Consultancy Co., Ltd.	中國 二零一九年五月十三日 PRC 13 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
深圳和諾實業有限公司 Shenzhen Henuo Enterprise Co., Ltd.	中國 二零一九年二月一日 PRC 1 February 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
蘇州和匯偉聖置業有限公司* Suzhou Hehuiweisheng Real Estate Development Co., Ltd.*	中國 二零一九年一月二十二日 PRC 22 January 2019	70 (附註a) (note a)	—	註冊資本 人民幣145,560.00元 實繳資本 無 Registered RMB145,560.00 paid up capital Nil	中國 PRC	房地產開發 Property development
蘇州和明置業有限公司* Suzhou Heming Property Development Co., Ltd.*	中國 二零一九年一月十七日 PRC 17 January 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,113,220,000.00元 實繳資本 無 Registered RMB1,113,220,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
蘇州和拓置業有限公司* Suzhou Hetuo Property Development Co., Ltd.*	中國 二零一九年一月十五日 PRC 15 January 2019	100 (附註a) (note a)	—	註冊資本 人民幣719,130,000.00元 實繳資本 無 Registered RMB719,130,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
常州和文置業有限公司 Changzhou Hewen Real Estate Development Co., Ltd.	中國 二零一九年五月二十二日 PRC 22 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
江陰和彩置業有限公司 Jiangyin Hecai Property Development Co., Ltd.	中國 二零一九年五月二十二日 PRC 22 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
天津和匯房地產開發有限公司 Tianjin Hehui Real Estate Development Co., Ltd.	中國 二零一九年三月十五日 PRC 15 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣30,000,000.00元 實繳資本 無 Registered RMB30,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
天津和拓房地產開發有限公司 Tianjin Hetuo Real Estate Development Co., Ltd.	中國 二零一九年三月十五日 PRC 15 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣30,000,000.00元 實繳資本 無 Registered RMB30,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
天津和勝房地產開發有限公司 Tianjin Hesheng Real Estate Development Co., Ltd.	中國 二零一九年三月五日 PRC 5 March 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣170,000,000.00元 實繳資本 人民幣170,000,000.00元 Registered RMB170,000,000.00 paid up capital RMB170,000,000.00	中國 PRC	房地產開發 Property development
天津新城悅嘉房地產開發有限公司 Tianjin Xinchengyuejia Real Estate Development Co., Ltd.	中國 二零一九年二月二十六日 PRC 26 February 2019	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 無 Registered RMB50,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
天津新城悅茂房地產開發有限公司 Tianjin Xinchengyuemao Real Estate Development Co., Ltd.	中國 二零一九年二月六日 PRC 6 February 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣100,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB100,000,000.00	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
天津和際房地產信息諮詢有限公司 Tianjin Heji Real Estate Consultancy Co., Ltd.	中國 二零一九年三月十三日 PRC 13 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣2,000,000,000.00元 實繳資本 無 Registered RMB2,000,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
天津和御房地產信息諮詢有限公司 Tianjin Heyu Real Estate Consultancy Co., Ltd.	中國 二零一九年三月十三日 PRC 13 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
天津和泰房地產信息諮詢有限公司 Tianjin Hetai Real Estate Consultancy Co., Ltd.	中國 二零一九年三月十三日 PRC 13 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
合肥和諾房地產開發有限公司 Hefei Henuo Real Estate Development Co., Ltd.	中國 二零一九年五月七日 PRC 7 May 2019	51 (附註a) (note a)	—	註冊資本 人民幣200,000,000.00元 實繳資本 人民幣200,000,000.00元 Registered RMB200,000,000.00 paid up capital RMB200,000,000.00	中國 PRC	房地產開發 Property development
合肥和卓房地產開發有限公司 Hefei Hezhuo Real Estate Development Co., Ltd.	中國 二零一九年五月十五日 PRC 15 May 2019	50 (附註a及b) (notes a & b)	—	註冊資本 人民幣1,790,000,000.00元 實繳資本 人民幣1,790,000,000.00元 Registered RMB1,790,000,000.00 paid up capital RMB1,790,000,000.00	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
旭輝和瑾科技(武漢)有限公司 Xuhui Hejin Technology (Wuhan) Co., Ltd.	中國 二零一九年五月二十二日 PRC 22 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣1,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB1,000,000.00	中國 PRC	技術服務 Technology service
重慶和彰企業管理公司 Chongqing Hezhang Enterprise Management Co., Ltd.	中國 二零一九年三月十三日 PRC 13 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
貴州旭輝房地產開發有限公司 Guizhou Xuhui Real Estate Development Co., Ltd.	中國 二零一九年三月十九日 PRC 19 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 無 Registered RMB100,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
重慶和智房地產開發有限公司 Chongqing Hezhi Real Estate Development Co., Ltd.	中國 二零一九年五月十九日 PRC 19 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 無 Registered RMB50,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
長沙和發商務諮詢有限公司 Changsha Hefa Business Consultancy Co., Ltd.	中國 二零一九年三月二十一日 PRC 21 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
長沙和諾商務諮詢有限公司 Changsha Henuo Business Consultancy Co., Ltd.	中國 二零一九年三月二十一日 PRC 21 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
寧波和發置業有限公司 Ningbo Hefa Property Development Co., Ltd.	中國 二零一九年五月十六日 PRC 16 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital 10,000,000.00	中國 PRC	房地產開發 Property development
寧波海曙和韻商務信息諮詢 有限公司 Ningbo Haishuheyun Business Consultancy Co., Ltd.	中國 二零一九年六月六日 PRC 6 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
寧波海曙和益商務信息諮詢 有限公司 Ningbo Haishuheyi Business Consultancy Co., Ltd.	中國 二零一九年六月六日 PRC 6 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
無錫和諾商務諮詢有限公司 Wuxi Henuo Business Consultancy Co., Ltd.	中國 二零一九年五月三十一日 PRC 31 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
無錫和飛商務諮詢有限公司 Wuxi Hefei Business Consultancy Co., Ltd.	中國 二零一九年六月三日 PRC 3 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
無錫和哲商務諮詢有限公司 Wuxi Hezhe Business Consultancy Co., Ltd.	中國 二零一九年六月三日 PRC 3 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
無錫和涇商務諮詢有限公司 Wuxi Hejing Business Consultancy Co., Ltd.	中國 二零一九年六月五日 PRC 5 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
合肥昌哲商務諮詢有限公司 Hefei Changzhe Business Consultancy Co., Ltd.	中國 二零一九年四月二十四日 PRC 24 April 2019	50 (附註a及b) (notes a & b)	—	註冊資本 人民幣2,000,000.00元 實繳資本 人民幣2,000,000.00元 Registered RMB2,000,000.00 paid up capital RMB2,000,000.00	中國 PRC	企業管理 Business management
沈陽和諾企業管理有限公司 Shenyang Henuo Business Management Co., Ltd.	中國 二零一九年九月十一日 PRC 11 September 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
句容市和揚實業有限公司 Jurong Heyang Enterprise Co., Ltd.	中國 二零一九年五月三十日 PRC 30 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣430,000,000.00元 實繳資本 人民幣113,865,640.00元 Registered RMB430,000,000.00 paid up capital RMB113,865,640.00	中國 PRC	房地產開發 Property development
句容市和豐實業有限公司 Jurong Hefeng Enterprise Co., Ltd.	中國 二零一九年五月三十日 PRC 30 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣330,000,000.00元 實繳資本 人民幣88,405,000.00元 Registered RMB330,000,000.00 paid up capital RMB88,405,000.00	中國 PRC	房地產開發 Property development
河北旭君房地產開發有限公司 Hebei Xujun Real Estate Development Co., Ltd.	中國 二零一九年十一月二十七日 PRC 27 November 2019	51 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣37,500,000.00元 Registered RMB100,000,000.00 paid up capital RMB37,500,000.00	中國 PRC	房地產開發 Property development
眉山和齊房地產開發有限公司 Meishan Heqi Real Estate Development Co., Ltd.	中國 二零一九年七月十二日 PRC 12 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
東莞市和諾城市更新有限公司 Dongguan Henuo Urban Renewal Co., Ltd.	中國 二零一九年八月十九日 PRC 19 August 2019	90 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
東莞市和煜城市更新有限公司 Dongguan Heyu Urban Renewal Co., Ltd.	中國 二零一九年八月七日 PRC 7 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
湛江和羽商務諮詢有限公司 Zhanjiang Heyu Business Consultancy Co., Ltd.	中國 二零一九年七月二十二日 PRC 22 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
珠海旭輝企業管理有限公司 Zhuhai Xuhui Enterprise Management Co., Ltd.	中國 二零一九年六月十二日 PRC 12 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
太倉旭昌置業有限公司 Taicang Xuchang Real Estate Development Co., Ltd.	中國 二零一九年六月二十五日 PRC 25 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,016,000,000.00元 實繳資本 人民幣1,016,000,000.00元 Registered RMB1,016,000,000.00 paid up capital RMB1,016,000,000.00	中國 PRC	房地產開發 Property development
上海恩卓文化傳媒有限公司 Shanghai Enzhuo Cultural Media Co., Ltd.	中國 二零一九年九月三日 PRC 3 September 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	文化服務 Cultural Service



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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
深圳市和瑾科技有限公司 Shenzhen Hejin Technology Co., Ltd.	中國 二零一九年八月二十三日 PRC 23 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	科技服務 Technology Service
天津和益房地產開發有限公司 Tianjin Heyi Property Development Co., Ltd.	中國 二零一九年四月十五日 PRC 15 April 2019	50 (附註a及e) (notes a & e)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣100,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB100,000,000.00	中國 PRC	房地產開發 Property development
江陰和謙置業有限公司 Jiangyin Heqian Real Estate Development Co., Ltd.	中國 二零一九年七月十五日 PRC 15 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
濟寧輝嘉房地產有限公司 Jining Huijia Real Estate Development Co., Ltd.	中國 二零一九年九月十七日 PRC 17 September 2019	42.28 (附註a及e) (notes a & e)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
貴州和哲房地產開發有限公司 Guizhou Hezhe Real Estate Development Co., Ltd.	中國 二零一九年七月三十一日 PRC 31 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 人民幣50,000,000.00元 Registered RMB50,000,000.00 paid up capital RMB50,000,000.00	中國 PRC	房地產開發 Property development
清鎮金地吳澤房地產開發有限公司 Qingzhen Jindihaoze Real Estate Development Co., Ltd.	中國 二零一九年八月一日 PRC 1 August 2019	50 (附註a及b) (notes a & b)	—	註冊資本 人民幣120,000,000.00元 實繳資本 人民幣59,300,000.00元 Registered RMB120,000,000.00 paid up capital RMB59,300,000.00	中國 PRC	房地產開發 Property development
昆明昌開商務信息諮詢有限公司 Kunming Changkai Business Consultancy Co., Ltd.	中國 二零一九年三月二十七日 PRC 27 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	業務發展 Business development
昆明昌廣商務信息諮詢有限公司 Kunming Changguang Business Consultancy Co., Ltd.	中國 二零一九年三月二十七日 PRC 27 March 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
重慶金奕輝房地產開發有限公司 Chongqing Jinyihui Real Estate Development Co., Ltd.	中國 二零一九年八月十五日 PRC 15 August 2019	50 (附註a及b) (notes a & b)	—	註冊資本 人民幣387,780,000.00元 實繳資本 人民幣387,780,000.00元 Registered RMB387,780,000.00 paid up capital RMB387,780,000.00	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
重慶和薩商務信息諮詢有限公司 Chongqing Hesa Business Consultancy Co., Ltd.	中國 二零一九年六月十七日 PRC 17 June 2019	100 (附註a) (note a)	—	註冊資本 1,000,000.00元 實繳資本 無 Registered 1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
台州和昌置業有限公司 Taizhou Hechang Property Development Co., Ltd.	中國 二零一九年五月十七日 PRC 17 May 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
舟山弘都置業有限公司 Zhoushan Hongdu Property Development Co., Ltd.	中國 二零一九年五月二十三日 PRC 23 May 2019	51 (附註a) (note a)	—	註冊資本 人民幣540,000,000.00元 實繳資本 人民幣540,000,000.00元 Registered RMB540,000,000.00 paid up capital RMB540,000,000.00	中國 PRC	房地產開發 Property development
溫州新里程房地產開發有限公司 Wenzhou Xinlicheng Real Estate Development Co., Ltd.	中國 二零一九年五月二十三日 PRC 23 May 2019	34 (附註a及e) (notes a & e)	—	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
溫州和盟置業有限公司 Wenzhou Hemeng Property Development Co., Ltd.	中國 二零一九年八月六日 PRC 6 August 2019	32 (附註a及e) (notes a & e)	—	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB10,000,000.00	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
臨沂輝盛財金房地產有限公司 Linyi Huishengcaijin Real Estate Development Co., Ltd.	中國 二零一九年九月六日 PRC 6 September 2019	41.55 (附註a及e) (notes a & e)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
溫州和陽商務信息諮詢有限公司 Wenzhou Heyang Business Consultancy Co., Ltd.	中國 二零一九年八月六日 PRC 6 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
溫州和楓商務信息諮詢有限公司 Wenzhou Hefeng Business Consultancy Co., Ltd.	中國 二零一九年九月二十六日 PRC 26 September 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
溫州和玥商務信息諮詢有限公司 Wenzhou Heyue Business Consultancy Co., Ltd.	中國 二零一九年十月二十八日 PRC 28 October 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
河南昌澤房地產開發有限公司 Henan Changze Real Estate Development Co., Ltd.	中國 二零一九年六月二十日 PRC 20 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 無 Registered RMB100,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
河南和羽房地產開發有限公司 Henan Heyu Real Estate Development Co., Ltd.	中國 二零一九年七月五日 PRC 5 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣100,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB100,000,000.00	中國 PRC	房地產開發 Property development
鞏義金耀百世置業有限公司 Gongyi Jinyaobaishi Real Estate Development Co., Ltd.	中國 二零一九年十月二十九日 PRC 29 October 2019	51 (附註a) (note a)	—	註冊資本 人民幣291,550,000.00元 實繳資本 人民幣291,550,000.00元 Registered 291,550,000.00 paid up capital RMB291,550,000.00	中國 PRC	房地產開發 Property development
蘇州和高商務諮詢有限公司 Suzhou Hegao Business Consultancy Co., Ltd.	中國 二零一九年八月七日 PRC 7 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
蘇州和薩商務諮詢有限公司 Suzhou Hesa Business Consultancy Co., Ltd.	中國 二零一九年八月七日 PRC 7 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
常州和赫商務諮詢有限公司 Changzhou Hehe Business Consultancy Co., Ltd.	中國 二零一九年六月二十六日 PRC 26 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
常州和廣商務諮詢有限公司 Changzhou Heguang Business Consultancy Co., Ltd.	中國 二零一九年六月二十四日 PRC 24 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
常州和艾商務諮詢有限公司 Changzhou Heai Business Consultancy Co., Ltd.	中國 二零一九年六月二十四日 PRC 24 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣500,000.00元 實繳資本 無 Registered RMB500,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
瀋陽和恩置業有限公司 Shenyang Heen Real Estate Development Co., Ltd.	中國 二零一九年九月十一日 PRC 11 September 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB10,000,000.00	中國 PRC	房地產開發 Property development
瀋陽和匯置業有限公司 Shenyang Hehui Real Estate Development Co., Ltd.	中國 二零一九年九月十一日 PRC 11 September 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB10,000,000.00	中國 PRC	房地產開發 Property development
大連和昌房地產開發有限公司 Dalian Hechang Real Estate Development Co., Ltd.	中國 二零一九年十月十一日 PRC 11 October 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
長春和尊房地產開發有限公司 Changchun Hezun Real Estate Development Co., Ltd.	中國 二零一九年八月十三日 PRC 13 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 無 Registered RMB50,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
長春和昌房地產開發有限公司 Changchun Hechang Real Estate Development Co., Ltd.	中國 二零一九年十月二十二日 PRC 22 October 2019	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 無 Registered RMB50,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
廣州旭輝城市更新投資發展 有限公司 Guangzhou Xuhui Urban Renewal Investment Development Co., Ltd.	中國 二零一九年七月四日 PRC 4 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
福州和勇置業有限公司 Fuzhou Heyong Real Estate Development Co., Ltd.	中國 二零一九年七月二十九日 PRC 29 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣300,000,000.00元 實繳資本 人民幣120,000,000.00元 Registered RMB300,000,000.00 paid up capital RMB120,000,000.00	中國 PRC	房地產開發 Property development
福州和隆商務諮詢有限公司 Fuzhou Helong Business Consultancy Co., Ltd.	中國 二零一九年七月十日 PRC 10 July 2019	100 (附註a) (note a)	—	註冊資本 人民幣1,000,000.00元 實繳資本 無 Registered RMB1,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management



## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一九年	二零一八年			
		2019	2018			
			%			
廈門和廣商務諮詢有限公司 Xiamen Heguang Business Consultancy Co., Ltd.	中國 二零一九年六月二十一日 PRC 21 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
廈門和重商務諮詢有限公司 Xiamen Hezhong Business Consultancy Co., Ltd.	中國 二零一九年六月二十一日 PRC 21 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
漳州唐美房地產開發有限公司 Zhangzhou Tangmei Real Estate Development Co., Ltd.	中國 二零一九年六月三日 PRC 3 June 2019	70 (附註a) (note a)	—	註冊資本 人民幣200,000,000.00元 實繳資本 人民幣200,000,000.00元 Registered RMB200,000,000.00 paid up capital RMB200,000,000.00	中國 PRC	房地產開發 Property development
福州和展房地產開發有限公司 Fuzhou Hezhan Real Estate Development Co., Ltd.	中國 二零一九年九月二十九日 PRC 29 September 2019	70 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 人民幣50,000,000.00元 Registered RMB50,000,000.00 paid up capital RMB50,000,000.00	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年 2019	二零一八年 2018			
		%	%			
福州和極昌房地產開發有限公司 Fuzhou Hejichang Real Estate Development Co., Ltd.	中國 二零一九年十月二十三日 PRC 23 October 2019	70 (附註a) (note a)	—	註冊資本 人民幣1,552,600,000.00元 實繳資本 人民幣1,552,600,000.00元 Registered RMB1,552,600,000.00 paid up capital RMB1,552,600,000.00	中國 PRC	房地產開發 Property development
河北和堅房地產開發有限公司 Hebei Hejian Real Estate Development Co., Ltd.	中國 二零一九年二月二十七日 PRC 27 February 2019	66 (附註a) (note a)	—	註冊資本 人民幣5,000,000.00元 實繳資本 無 Registered RMB5,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
新鄭市旭輝置業有限公司 Xinzheng Xuhui Real Estate Development Co., Ltd.	中國 二零一九年四月十日 PRC 10 April 2019	60 (附註a) (note a)	—	註冊資本 人民幣50,000,000.00元 實繳資本 無 Registered RMB50,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development
北京輝盛房地產開發有限公司 Beijing Huisheng Real Estate Development Co., Ltd.	中國 二零一九年三月十九日 PRC 19 March 2019	25.31 (附註a及e) (notes a & e)	—	註冊資本 人民幣738,000,000.00元 實繳資本 人民幣738,000,000.00元 Registered RMB738,000,000.00 paid up capital RMB738,000,000.00	中國 PRC	房地產開發 Property development
西安和添澤置業有限公司 Xi'an Hetianze Real Estate Development Co., Ltd.	中國 二零一九年八月二十日 PRC 20 August 2019	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000.00元 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
河北和湖企業管理有限公司 Hebei Hehu Enterprise Management Co., Ltd.	中國 二零一九年二月一日 PRC 1 February 2019	66 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣34,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB34,000,000.00	中國 PRC	物業管理 Property management
常州和行置業有限公司 Changzhou Hexing Real Estate Development Co., Ltd.	中國 二零一九年六月二十八日 PRC 28 June 2019	100 (附註a) (note a)	—	註冊資本 人民幣348,979,823.66元 實繳資本 人民幣348,979,823.66元 Registered RMB348,979,823.66 paid up capital RMB348,979,823.66	中國 PRC	房地產開發 Property development
濟寧盛豐企業管理諮詢有限公司 Jining Shengfeng Enterprise Management Consultancy Co., Ltd.	中國 二零一九年九月二十四日 PRC 24 September 2019	80 (附註a) (note a)	—	註冊資本 人民幣161,994,000.00元 實繳資本 無 Registered RMB161,994,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
濟寧盛源企業管理諮詢有限公司 Jining Shengyuan Enterprise Management Consultancy Management Co., Ltd.	中國 二零一九年九月二十四日 PRC 24 September 2019	80 (附註a) (note a)	—	註冊資本 人民幣108,264,000.00元 實繳資本 無 Registered RMB108,264,000.00 paid up capital Nil	中國 PRC	物業管理 Property management
合肥和煜房地產開發有限公司 Hefei Heyu Real Estate Development Co., Ltd.	中國 二零一九年十二月十八日 PRC 18 December 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000,000.00元 實繳資本 無 Registered RMB100,000,000.00 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
溫州和玲商務信息諮詢有限公司 Wenzhou Heling Business Consultancy Co., Ltd.	中國 二零一九年十月二十三日 PRC 23 October 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000.00元 實繳資本 無 Registered RMB100,000.00 paid up capital Nil	中國 PRC	企業管理 Business management
溫州和藝商務信息諮詢有限公司 Wenzhou Heyi Business Consultancy Co., Ltd.	中國 二零一九年十月十六日 PRC 16 October 2019	100 (附註a) (note a)	—	註冊資本 人民幣100,000元 實繳資本 無 Registered RMB100,000 paid up capital Nil	中國 PRC	企業管理 Business management
青島銀盛泰博觀錦岸 Qingdao Yinshengtai Boguanjinan	中國 二零一七年五月二十七日 PRC 27 May 2017	50 (附註40及b) (notes 40 & b)	—	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
恒山發展 Hengshan Development	香港 二零零八年二月二十一日 HK 21 February 2008	50 (附註40及b) (notes 40 & b)	—	註冊資本 100港元 實繳資本 100港元 Registered HKD100 paid up capital HKD100	中國 PRC	房地產開發 Property development
蘇州旭吳* Suzhou Xuwu *	中國 二零一七年五月十二日 PRC 12 May 2017	50 (附註40及e) (notes 40 & e)	—	註冊資本 213,000,000美元 實繳資本 213,000,000美元 Registered USD 213,000,000 paid up capital USD 213,000,000	中國 PRC	房地產開發 Property development

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
蘇州旭隆 Suzhou Xulong	中國 二零一七年七月十日 PRC 10 July 2017	50 (附註40及b) (notes 40 & b)	—	註冊資本 人民幣545,000,000元 實繳資本 人民幣545,000,000元 Registered RMB545,000,000 paid up capital RMB541,233,843.16	中國 PRC	房地產開發 Property development
雲南金宏雅 Yunnan Jinhongya	中國 二零一八年四月二十四日 PRC 24 April 2018	51 (附註40) (note 40)	—	註冊資本 人民幣220,000,000.00元 實繳資本 人民幣220,000,000.00元 Registered RMB220,000,000.00 paid up capital RMB220,000,000.00	中國 PRC	房地產開發 Property development
重慶旭宇華錦 Chongqing Xuyuhua Jin	中國 二零一八年八月十四日 PRC 14 August 2018	33.33 (附註40及b) (notes 40 & b)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
湖南湘銀 Hunan Xiangyin	中國 二零一三年一月十八日 PRC 18 January 2013	70 (附註40) (note 40)	—	註冊資本 人民幣130,000,000.00元 實繳資本 人民幣130,000,000.00元 Registered RMB130,000,000.00 paid up capital RMB130,000,000.0	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
寧波世圓 Ningbo Shiyuan	中國 二零一八年九月六日 PRC 6 September 2018	34 (附註40及b) (notes 40 & b)	—	註冊資本 人民幣200,000,000.00元 實繳資本 人民幣200,000,000.00元 Registered RMB200,000,000.00 paid up capital RMB200,000,000.00	中國 PRC	企業管理 Business management
溫州新里程房地產開發有限公司 Wenzhou Xinlicheng Real Estate Development Co., Ltd.	中國 二零一九年五月二十三日 PRC 23 May 2019	34 (附註c) (note c)	—	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
佛山市合盈 Foshan Heying	中國 二零一零年十一月四日 PRC 4 November 2010	100 (附註40) (note 40)	—	註冊資本 人民幣180,630,000元 實繳資本 人民幣180,630,000元 Registered RMB180,630,000 paid up capital RMB180,630,000	中國 PRC	房地產開發 Property development
天津昌勝 Tianjin Changsheng	二零一八年七月十三日 13 July 2018	50 (附註40及b) (notes 40 & b)	50	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
天津和益房地產開發有限公司 Tianjin Heyi Real Estate Development Co., Ltd.	中國 二零一九年四月十五日 PRC 15 April 2019	50 (附註d) (note d)	—	註冊資本 人民幣100,000,000.00元 實繳資本 人民幣100,000,000.00元 Registered RMB100,000,000.00 paid up capital RMB100,000,000.00	中國 PRC	房地產開發 Property development
青島音樂之島文化產業開發 有限公司 Qingdao Music Island Cultural Industry Development Co., Ltd.	中國 二零一八年三月五日 PRC 5 March 2018	25.5 (附註40及e) (notes 40 & e)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
成都昌尊房地產開發有限公司 Chengdu Changzun Business Management Co., Ltd	中國 二零一八年五月二十五日 PRC 25 May 2018	51	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
寧波寶龍華豐置業房地產 開發發展有限公司 Ningbo Baolong Huafeng Real Estate Development Co., Ltd.	中國 二零一七年二月二十八日 PRC 28 February 2017	47 (附註b) (note b)	50	註冊資本 人民幣22,000,000元 實繳資本 人民幣20,000,000元 Registered RMB22,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
福建旭輝企業管理房地產開發 有限公司 Fujian Xuhui Business Management Co., Ltd	中國 二零一八年二月二日 PRC 2 February 2018	38 (附註b) (note b)	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
溫州昌卓商務信息諮詢企業管理 有限公司 Wenzhou Changzhuo Business Information. Advisory Co., Ltd.	中國 二零一八年一月三十一日 PRC 31 January 2018	22.40 (附註b) (note b)	100	註冊資本 人民幣1,050,000,000元 實繳資本 人民幣1,050,000,000元 Registered RMB1,050,000,000 paid up capital RMB1,050,000,000	中國 PRC	企業管理 Business management
西安旭城昌泰置業有限公司 Xi'an Xucheng Changtai Real Estate Development Co., Ltd.	中國 二零一八年一月二十四日 PRC 24 January 2018	60.99	100	註冊資本 人民幣33,450,000元 實繳資本 人民幣33,450,000元 Registered RMB33,450,000 paid up capital RMB33,450,000	中國 PRC	房地產開發 Property development
Changzhou Changruo Business Information. Advisory Co., Ltd. 常州昌若商務諮詢企業管理 有限公司	中國 二零一八年六月五日 PRC 5 June 2018	38.8 (附註b) (note b)	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣61,200,000元 Registered RMB100,000,000 paid up capital RMB61,200,000	中國 PRC	企業管理 Business management

## 54. 主要附屬公司詳情(續)

## 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一九年	二零一八年			
		2019	2018			
		%	%			
Beijing Shenggao Real Estate Co., Ltd 北京盛高房地產房地產開發 有限公司	中國 二零一八年一月二十九日 PRC 29 January 2018	50.61	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
寧波鄞州壹盛 Ningbo Yinzhou Yisheng	中國 二零一七年七月七日 PRC 7 July 2017	100	50	註冊資本 人民幣200,000元 實繳資本 人民幣200,000元 Registered RMB200,000 paid up capital RMB200,000	中國 PRC	企業管理 Business management
西安盛隆城創 Xi'an Shenglong Chengchuang	中國 二零一七年十一月十日 PRC 10 November 2017	100	70	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

\* 該公司為於中國建立的合作合營企業。

\* The company is a cooperative joint venture established in the PRC.

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### Notes to the Consolidated Financial Statements

#### 54. 主要附屬公司詳情(續)

附註：

- a) 該等公司為於截至二零一九年十二月三十一日止年度新成立的附屬公司。
- b) 根據該公司的組織章程大綱及細則，該公司列賬為一間附屬公司，而該公司相關活動須經該公司董事會過半數董事同意。本集團有權委任該公司董事會一半以上的董事，故本集團對該公司有主導控制權，因此其被視為本集團的附屬公司。
- c) 該公司為本集團於截至二零一九年十二月三十一日止年度新收購寧波世圓的一間附屬公司。
- d) 該公司為本集團於截至二零一九年十二月三十一日止年度新收購天津昌勝的一間附屬公司。
- e) 由於該等公司由本集團透過多層股權結構持有，本集團應佔該等公司的實際股權(就持至底層股權而言)為50%以下。

上表列出董事認為主要影響年內業績或構成本集團資產淨值絕大部分的本公司附屬公司。董事認為列出其他附屬公司詳情會令篇幅過分冗長。

除旭輝中國已發行本集團於當中並無權益的公司債券人民幣11,752,000,000元(二零一八年：人民幣11,496,000,000元)外，概無附屬公司於年末發行任何債務證券。

#### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

Notes:

- a) These companies are newly set up subsidiaries during the year ended 31 December 2019.
- b) The company is accounted for as a subsidiary as in accordance with the memorandum and articles of the company, relevant activities of the company require consent with more than half of the directors in the board of the company. The Group has the power to appoint more than half of the directors in the board of the company, thus the Group has dominant control of the company and thus it is regarded as a subsidiary of the Group.
- c) The company is a subsidiary of Ningbo Shiyuan that was newly acquired by the Group during the year ended 31 December 2019.
- d) The company is a subsidiary of Tianjin Changsheng that was newly acquired by the Group during the year ended 31 December 2019.
- e) These companies are held by the Group through more than one tier of shareholding structure which leads to effective equity interest attributable to the Group in these companies to be less than 50% while penetrating to the bottom shareholding.

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

None of the subsidiaries had issued any debt securities at the end of the year except for CIFI PRC which has issued RMB11,752 million (2018: RMB11,496 million) of corporate bonds, in which the Group has no interest.

#### 54. 主要附屬公司詳情(續)

下表載列擁有重大非控股權益的本集團非全資附屬公司詳情：

擁有重大非控股權益的非全資附屬公司詳情：

#### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Details of non-wholly owned subsidiaries that have material non-controlling interests:

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation	主要營業地點 Principal place of business	非控股權益 於十二月三十一日 所持有擁有權權益及 投票權比例		於十二月三十一日 分配至非控股權益的利潤		於十二月三十一日 累計的非控股權益	
			Proportion of ownership interests and voting rights held by non-controlling interests at 31 December		Profit allocated to non-controlling interests at 31 December		Accumulated non-controlling interests at 31 December	
			二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018
			百分比 %	百分比 %	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
Coastwise	英屬處女群島 BVI	中國 PRC	50	50	92,908	(118,064)	4,369,458	4,324,641
個別擁有非控股權益的非重大附屬公司 Individually immaterial subsidiaries with non-controlling interests					2,289,366	1,612,320	28,797,253	15,633,862
					2,382,274	1,494,256	33,166,711	19,958,503

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 主要附屬公司詳情(續)

Coastwise

### 54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

Coastwise

		於二零一九年 十二月 三十一日 At 31 December 2019 人民幣千元 RMB'000	於二零一八年 十二月 三十一日 At 31 December 2018 人民幣千元 RMB'000
流動資產	Current assets	8,426,825	7,972,567
非流動資產	Non-current assets	8,553,937	8,142,846
流動負債	Current liabilities	4,270,302	2,466,151
非流動負債	Non-current liabilities	3,971,544	4,999,980
本公司擁有人應佔股本權益	Equity attributable to owners of the Company	4,369,458	4,324,641
Coastwise的非控股權益	Non-controlling interests of Coastwise	4,369,458	4,324,641

		截至 二零一九年 十二月 三十一日 止年度 Year ended 31 December 2019 人民幣千元 RMB'000	截至 二零一八年 十二月 三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000
收入	Revenue	1,262,295	507,532
年內利潤(虧損)及全面收入(開支)總額	Profit (loss) and total comprehensive income (expense) for the year	185,816	(236,128)
本集團應佔利潤(虧損)	Profit (loss) attributable to the Group	92,908	(118,064)
Coastwise非控股權益應佔利潤(虧損)	Profit (loss) attributable to the non-controlling interests of Coastwise	92,908	(118,064)
年內利潤(虧損)及全面收入(開支)總額	Profit (loss) and total comprehensive income (expense) for the year	185,816	(236,128)
已付Coastwise非控股權益的股息	Dividend paid to non-controlling interests of Coastwise	—	—
來自經營活動的現金流入(流出)淨額	Net cash inflow (outflow) from operating activities	1,270,007	(1,885,874)
來自投資活動的現金流出淨額	Net cash outflow from investing activities	(317,131)	(444,857)
來自融資活動的現金(流出)流入淨額	Net cash (outflow) inflow from financing activities	(1,096,847)	208,374
現金流出淨額	Net cash outflow	(143,971)	(2,122,357)

## 55. 重大非現金交易

年內，本集團就租賃物業／辦公設備的使用訂立為期十三個月至六年的新租賃協議。於租賃開始日期，本集團確認人民幣83,835,000元的使用權資產及人民幣83,835,000元的租賃負債。

## 56. 報告期末後事項

- (a) 於二零二零年一月，本公司發行面值總額達400,000,000美元有擔保定息優先票據（「原有二零二五年七月到期票據」）及167,000,000美元的額外票據（與原有二零二五年七月到期票據合併及構成一個單一類別，統稱「二零二五年七月到期票據」），以年利率6.0厘的定息計息（每半年期末支付利息），並將於二零二五年七月十六日悉數償還。

二零二五年七月到期票據均於聯交所上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立的現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押的資產價值為限。

- (b) 自二零二零年一月以來，中國爆發新型冠狀病毒病（「COVID-19」），物業項目的銷售及工程於爆發期間暫時停止。隨著疫情逐步受到控制，大部分售樓部及工程已經恢復，而房地產開發商的整體業務營運亦穩步恢復。鑒於有關COVID-19爆發的財務影響未能合理估計，故董事仍在評估COVID-19將對本集團財務報表所造成的財務影響，而本集團將就此方面密切監察。

## 55. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into new lease agreements for the use of leased properties/office equipment for thirteen months to six years. On the lease commencement, the Group recognised right-of-use assets of RMB83,835,000 and lease liability of RMB83,835,000.

## 56. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) In January 2020, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD400,000,000 (the “Original July 2025 due Notes”) and additional USD167,000,000 which consolidated and form a single class with the Original July 2025 due Notes (collectively referred to as the “July 2025 due Notes”) and carry fixed interest of 6.0% per annum (interest payable semi-annually in arrears) and will be fully repayable by 16 July 2025.

The July 2025 due Notes are listed on the Stock Exchange. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those established under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

- (b) Since January 2020, the PRC has encountered an outbreak of Novel Coronavirus (“COVID-19”), sales and construction of the property projects temporarily halted during the outbreak. With the pandemic being gradually under control, most of the sales offices and constructions have been resuming, and the overall business operation of real estate developers has recovered steadily. The directors are still assessing the financial impact that COVID-19 will have on the Group’s financial statements, given the financial impact associated with the COVID-19 outbreak could not be reasonably estimated and the Group will closely monitor in this regards.

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

# Deloitte.

# 德勤

致旭輝控股(集團)有限公司各股東  
(於開曼群島註冊成立的有限公司)

TO THE MEMBERS OF CIFI HOLDINGS (GROUP) CO. LTD.  
(incorporated in the Cayman Islands with limited liability)

## 意見

本核數師(以下簡稱「吾等」)已審核載列於第189至471頁旭輝控股(集團)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合股本權益變動表、綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,該等綜合財務報表均已按照國際會計準則理事會頒佈的國際財務報告準則(「國際財務報告準則」)的規定真實而中肯地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現和綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

## 意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表須承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」),吾等獨立於 貴集團,並已履行守則中的其他專業道德責任。吾等相信,吾等所獲得的審核憑證充足及適當地為吾等的審核意見提供基礎。

## OPINION

We have audited the consolidated financial statements of CIFI Holdings (Group) Co. Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 189 to 471, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

## BASIS FOR OPINION

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



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

### 關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對吾等審核本期綜合財務報表最為重要的事項。這些事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

### 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.

關鍵審計事項 Key audit matter	吾等於審核中處理關鍵審計事項的方法 How our audit addressed the key audit matter
<b>投資物業估值</b> <b>Valuation of investment properties</b> <p>由於管理層釐定公平值時須作出判斷，吾等將投資物業估值釐定為關鍵審計事項。</p> <p>貴集團的投資物業指位於中華人民共和國（「中國」）的購物商場、住宅及辦公室單位，於二零一八年十二月三十一日的賬面值為人民幣16,147,000,000元，佔貴集團總資產的6.7%。投資物業公平值變動人民幣106,000,000元已於截至該日止年度的綜合損益及其他全面收益表內確認。</p> <p>貴集團所有投資物業均根據與貴集團並無關連的獨立合資格專業估值師（「估值師」）進行的估值按公平值列賬。估值所使用估值方法及重大無法觀察輸入數據的詳情於綜合財務報表附註14內披露。已竣工投資物業及在建投資物業估值依賴若干涉及管理層判斷的重大無法觀察輸入數據，包括租期收益率、復歸收益率、市場單位租金、開發總值及開發商的利潤。</p> <p>We identified the valuation of investment properties as a key audit matter due to the management's judgements associated with determining the fair value.</p> <p>The investment properties of the Group represented shopping malls, residential and office units located in the People's Republic of China (the "PRC") and carried at RMB16,147 million as at 31 December 2018, which represented 6.7% of the Group's total assets. Change in fair value of investment properties of RMB106 million was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.</p> <p>All of the Group's investment properties are stated at fair value based on valuations performed by independent qualified professional valuers which are not connected with the Group (the "Valuers"). Details of the valuation techniques and significant unobservable inputs used in the valuations are disclosed in note 14 to the consolidated financial statements. The valuations of the completed investment properties and investment properties under construction are dependent on certain significant unobservable inputs which involve the management's judgements, including term yield, reversionary yield, market unit rental, gross development value and developer's profit.</p>	<p>吾等就投資物業估值的程序包括：</p> <ul style="list-style-type: none"> <li>• 評估估值師的資歷、能力和客觀性；</li> <li>• 透過比較貴集團及市場的特定資料，向管理層及估值師瞭解估值技術，並質疑估值師所用的估值技術及重大不可觀察輸入數據的合理性；</li> <li>• 透過按抽樣形式將租金細節與相應現有租賃協議比較，評估管理層向估值師所提供資料的可信性；及</li> <li>• 重新對重大無法觀察輸入數據進行敏感度分析，以評估其浮動對投資物業公平值的影響。</li> </ul> <p>Our procedures in relation to the valuation of investment properties included:</p> <ul style="list-style-type: none"> <li>• Evaluating the Valuers' competence, capabilities and objectivity;</li> <li>• Obtaining an understanding from the management and the Valuers about the valuation techniques and challenging the valuation techniques and reasonableness of the significant unobservable inputs used by the Valuers by comparing to specific information of the Group and the market;</li> <li>• Assessing the integrity of information provided by the management to the Valuers by comparing details of rentals on a sample basis to the respective underlying existing lease agreements; and</li> <li>• Reperforming sensitivity analysis on the significant unobservable inputs to evaluate the fluctuations of their impacts on the fair values of the investment properties.</li> </ul>

<b>關鍵審計事項</b> <b>Key audit matter</b>	<b>吾等於審核中處理關鍵審計事項的方法</b> <b>How our audit addressed the key audit matter</b>
<p><b>擬作出售的開發中物業及持作出售物業的估值</b>  <b>Valuation of properties under development for sale and properties held for sale</b></p> <p>由於可變現淨值(「可變現淨值」)及評估擬作出售的開發中物業(「擬作出售的開發中物業」)未來的完工成本涉及重大判斷，故吾等將 貴集團及合營企業擬作出售的開發中物業及持作出售物業(「持作出售物業」)(統稱「物業」)的估值釐定為關鍵審計事項。</p> <p>誠如綜合財務狀況表所披露， 貴集團於二零一八年十二月三十一日大部分於中國及香港擁有擬作出售的開發中物業及持作出售物業，總值分別達人民幣84,137,000,000元及人民幣10,238,000,000元。此外，如綜合財務報表附註18所披露，合營企業於二零一八年十二月三十一日於中國及香港擁有擬作出售的開發中物業及持作出售物業，總值分別達人民幣92,323,000,000元及人民幣3,722,000,000元。</p> <p>誠如綜合財務報表附註4所披露， 貴集團管理層藉參考物業估計市價釐定其可變現淨值，其中考慮多項因素，包括同一項目中同類物業或類似物業所達致的近期價格及中國及香港房地產的當前市況，以及按當時市況銷售物業將產生的成本。</p> <p>倘物業可變現淨值低於其賬面值，則將物業賬面值減至其可變現淨值。</p> <p>根據管理層對物業的可變現淨值分析，概無撇減需要。</p> <p>We identified the valuation of the Group's and the joint ventures' properties under development for sale (the "PUD") and properties held for sale (the "PFS") (collectively referred to as the "Properties") as a key audit matter due to the significant judgements involved in the net realisable value ("NRV") and the estimation of future costs to completion of the PUD.</p> <p>As disclosed in the consolidated statement of financial position, the Group had PUD of RMB84,137 million and PFS of RMB10,238 million as at 31 December 2018, of which substantially are situated in the PRC and Hong Kong. In addition, as disclosed in note 18 to the consolidated financial statements, the joint ventures had PUD of RMB92,323 million and PFS of RMB3,722 million as at 31 December 2018, all of which are situated in the PRC and Hong Kong.</p> <p>As disclosed in note 4 to the consolidated financial statements, the management of the Group determined the NRV of the Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including recent prices achieved for similar property types in the same project or by similar properties, and the prevailing real estate market conditions in the PRC and Hong Kong and the costs to be incurred in selling the properties based in prevailing market conditions.</p> <p>If the NRV of the Properties are found to be lower than their carrying amounts, the carrying amounts of the Properties are reduced to their NRV.</p> <p>Based on the management's analysis of the NRV of the Properties, no write-downs were considered to be necessary.</p>	<p>吾等評估擬作出售的開發中物業及持作出售物業估值適當性的程序包括：</p> <ul style="list-style-type: none"> <li>• 根據吾等對 貴集團及合營企業業務及中國及香港房地產行業的瞭解，透過將可變現淨值與相同項目或可資比較物業所達致最近期市價比較，評估管理層按抽樣形式釐定物業可變現淨值的合理性；及</li> <li>• 參考 貴集團其他類似已竣工項目的實際開發成本，評估物業可變現淨值及竣工所需未來成本的估算的合理性。</li> </ul> <p>Our procedures in relation to assessing the appropriateness of the valuation of the PUD and PFS included:</p> <ul style="list-style-type: none"> <li>• Assessing the reasonableness of the NRV of the Properties that determined by the management on a sample basis, by comparing the NRV to the latest market prices achieved in the same projects or by comparable properties, in accordance with our understanding of the Group's and joint ventures' business and the real estate industry in the PRC and Hong Kong; and</li> <li>• Assessing the reasonableness of the estimation of the NRV and future cost to completion of the Properties by reference to the actual development cost of other similar completed projects of the Group.</li> </ul>

# 獨立核數師報告

## INDEPENDENT AUDITOR'S REPORT

關鍵審計事項 Key audit matter	吾等於審核中處理關鍵審計事項的方法 How our audit addressed the key audit matter
<p><b>銷售物業已確認收入</b> Revenue recognised from sales of properties</p> <p>由於收入確認於數量上對綜合損益及其他全面收益表而言屬重大且於釐定銷售物業收入的適當確認點時涉及判斷，因此吾等將其釐定為關鍵審計事項。</p> <p>於中國銷售物業的收入於已竣工物業的控制權轉讓予客戶(即向買家交付物業時)及達成綜合財務報表附註3「來自客戶合約的收入」所披露的準則時確認。誠如綜合財務報表附註5所披露，截至二零一八年十二月三十一日止年度，貴集團確認銷售物業收入人民幣39,014,000,000元。</p> <p>We identified revenue recognised from sales of properties as a key audit matter as it is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income and there is judgement involved in determining the appropriate point at which to recognise revenue from sales of properties.</p> <p>Revenue from sales of properties in the PRC is recognised when control of the completed property is transferred to the customer, i.e. at the point of delivering of the properties to buyers and when the criteria as disclosed in note 3 “Revenue from contracts with customers” to the consolidated financial statements are satisfied. The Group recognised revenue of RMB39,014 million from sales of properties for the year ended 31 December 2018 as disclosed in note 5 to the consolidated financial statements.</p>	<p>吾等有關銷售物業已確認收入的程序包括：</p> <ul style="list-style-type: none"> <li>瞭解並測試管理層對向買家交付物業程序的控制；及</li> <li>以抽樣形式評估買賣協議中列明的條款，並取得貴集團向買家發出的交付通知以評估物業控制權是否已轉移至買家。</li> </ul> <p>Our procedures in relation to revenue recognised from sales of properties included:</p> <ul style="list-style-type: none"> <li>Obtaining an understanding of and testing the management’s control over the process of properties delivery to buyers; and</li> <li>Assessing the terms stated in the sales and purchase agreements, on a sample basis, and obtaining the delivery notices issued by the Group to the buyers to assess whether the control of the properties are transferred to the buyers.</li> </ul>

<b>關鍵審計事項</b> <b>Key audit matter</b>	<b>吾等於審核中處理關鍵審計事項的方法</b> <b>How our audit addressed the key audit matter</b>
<p><b>土地增值稅計算的準確性</b></p> <p><b>Accuracy of land appreciation tax calculations</b></p> <p>由於估計 貴集團就各物業開發項目應付土地增值稅金額時須作出主要判斷，因此吾等將中國土地增值稅（「土地增值稅」）計算的準確性釐定為關鍵審計事項。</p> <p>當物業交付予買家且確認收入時將產生中國土地增值稅。誠如綜合財務報表附註9所披露，截至二零一八年十二月三十一日止年度，於綜合損益及其他全面收益表確認土地增值稅人民幣3,676,000,000元。誠如綜合財務報表附註4所披露，土地增值稅的計算與所使用根據土地增值金額釐定的比率的適當性高度相關。土地增值金額由估計銷售收入所得減去相關可扣除支出（包括土地成本及估計建造成本）釐定。</p> <p>We identified the accuracy of land appreciation tax (“LAT”) calculations in the PRC as a key audit matter since significant judgement is required in estimating the amount of LAT to be paid by the Group within each of the property development projects.</p> <p>LAT arises in the PRC when properties are delivered to the buyers and revenue is recognised. As disclosed in note 9 to the consolidated financial statements, LAT amounted to RMB3,676 million is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2018. As disclosed in note 4 to the consolidated financial statements, the LAT calculations are highly dependent on the appropriateness of the rates used, which are determined by the amount of the land appreciation. The amount of the land appreciation is determined by subtracting the related deductible expenditures, including the cost of land and estimated construction costs, from the estimates of sales revenue.</p>	<p>吾等有關土地增值稅計算準確性的程序包括：</p> <ul style="list-style-type: none"> <li>• 比較相關可扣除支出及最近期項目產生的預算成本，評估土地增值稅計算所使用輸入數據的合理性；</li> <li>• 透過比較管理層於過往期間所作出的判斷與實際結果，評估彼等於估計土地增值金額及土地增值稅徵收率時所採用的判斷；及</li> <li>• 委任本所稅務專家按抽樣形式評估物業開發項目的土地增值金額的準確性，並與中國國家稅務總局所公佈土地增值稅徵收率進行比較，以評估各物業開發項目所使用土地增值稅徵收率的合理性。</li> </ul> <p>Our procedures in relation to the accuracy of LAT calculations included:</p> <ul style="list-style-type: none"> <li>• Assessing the reasonableness of the input used in the LAT calculation by comparing the related deductible expenditure with the latest budgeted cost incurred for the projects;</li> <li>• Assessing the judgements adopted by the management in estimating the land appreciation amount and the LAT charge rate by comparing their judgements made in previous periods to actual results; and</li> <li>• Involving our tax experts to assess the accuracy of the land appreciation amount of property development projects on a sample basis, and to assess the reasonableness of the LAT charge rate used for each of the property development projects by comparing it to the LAT charge rate announced by the State Administration of Taxation in the PRC.</li> </ul>

## 獨立核數師報告

### INDEPENDENT AUDITOR'S REPORT

#### 其他信息

貴公司董事須對其他信息負責。其他信息包括年度報告內的信息，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他信息，吾等亦不對其他信息發表任何形式的鑒證結論。

就吾等對綜合財務報表的審核而言，吾等的責任是閱讀其他信息，從而考慮其他信息是否與綜合財務報表或吾等在審核過程中所瞭解的情況存在重大不符，或似存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為該其他信息存在重大錯誤陳述，則吾等需要報告該事實。吾等就此並無須報告事項。

#### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定擬備真實且中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

治理層須負責監督貴集團的財務報告過程。

#### OTHER INFORMATION

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

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

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

#### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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



## 核數師就審核綜合財務報表須承擔的責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得的合理保證，並根據協定的委聘條款僅向閣下（作為整體）出具包括吾等意見的核數師報告，除此之外本報告不作其他用途。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核，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致，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該等綜合財務報表作出的經濟決定，則有關錯誤陳述可被視作重大。

根據香港審計準則進行審核的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表出現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，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 瞭解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及所作會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則吾等應當發表非無保留意見。吾等的結論乃基於核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

## 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## 獨立核數師報告

### INDEPENDENT AUDITOR'S REPORT

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表有否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督和執行 貴集團的審核。吾等對審核意見承擔全部責任。
- 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.

除其他事項外，吾等與治理層溝通了計劃的審核範圍、時間安排及重大審核發現等，包括吾等於審核中識別出內部監控的任何重大缺陷。

吾等還向治理層提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與他們溝通有合理地被認為會影響吾等獨立性的關係及其他事項，以及在適用的情況下的相關防範措施。

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

本獨立核數師報告的審核項目合夥人為謝鳳珍。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零一九年三月十四日

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

From the matters communicated with those charged with governance, 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 the independent auditor's report is Tse Fung Chun.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

14 March 2019



# 綜合損益及其他全面收益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018

			二零一八年 2018 附註 NOTES 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>收入</b>	<b>Revenue</b>	5	42,367,647	31,824,288
銷售及服務成本	Cost of sales and services		(31,754,818)	(23,202,799)
<b>毛利</b>	<b>Gross profit</b>		10,612,829	8,621,489
其他收入、收益及虧損	Other income, gains and losses	7	2,065,884	795,935
投資物業公平值變動	Change in fair value of investment properties		106,385	657,791
營銷及市場推廣開支	Selling and marketing expenses		(1,153,089)	(609,505)
行政開支	Administrative expenses		(2,121,731)	(1,267,838)
應佔合營企業業績	Share of results of joint ventures		725,068	1,405,864
應佔聯營公司業績	Share of results of associates		1,450,388	699,766
融資成本	Finance costs	8	(368,741)	(262,340)
<b>除稅前利潤</b>	<b>Profit before taxation</b>		11,316,993	10,041,162
<b>所得稅開支</b>	<b>Income tax expense</b>	9	(4,198,668)	(3,892,645)
<b>年內利潤</b>	<b>Profit for the year</b>	10	7,118,325	6,148,517
<b>其他全面收入：</b>	<b>Other comprehensive income:</b>			
不會重新分類至損益的項目：	Items that will not be reclassified to profit or loss:			
按公平值計入其他全面收入	Fair value gain on investments in equity			
(「按公平值計入其他全面收入」)	instruments at fair value through other			
的股本工具投資公平值收益	comprehensive income ("FVTOCI")		312,665	—
有關不會重新分類的項目的	Income tax relating to item that will not			
所得稅	be reclassified		(186)	—
			312,479	—
<b>年內全面收入總額</b>	<b>Total comprehensive income for the year</b>		7,430,804	6,148,517
以下各項應佔年內利潤：	Profit for the year attributable to:			
本公司股東權益	Equity owners of the Company		5,408,991	4,828,105
永久資本工具擁有人	Owners of perpetual capital instruments		215,078	—
非控股權益	Non-controlling interests		1,494,256	1,320,412
			7,118,325	6,148,517
以下各項應佔年內全面收入總額：	Total comprehensive income for the year			
	attributable to:			
本公司股東權益	Equity owners of the Company		5,721,470	4,828,105
永久資本工具擁有人	Owners of perpetual capital instruments		215,078	—
非控股權益	Non-controlling interests		1,494,256	1,320,412
			7,430,804	6,148,517
<b>每股盈利(人民幣元)：</b>	<b>Earnings per share, in RMB:</b>			
<b>基本</b>	<b>Basic</b>	13	0.70	0.68
<b>攤薄</b>	<b>Diluted</b>	13	0.68	0.66

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一八年十二月三十一日 At 31 December 2018

			二零一八年 2018 附註 NOTES 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
投資物業	Investment properties	14	16,147,400	14,402,350
物業、廠房及設備	Property, plant and equipment	15	134,143	84,981
預付租賃款項	Prepaid lease payments	16	–	32,742
於聯營公司的權益	Interests in associates	17	5,779,492	2,823,602
於合營企業的權益	Interests in joint ventures	18	8,511,247	5,802,549
於房地產項目的投資	Investments in property projects	19	582,722	622,143
可供出售投資(「可供出售」)	Available-for-sale investments (“AFS”)	20	–	623,630
按公平值計入損益(「按公平值計入損益」)的金融資產	Financial assets at fair value through profit or loss (“FVTPL”)	29	564,553	–
按公平值計入其他全面收入的股本工具	Equity instruments at FVTOCI	30	919,274	–
遞延稅項資產	Deferred taxation assets	40	1,021,876	502,637
就收購股權已付的按金	Deposits paid for acquisitions of equity interests	22	50,000	641,496
長期保證金	Long-term deposit	23	–	150,000
			33,710,707	25,686,130
<b>流動資產</b>	<b>CURRENT ASSETS</b>			
持作出售物業	Properties held for sale	24	10,238,165	9,128,504
擬作出售的開發中物業	Properties under development for sale	25	84,137,912	34,603,171
應收賬款及其他應收款項、按金及預付款項	Accounts and other receivables, deposits and prepayments	26	16,740,132	10,807,957
應收非控股權益款項	Amounts due from non-controlling interests	27	13,416,613	10,337,802
應收合營企業及聯營公司的款項	Amounts due from joint ventures and associates	28	27,798,425	17,451,791
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale		7,950,061	12,409,188
可收回稅項	Taxation recoverable		1,746,262	1,024,871
按公平值計入損益的金融資產	Financial assets at FVTPL	29	705,386	521,250
已質押銀行存款	Restricted bank deposits	31	1,290,000	–
銀行結餘及現金	Bank balances and cash	31	43,327,561	29,786,870
			207,350,517	126,071,404
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>			
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	32	25,888,004	13,602,467
已收物業銷售按金	Deposits received from property sales	33	44,238,431	25,548,720
應付非控股權益款項	Amounts due to non-controlling interests	27	16,571,325	12,842,576
應付合營企業及聯營公司的款項	Amounts due to joint ventures and associates	28	15,519,116	10,741,602
應付稅項	Taxation payable		7,655,950	4,295,642
銀行及其他借款(於一年內到期)	Bank and other borrowings – due within one year	34	8,842,371	6,727,108
公司債券(於一年內到期)	Corporate bonds – due within one year	36	3,646,140	5,093,233
衍生金融工具	Derivative financial instruments	21	74,949	333,193
可換股債券的債務部分	Debt component of convertible bonds	37	907,724	–
			123,344,010	79,184,541
<b>流動資產淨值</b>	<b>NET CURRENT ASSETS</b>		84,006,507	46,886,863
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		117,717,214	72,572,993

			二零一八年 2018 附註 NOTES 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
股本	Share capital	39	626,271	611,951
儲備	Reserves		24,977,825	20,291,647
本公司股東權益應佔	Equity attributable to equity owners			
股本權益	of the Company		25,604,096	20,903,598
永久資本工具	Perpetual capital instruments	38	3,883,572	3,847,932
非控股權益	Non-controlling interests		19,958,503	9,518,610
<b>股本權益總額</b>	<b>TOTAL EQUITY</b>		49,446,171	34,270,140
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>			
銀行及其他借款(於一年後到期)	Bank and other borrowings – due after one year	34	41,061,189	26,385,907
優先票據	Senior notes	35	15,293,614	4,498,124
公司債券(於一年後到期)	Corporate bonds – due after one year	36	8,113,997	4,534,737
遞延稅項負債	Deferred taxation liabilities	40	3,802,243	2,884,085
			68,271,043	38,302,853
			117,717,214	72,572,993

第189至471頁的綜合財務報表已於二零一九年三月十四日獲董事會批准及授權刊發，並由下列人士代表簽署：

The consolidated financial statements on pages 189 to 471 were approved and authorised for issue by the Board of directors on 14 March 2019 and are signed on its behalf by:

林中  
董事

林峰  
董事

LIN ZHONG  
DIRECTOR

LIN FENG  
DIRECTOR

# 綜合股本權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018

		本公司股東權益應佔 Attributable to equity owners of the Company													總計 Total RMB'000
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	特別及其他儲備 Special and other reserve 人民幣千元 RMB'000	法定盈餘儲備 Statutory surplus reserve 人民幣千元 RMB'000	按公平值計入其他全面收入儲備 FVTOCI reserve 人民幣千元 RMB'000	就股份獎勵計劃持有股份 Shares held for share award scheme 人民幣千元 RMB'000	股份獎勵儲備 Share award scheme 人民幣千元 RMB'000	購股權儲備 Share option reserve 人民幣千元 RMB'000	出資儲備 Capital contribution reserve 人民幣千元 RMB'000	保留利潤 Retained profits 人民幣千元 RMB'000	小計 Sub-total 人民幣千元 RMB'000	永久資本工具 Perpetual capital instruments 人民幣千元 RMB'000	非控股權益 Non-controlling interests 人民幣千元 RMB'000	
於二零一七年一月一日	At 1 January 2017	542,797	516,390	251,728	1,028,924	-	-	-	173,750	39,440	12,427,133	14,980,162	-	2,302,851	17,283,013
年內利潤及全面收入總額	Profit and total comprehensive income for the year	-	-	-	-	-	-	-	-	-	4,828,105	4,828,105	-	1,320,412	6,148,517
轉撥至儲備	Appropriations to reserve	-	-	-	461,951	-	-	-	-	-	(461,951)	-	-	-	-
非控股權益出資	Capital contributions from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	220,100	220,100
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	-	-	-	-	-	-	-	-	-	-	-	-	5,597,525	5,597,525
收購非控股權益附屬公司	Acquisition of additional interests in a subsidiary from non-controlling interests (note c)	-	-	(87,449)	-	-	-	-	-	-	-	(87,449)	-	(29,751)	(117,200)
向非控股權益出售附屬公司部分權益(附註55)	Disposal of partial interests in subsidiaries to non-controlling interests (note 55)	-	-	5,728	-	-	-	-	-	-	-	5,728	-	118,273	124,001
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	-	-	-	-	-	-	-	34,775	-	-	34,775	-	-	34,775
行使購股權時發行股份(附註39)	Issue of shares upon exercise of share options (note 39)	12,161	249,761	-	-	-	-	-	(63,835)	-	-	198,087	-	-	198,087
就以股代息發行股份(附註39)	Issue of shares for scrip dividend (note 39)	152	4,371	-	-	-	-	-	-	-	-	4,523	-	-	4,523
已宣派股息(附註12)	Dividend declared (note 12)	-	-	-	-	-	-	-	-	-	(1,085,886)	(1,085,886)	-	-	(1,085,886)
配售股份	Placing of shares	56,841	1,968,712	-	-	-	-	-	-	-	-	2,025,553	-	-	2,025,553
發行永久資本工具(附註38)	Issue of perpetual instruments (note 38)	-	-	-	-	-	-	-	-	-	-	-	3,902,108	-	3,902,108
發行永久資本工具應佔的交易成本(附註38)	Transaction costs attributable to issue of perpetual instruments (note 38)	-	-	-	-	-	-	-	-	-	-	-	(54,176)	-	(54,176)
派發予非控股權益的股息	Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(10,800)	(10,800)
於二零一七年十二月三十一日調整(附註2)	At 31 December 2017 Adjustments (note 2)	611,951	2,739,234	170,007	1,490,875	-	-	-	144,690	39,440	15,707,401	20,903,598	3,847,932	9,518,610	34,270,140
於二零一八年一月一日(經重列)	At 1 January 2018 (restated)	611,951	2,739,234	170,007	1,490,875	95,445	-	-	144,690	39,440	15,707,401	20,999,043	3,847,932	9,518,610	34,365,585
年內利潤	Profit for the year	-	-	-	-	-	-	-	-	-	5,408,991	5,408,991	215,078	1,494,256	7,118,325
年內其他全面收入	Other comprehensive income for the year	-	-	-	-	312,479	-	-	-	-	-	312,479	-	-	312,479
年內全面收入總額	Total comprehensive income for the year	-	-	-	-	312,479	-	-	-	-	5,408,991	5,721,470	215,078	1,494,256	7,430,804
轉撥至儲備	Appropriations to reserve	-	-	-	471,881	-	-	-	-	-	(471,881)	-	-	-	-
非控股權益出資	Capital contributions from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	6,487,505	6,487,505
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	-	-	-	-	-	-	-	-	-	-	-	-	3,074,903	3,074,903
收購非控股權益附屬公司	Acquisition of additional interests in a subsidiary from non-controlling interests (note a)	-	-	314,215	-	-	-	-	-	-	-	314,215	-	(547,715)	(233,500)
向非控股權益出售附屬公司部分權益(附註55)	Disposal of partial interests in subsidiaries to non-controlling interests (note 55)	-	-	(16,789)	-	-	-	-	-	-	-	(16,789)	-	81,080	64,291
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	-	-	-	-	-	-	10,723	68,206	-	-	78,929	-	-	78,929
行使購股權時發行股份(附註39)	Issue of shares upon exercise of share options (note 39)	15,302	325,102	-	-	-	-	-	(90,228)	-	-	250,176	-	-	250,176
就以股代息發行股份(附註39)	Issue of shares for scrip dividend (note 39)	1,397	87,729	-	-	-	-	-	-	-	-	89,126	-	-	89,126
已宣派股息(附註12)	Dividend declared (note 12)	-	-	-	-	-	-	-	-	-	(1,690,701)	(1,690,701)	-	-	(1,690,701)
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	-	-	-	-	-	-	-	-	-	-	-	-	(12,149)	(12,149)
沒收購股權	Forfeiture of share options	-	-	-	-	-	-	-	(4,160)	-	4,160	-	-	-	-
根據股份獎勵計劃購買股份(附註48)	Purchase of shares under the share award scheme (note 48)	-	-	-	-	-	(66,631)	-	-	-	-	(66,631)	-	-	(66,631)
已歸屬股份獎勵(附註48)	Share awards vested (note 48)	-	-	-	-	-	12,700	(10,723)	-	-	(1,977)	-	-	-	-
向永久資本工具持有人分派	Distribution to owners of perpetual capital instruments	-	-	-	-	-	-	-	-	-	-	-	(179,438)	-	(179,438)
派發予非控股權益的股息	Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(137,987)	(137,987)
購回股份時註銷(附註39)	Cancellation upon repurchase of shares (note 39)	(2,379)	(72,363)	-	-	-	-	-	-	-	-	(74,742)	-	-	(74,742)
於二零一八年十二月三十一日	At 31 December 2018	626,271	3,079,702	467,433	1,962,756	407,924	(53,931)	-	118,508	39,440	18,955,993	25,604,096	3,883,572	19,958,503	49,446,171

附註：

(a) 於二零一八年七月十六日，旭輝控股(集團)有限公司及其附屬公司(「本集團」)以代價人民幣233,500,000元收購上海海際房地產有限公司(「上海海際」)額外47%股權。於上述收購完成後，本集團持有上海海際100%股本權益。

於出售日期的已付代價與於上海海際所收購權益應佔非控股權益賬面值差額人民幣314,215,000元獲確認為股權。

(b) 根據於中華人民共和國(「中國」)成立的所有附屬公司的組織章程細則，該等附屬公司須轉撥5%至10%除稅後利潤至法定盈餘儲備，直至該儲備達到註冊資本的50%。轉撥至此儲備須於向股本權益持有人分派股息前作出。法定盈餘儲備可用作彌補過往年度的虧損、擴充現時經營的業務或轉換為附屬公司的額外資本。

(c) 於二零一七年三月九日，本集團以代價人民幣117,200,000元向非控股股東收購合肥旭遠房地產開發有限公司(「合肥旭遠」)額外37%股權。於上述收購完成後，本集團持有合肥旭遠100%股本權益。

於出售日期的已付代價與於合肥旭遠所收購權益應佔非控股權益賬面值差額人民幣87,449,000元獲確認為股權。

Notes:

(a) On 16 July 2018, CIFI Holdings (Group) Co. Ltd. and its subsidiaries (the "Group") acquired additional 47% equity interests in Shanghai Haiji Property Co., Ltd. (上海海際房地產有限公司) ("Shanghai Haiji") from the non-controlling interests at a consideration of RMB233,500,000. Upon completion of the aforesaid acquisition, the Group holds 100% equity interests in Shanghai Haiji.

The differences between the consideration paid and the carrying amount of the non-controlling interests attributable to the acquired interests in Shanghai Haiji at the date of acquisition amounted to RMB314,215,000 were recognised in equity.

(b) In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China ("PRC"), those subsidiaries are required to transfer 5% to 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital. Transfer to reserve must be made before the distribution of dividends to equity holders. The statutory surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.

(c) On 9 March 2017, the Group acquired additional 37% equity interests in Hefei Xuyuan Property Co., Ltd. (合肥旭遠房地產有限公司) ("Hefei Xuyuan") from the non-controlling interests at a consideration of RMB117,200,000. Upon completion of the aforesaid acquisition, the Group holds 100% equity interests in Hefei Xuyuan.

The differences between the consideration paid and the carrying amount of the non-controlling interests attributable to the acquired interests in Hefei Xuyuan at the date of acquisition amounted to RMB87,449,000 were recognised in equity.

# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>經營活動</b>	<b>OPERATING ACTIVITIES</b>		
除稅前利潤	Profit before taxation	11,316,993	10,041,162
就以下各項作出調整：	Adjustments for:		
融資成本	Finance costs	368,741	262,340
撥回信貸虧損撥備	Write-back of allowance for credit losses	(118)	(746)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	30,700	17,394
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	(14,948)	538,733
按公平值計入損益的金融資產公平值變動	Change in fair value of financial assets at FVTPL	(72,196)	94,726
可換股債券衍生工具部分公平值變動	Change in fair value of derivative component of convertible bonds	(99,182)	—
投資物業公平值變動	Change in fair value of investment properties	(106,385)	(657,791)
重新計量收益	Gain on remeasurement	(903,376)	(574,305)
業務合併的收益	Gain from business combinations	—	(200,030)
出售附屬公司收益淨額	Gain on disposal of subsidiaries, net	(434,924)	(34,675)
視作出售附屬公司收益	Gain on deemed disposal of subsidiaries	—	(1,206)
出售一間聯營公司收益	Gain on disposal of an associate	(25,671)	—
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	(607)	(8,285)
提早贖回優先票據虧損	Loss on early redemption of senior notes	—	118,464
應佔合營企業業績	Share of results of joint ventures	(725,068)	(1,405,864)
應佔聯營公司業績	Share of results of associates	(1,450,388)	(699,766)
利息收入	Interest income	(493,498)	(372,244)
於物業項目投資的股息收入	Dividend income from investment in property projects	(215,365)	—
於房地產項目的投資的公平值變動	Change in fair value of investments in property projects	(247,618)	(144,699)
按公平值計入損益的金融資產股息收入	Dividend income from financial assets at FVTPL	(15,780)	(11,284)
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	78,929	34,775
匯兌虧損(收益)淨額	Net exchange loss (gain)	575,387	(133,511)



**綜合現金流量表**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

		二零一八年 2018 附註 NOTES 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	7,565,626	6,863,188
持作出售物業減少	Decrease in properties held for sale	29,605,419	21,284,464
擬作出售的開發中物業增加	Increase in properties under development for sale	(42,370,498)	(17,538,539)
應收賬款及其他應收款項、按金及預付款項(增加)減少	(Increase) decrease in accounts and other receivables, deposits and prepayments	(10,679,085)	1,766,392
持作出售物業土地使用權按金增加	Increase in deposits for land use rights for properties held for sale	(7,708,660)	(11,505,937)
按公平值計入損益的金融資產增加	Increase in financial assets at FVTPL	(242,631)	(263,147)
應付賬款及應計開支增加	Increase in accounts and other payables and accrued charges	16,731,759	5,336,113
已收物業銷售按金增加	Increase in deposits received from property sales	8,262,539	1,342,206
經營所得現金	Cash generated from operations	1,164,469	7,284,740
已付中國所得稅	PRC income tax paid	(4,002,880)	(1,688,498)
<b>經營活動(所用)所得現金淨額</b>	<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	<b>(2,838,411)</b>	<b>5,596,242</b>
<b>投資活動</b>	<b>INVESTING ACTIVITIES</b>		
就收購股權支付的按金	Deposits paid for acquisitions of equity interests	(50,000)	(500,000)
向合營企業墊款	Advances to joint ventures	(22,526,692)	(8,214,415)
合營企業還款	Repayment from joint ventures	12,052,209	2,707,245
向聯營公司墊款	Advances to associates	(11,785,118)	(7,794,521)
聯營公司還款	Repayment from associates	12,150,079	470,832
向非控股權益墊款	Advances to non-controlling interests	(17,118,734)	(5,012,185)
非控股權益還款	Repayment from non-controlling interests	15,092,015	1,105,526
添置投資物業	Additions to investment properties	(206,768)	(1,371,722)
購買物業、廠房及設備	Purchase of property, plant and equipment	(46,456)	(43,913)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	22,086	26,725
出售投資物業所得款項	Proceeds from disposal of investment properties	3,987	–
出售按公平值計入其他全面收入的股本工具所得款項	Proceeds from disposal of equity instruments at FVTOCI	132,000	–
收購附屬公司現金流入(流出)淨額	Net cash inflow (outflow) from acquisitions of subsidiaries	41 106,885	(118,448)
出售附屬公司現金流入淨額	Net cash inflow from disposal of subsidiaries	42 1,191,261	163,581
出售一間聯營公司現金流入淨額	Net cash inflow from disposal of an associate	31,180	–
存置受限制銀行存款	Placement of restricted bank deposits	(1,290,000)	–
提取受限制銀行存款	Withdrawal of restricted bank deposits	–	348,855
向合營企業注入資本	Capital injection into joint ventures	(2,403,336)	(1,279,466)
向聯營公司注入資本	Capital injection into associates	(1,478,132)	(824,571)
向合營企業收取股息	Dividend received from joint ventures	184,975	–
向聯營公司收取股息	Dividend received from associates	225,383	–
購買可供出售項目	Purchase of AFS	–	(84,727)
出售可供出售項目所得款項	Proceeds from disposal of AFS	–	202,073
購買按公平值計入損益的金融資產	Purchase of financial assets at FVTPL	(381,909)	–
按公平值計入損益的金融資產所收取股息	Dividends received from financial assets at FVTPL	15,780	11,284
已收利息	Interest received	493,498	372,244
增加於物業項目的投資	Additions to investments in property projects	–	(517,717)
於物業項目投資回報	Returns from investments in property projects	508,223	551,596
<b>投資活動所用現金淨額</b>	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(15,077,584)</b>	<b>(19,801,724)</b>

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>融資活動</b>	<b>FINANCING ACTIVITIES</b>		
合營企業墊款	Advances from joint ventures	10,479,170	4,424,060
向合營企業還款	Repayment to joint ventures	(8,655,005)	(5,750,674)
聯營公司的墊款	Advances from associates	8,194,363	2,168,496
向聯營公司還款	Repayment to associates	(5,449,014)	(4,470,793)
非控股權益的墊款	Advances from non-controlling interests	20,600,423	11,396,689
向非控股權益還款	Repayment to non-controlling interests	(19,148,741)	(677,157)
收購非控股權益附屬公司 額外權益	Acquisition of additional interests in subsidiaries from non-controlling interests	(233,500)	(117,200)
新增銀行及其他借款	New bank and other borrowings raised	32,531,543	22,433,299
償還銀行及其他借款	Repayment of bank and other borrowings	(20,327,998)	(7,584,491)
發行優先票據所得款項淨額	Net proceeds from issue of senior notes	9,702,142	1,864,953
發行公司債券所得款項淨額	Net proceeds from issue of corporate bonds	6,847,500	—
發行可換股債券所得款項淨額	Net proceeds from issue of convertible bonds	2,262,523	—
贖回優先票據	Redemption of senior notes	—	(2,755,417)
贖回公司債券	Redemption of corporate bonds	(4,874,438)	(500,000)
購回可換股債券的付款	Payment on repurchase of convertible bonds	(1,549,071)	—
已付利息	Interest paid	(3,824,853)	(2,186,761)
結算衍生金融工具(付款)收款	(Payment on) receipt from settlement of derivative financial instruments	(250,054)	120,539
向非控股權益出售附屬公司 部分權益的所得款項	Proceeds from disposal of partial interests in subsidiaries to non-controlling interests	64,291	124,001
發行永久資本工具	Issue of perpetual capital instruments	—	3,902,108
發行永久資本工具應佔的 交易成本	Transaction costs attributable to issue of perpetual capital instruments	—	(54,176)
非控股權益注資	Capital contributions from non-controlling interests	6,487,505	220,100
配售股份所得款項淨額	Net proceeds from placing of shares	—	2,025,553
行使購股權所得款項	Proceeds from exercise of share options	250,176	198,087
根據股份獎勵計劃購買股份	Purchase of shares under share award scheme	(66,631)	—
購回股份的付款	Payment on repurchase of shares	(74,742)	—
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	(179,438)	—
派發予非控股權益的股息	Dividend paid to non-controlling interests	(137,987)	(10,800)
已付股息	Dividend paid	(1,601,575)	(1,081,363)
<b>融資活動所得現金淨額</b>	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>31,046,589</b>	<b>23,689,053</b>
<b>現金及現金等價物增加淨額</b>	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>13,130,594</b>	<b>9,483,571</b>
<b>年初現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>29,786,870</b>	<b>20,328,397</b>
外匯影響	Effect of foreign exchanges	410,097	(25,098)
<b>年末現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>43,327,561</b>	<b>29,786,870</b>
<b>現金及現金等價物結餘分析</b>	<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>		
銀行結餘及現金	Bank balances and cash	43,327,561	29,786,870



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018

### 1. 一般資料

旭輝控股(集團)有限公司(「本公司」)乃於開曼群島註冊成立的公眾有限公司及其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處地址及主要營業地點於年報內公司資料一節披露。

本公司為投資控股公司。其主要附屬公司的主要業務詳情載於附註55。

綜合財務報表乃以本公司的功能貨幣人民幣(「人民幣」)呈列。

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度強制生效的新訂及經修訂國際財務報告準則

本集團已於本年度首次應用以下由國際會計準則理事會(「國際會計準則理事會」)所頒佈的新訂及經修訂國際財務報告準則：

國際財務報告準則第9號	金融工具
國際財務報告準則第15號	客戶合約收入及相關修訂本
國際財務報告詮釋委員會詮釋第22號	外幣交易及墊付代價
國際財務報告準則第2號(修訂本)	以股份為基礎付款交易的分類及計量
國際財務報告準則第4號(修訂本)	應用國際財務報告準則第9號金融工具及國際財務報告準則第4號保險合約
國際會計準則第28號(修訂本)	作為二零一四年至二零一六年期間國際財務報告準則年度改善的一部分
國際會計準則第40號(修訂本)	轉讓投資物業

除下文所述者外，於本年度應用新訂及經修訂國際財務報告準則並無對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露構成重大影響。

### 1. GENERAL

CIFI Holdings (Group) Co. Ltd. (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. Details of the principal activities of its principal subsidiaries are set out in note 55.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Company.

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and Amendments to IFRSs that are mandatorily effective for the current year

The Group had applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time in the current year:

IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers and the related Amendments
IFRIC 22	Foreign Currency Transactions and Advance Consideration
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
Amendments to IAS 28	As part of the Annual Improvements to IFRS Standards 2014–2016 Cycle
Amendments to IAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 2.1 國際財務報告準則第15號「來自客戶合約的收入」

本集團已於本年度首次採納國際財務報告準則第15號。國際財務報告準則第15號取代國際會計準則第18號「收入」、國際會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用國際財務報告準則第15號，而首次應用該準則的累計影響於首次應用日期二零一八年一月一日確認。首次應用日期的任何差額於年初保留利潤(或權益的其他部分，視適用情況而定)確認，且並無重列比較資料。此外，根據國際財務報告準則第15號的過渡條文，本集團已選擇僅對於二零一八年一月一日尚未完成的合約追溯應用該準則。由於比較資料按照國際會計準則第18號「收入」及國際會計準則第11號「建築合約」以及相關詮釋編製，因此，若干比較資料或無法比較。

本集團根據國際財務報告準則第15號確認下列主要來源的收入：

- 銷售物業；及
- 項目管理服務。

有關本集團應用國際財務報告準則第15號所產生的履約責任及會計政策的資料分別於附註5及3披露。

經計及首次應用國際財務報告準則第15號所產生的會計政策變動，本公司董事認為首次應用國際財務報告準則第15號並無對本集團的綜合財務報表造成重大影響。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### 2.1 IFRS 15 “Revenue from Contracts with Customers”

The Group has applied IFRS 15 for the first time in the current year. IFRS 15 superseded IAS 18 “Revenue”, IAS 11 “Construction Contracts” and the related interpretations.

The Group has applied IFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in IFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 18 “Revenue” and IAS 11 “Construction Contracts” and the related interpretations.

The Group recognises revenue under IFRS 15 from the following major sources:

- Sales of properties; and
- Project management services.

Information about the Group’s performance obligations and the accounting policies resulting from application of IFRS 15 are disclosed in notes 5 and 3 respectively.

Taking into account the changes in accounting policy arising from initial application of IFRS 15, the directors of the Company considered that the initial application of IFRS 15 has no material impact to the consolidated financial statements of the Group.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

2.2 國際財務報告準則第9號「金融工具」於本年度，本集團已應用國際財務報告準則第9號「金融工具」及其他國際財務報告準則的相關修訂。國際財務報告準則第9號就1)金融資產及金融負債的分類和計量；2)金融資產及財務擔保合約的預期信貸虧損(「預期信貸虧損」)及3)一般對沖會計處理引入新規定。

本集團已根據國際財務報告準則第9號所載的過渡條文應用國際財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)尚未終止確認的工具追溯應用分類及計量規定(包括預期信貸虧損模式項下減值)，而並無對已於二零一八年一月一日終止確認的工具應用相關規定。於二零一七年十二月三十一日的賬面值與於二零一八年一月一日的賬面值差額於年初保留利潤及權益的其他部分確認，且並無重列比較資料。

因此，若干比較資料未必與根據國際會計準則第39號「金融工具：確認及計量」編製的比較資料可資比較。

應用國際財務報告準則第9號所引致的會計政策於附註3披露。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

##### 2.2 IFRS 9 “Financial Instruments”

In the current year, the Group has applied IFRS 9 “Financial Instruments” and the related consequential amendments to other IFRSs. IFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit loss (“ECL”) for financial assets and financial guarantee contracts and 3) general hedge accounting.

The Group has applied IFRS 9 in accordance with the transition provisions set out in IFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 39 “Financial Instruments: Recognition and Measurement”.

Accounting policies resulting from the application of IFRS 9 are disclosed in note 3.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 2.2 國際財務報告準則第9號「金融工具」(續)

#### 首次應用國際財務報告準則第9號的影響概要

下表列示首次應用日期二零一八年一月一日國際財務報告準則第9號及國際會計準則第39號項下的金融資產分類及計量。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### 2.2 IFRS 9 “Financial Instruments” (Continued)

#### Summary of effects arising from initial application of IFRS 9

The table below illustrates the classification and measurement of financial assets under IFRS 9 and IAS 39 at the date of initial application, 1 January 2018.

	附註 Note	可供出售投資 Available- for-sale investments 人民幣千元 RMB'000	按公平值計入 其他全面 收入的 股本工具 Equity instruments at FVTOCI 人民幣千元 RMB'000		按公平值計入 其他全面 收入儲備 FVTOCI reserve 人民幣千元 RMB'000	
於二零一七年十二月三十一日 的年末結餘 — 國際會計準則第39號	Closing balance at 31 December 2017 – IAS 39	623,630	—	—	—	—
首次應用國際財務報告準則 第9號的影響：	Effect arising from initial application of IFRS 9:					
重新分類 由可供出售投資	Reclassification From available-for-sale investments	(a) (623,630)	623,630	—	—	—
重新計量 由成本扣除減值至公平值	Remeasurement From cost less impairment to fair value	(a) —	95,445	95,445	95,445	95,445
於二零一八年一月一日的 年初結餘—國際財務報告 準則第9號	Opening balance at 1 January 2018 – IFRS 9	—	719,075	95,445	95,445	95,445

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 2.2 國際財務報告準則第9號「金融工具」(續)

#### 首次應用國際財務報告準則第9號的影響概要(續)

##### (a) 可供出售投資

自可供出售投資轉至按公平值計入其他全面收入的股本工具

本集團將先前分類為可供出售投資的所有股本投資的公平值變動於其他全面收入(「其他全面收入」)中列賬，當中人民幣623,630,000元與先前根據國際會計準則第39號按成本扣除減值計量的無報價股本投資及按公平值計量的上市股本投資有關。該等投資並非持作買賣用途且於可預見未來不會出售。於首次應用國際財務報告準則第9號日期，人民幣623,630,000元已自可供出售投資重新分類為按公平值計入其他全面收入的股本工具，當中人民幣484,880,000元及人民幣138,750,000元分別與先前根據國際會計準則第39號按成本扣除減值計量的無報價股本投資及按公平值計量的上市股本投資有關。於二零一八年一月一日，與該等先前按成本扣除減值列賬的投資有關的公平值收益人民幣95,445,000元已調整至按公平值計入其他全面收入及按公平值計入其他全面收入儲備的股本投資。

##### (b) 預期信貸虧損模式下的減值

於二零一八年一月一日，本公司董事根據國際財務報告準則第9號的規定使用毋須付出不必要成本或精力即可獲取的合理有據資料審閱及評估本集團現有金融資產的減值，並斷定不存在重大金融影響，因此，於二零一八年一月一日概無已確認年初保留利潤調整。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### 2.2 IFRS 9 “Financial Instruments” (Continued)

#### Summary of effects arising from initial application of IFRS 9 (Continued)

##### (a) Available-for-sale investments

From available-for-sale investments to equity instruments at FVTOCI

The Group elected to present in other comprehensive income (“OCI”) for the fair value changes of all its equity investments previously classified as available-for-sale investments, of which RMB623,630,000 related to unquoted equity investments previously measured at cost less impairment and listed equity investments measured at fair value under IAS 39. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of IFRS 9, RMB623,630,000 were reclassified from available-for-sale investments to equity instruments at FVTOCI, of which RMB484,880,000 and RMB138,750,000 related to unquoted equity investments previously measured at cost less impairment and listed equity investments measured at fair value under IAS 39, respectively. The fair value gain of RMB95,445,000 relating to those investments previously carried at cost less impairment were adjusted to equity instruments at FVTOCI and FVTOCI reserve as at 1 January 2018.

##### (b) Impairment under ECL model

As at 1 January 2018, the directors of the Company have reviewed and assessed the Group’s existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of IFRS 9 and have concluded that no material financial impact exists, and therefore no adjustment to the opening retained profits as at 1 January 2018 has been recognised.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 2.3 國際會計準則第40號修訂本「轉讓投資物業」

修訂本澄清轉至或轉自投資物業需評估物業是否符合或不再符合投資物業的定義，並須有證據支持其用途出現改變。修訂本進一步澄清，除國際會計準則第40號所列情況外，其他情況可作為用途已改變的憑證，而在建物業亦有可能出現用途改變的情況，即用途改變不限於已竣工物業。

於首次應用日期，本集團按照於該日存在的條件評估若干物業的分類。概無對於二零一八年一月一日的分類造成影響。

### 2.4 應用所有新準則對年初綜合財務狀況表的影響

因本集團上述會計政策有變，年初綜合財務狀況表須予重列。下表列示就各受影響項目確認的調整。不受變動影響的項目並無計及。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### 2.3 Amendments to IAS 40 “Transfers of Investment Property”

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in IAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existed at that date. There is no impact to the classification at 1 January 2018.

### 2.4 Impacts on opening consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group’s accounting policies above, the opening consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each of the line items affected. Line items that were not affected by the changes have not been included.

		二零一七年 十二月 三十一日 (經審核) 31 December 2017 (Audited) 人民幣千元 RMB'000		二零一八年 一月一日 (經重列) 1 January 2018 (Restated) 人民幣千元 RMB'000
		國際財務 報告準則 第9號 IFRS 9 人民幣千元 RMB'000		
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
可供出售投資	Available-for-sale investments	623,630	(623,630)	—
按公平值計入其他全面收入的股本 工具	Equity instruments at FVTOCI	—	719,075	719,075
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
儲備	Reserves	20,291,647	95,445	20,387,092

附註：就截至二零一八年十二月三十一日止年度採用間接法呈報經營活動所得現金流量而言，營運資金的變動已根據上文披露的二零一八年一月一日年初綜合財務狀況表計算。

Note: For the purposes of reporting cash flows from operating activities under indirect method for the year ended 31 December 2018, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2018 as disclosed above.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提早採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第16號	租賃 <sup>1</sup>
國際財務報告準則第17號	保險合約 <sup>3</sup>
國際財務報告詮釋委員會 詮釋第23號	所得稅處理的不確定性 <sup>1</sup>
國際財務報告準則第3號 (修訂本)	業務的定義 <sup>4</sup>
國際財務報告準則第9號 (修訂本)	附帶負補償的預付款項 <sup>1</sup>
國際財務報告準則第10號 及國際會計準則第28號 (修訂本)	投資者與其聯營公司或合 營企業之間的資產出售 或注資 <sup>2</sup>
國際會計準則第1號及國際 會計準則第8號(修訂本)	重大的定義 <sup>3</sup>
國際會計準則第19號 (修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
國際會計準則第28號 (修訂本)	於聯營公司或合營企業的 長期權益 <sup>1</sup>
國際財務報告準則 (修訂本)	二零一五至二零一七年期 間國際財務報告準則年 度改善 <sup>1</sup>

<sup>1</sup> 於二零一九年一月一日或其後開始的年度期間生效

<sup>2</sup> 於將予釐定的日期或之後開始的年度期間生效

<sup>3</sup> 於二零二一年一月一日或其後開始的年度期間生效

<sup>4</sup> 就收購日期為二零二零年一月一日或之後開始的首個年度期初或之後的業務合併及資產收購生效

<sup>5</sup> 於二零二零年一月一日或其後開始的年度期間生效

除下述新訂國際財務報告準則外，本公司董事預計應用所有其他新訂國際財務報告準則及國際財務報告準則的修訂本將不會於可見未來對綜合財務報表產生重大影響。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 16	Leases <sup>1</sup>
IFRS 17	Insurance Contracts <sup>3</sup>
IFRIC 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to IFRS 3	Definition of a Business <sup>4</sup>
Amendments to IFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to IAS 1 and IAS 8	Definition of Material <sup>5</sup>
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to IFRSs	Annual Improvements to IFRS Standards 2015–2017 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>4</sup> Effective for business combination and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2020

Except for the new IFRS mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.



## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

### 國際財務報告準則第16號「租賃」

國際財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一項綜合模式。國際財務報告準則第16號生效時將取代國際會計準則第17號「租賃」及其相關詮釋。

國際財務報告準則第16號以顧客能否控制識別資產來區分租賃及服務合約。此外，國際財務報告準則第16號規定銷售及租回交易須按國際財務報告準則第15號的規定釐定，以釐定轉讓有關資產是否應列賬為銷售。國際財務報告準則第16號亦包括有關分租及租約修訂的規定。

除短期租賃及低價值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除並由承租人須就所有租賃將確認使用權資產及相對應負債的模式取代。

使用權資產初始按成本計量且隨後按成本(根據若干例外情況)減累計折舊及減值虧損計量，並就任何租賃負債重新計量而調整。租賃負債初始按當日尚未支付的租賃款項的現值計量。隨後，租賃負債就利息及租賃款項以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團目前將提前預付租賃款項呈列為有關自用租賃土地及該等分類為投資物業的投資現金流量，而其他經營租賃付款呈列為經營現金流量。應用國際財務報告準則第16號後，有關租賃負債的租賃款項將分配至由本集團呈列為融資現金流量的本金及利息部分，而預付租賃付款將繼續按性質呈列為投資或經營現金流量(如適用)。

根據國際會計準則第17號，本集團已就本集團作為承租人的租賃土地確認預付租賃款項。應用國際財務報告準則第16號可能導致該等資產分類潛在變動，視乎本集團是否分開呈列使用權資產或於將呈列相應相關資產(倘擁有)的相同項目內呈列。

除出租人同樣適用的若干規定外，國際財務報告準則第16號大致轉承國際會計準則第17號的出租人會計處理規定，並且繼續要求出租人將其租賃分類為經營租賃或融資租賃。

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

### IFRS 16 “Leases”

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 “Leases” and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, IFRS 16 requires sales and leaseback transactions to be determined based on the requirements of IFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. IFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and are replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

Under IAS 17, the Group has already recognised the prepaid lease payments for leasehold lands where the Group is a lessee. The application of IFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

國際財務報告準則第16號「租賃」(續)

此外，國際財務報告準則第16號要求作出詳盡披露。

誠如附註45所披露，於二零一八年十二月三十一日，本集團(作為承租人)擁有不可撤銷經營租賃承擔人民幣94,256,000元。初步評估顯示此等安排將符合應用國際財務報告準則第16號項下租賃的定義，故此本集團將確認一項使用權資產及有關所有該等租賃相對應的負債，除非其符合低價值或短期租賃。

此外，本集團目前將已付可退還租金按金人民幣3,342,000元及已收可退還租金按金人民幣59,081,000元視為國際會計準則第17號適用的租賃項下的權利及責任。根據國際財務報告準則第16號項下租賃付款的定義，有關按金並非就相關資產使用權的付款，因此，有關按金的賬面值可能調整至攤銷成本。有關已付可退還租金按金的調整被視為額外租賃付款，將計入使用權資產的賬面值。已收可退還租金按金的調整被視為預付租賃付款。

應用新規定可能導致上述列示的計量、呈列及披露的變動。本集團擬選擇可行權宜方法將國際財務報告準則第16號應用於先前應用國際會計準則第17號識別為租賃的合約，而不會應用此準則於先前應用國際會計準則第17號並無識別為包括租賃的合約。因此，本集團將不會重新評估於首次應用日期前已存在的合約是否屬(或是否包括)租賃。此外，本集團作為承租人擬就採納國際財務報告準則第16號選擇經修訂的追溯法，並將首次應用的累積影響於年初保留利潤確認，而不會重列比較資料。

#### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

IFRS 16 “Leases” (Continued)

Furthermore, extensive disclosures are required by IFRS 16.

As at 31 December 2018, the Group as lessee has non-cancellable operating lease commitments of RMB94,256,000 as disclosed in note 45. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of RMB3,342,000 and refundable rental deposits received of RMB59,081,000 as rights and obligations under leases to which IAS 17 applies. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and not apply this standard to contracts that were not previously identified as containing a lease applying IAS 17. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of IFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

### 3. 重大會計政策

綜合財務報表根據國際會計準則委員會頒佈的國際財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例所規定的適用披露事項。

綜合財務報表已根據歷史成本基準編製，惟根據下文載列的會計政策所說明於各報告期末按公平值計量的投資物業及若干金融工具除外。

歷史成本一般根據貨品及服務交換所得代價的公平值釐定。

公平值為於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付的價格，而不論該價格是否可直接觀察取得或可使用其他估值方法估計。於估計資產或負債的公平值時，倘市場參與者於計量日對資產或負債定價時將考慮資產或負債的特徵，則本集團會考慮資產或負債的特徵。於該等綜合財務報表中作計量及／或披露目的的公平值按此基準釐定，惟屬國際財務報告準則第2號「以股份為基礎的支付」範疇內以股份支付的交易及屬國際會計準則第17號「租賃」範疇內的租賃交易以及與公平值存在部分相似之處但並非公平值（如國際會計準則第2號「存貨」的可變現淨值（「可變現淨值」）或國際會計準則第36號「資產減值」的使用價值）的計量除外。

非金融資產的公平值計量計及市場參與者透過最大限度使用該資產及最佳用途或透過將資產出售予將最大限度使用該資產達至最佳用途的另一名市場參與者而產生經濟利益的能力。

按公平值交易的金融工具及投資物業，凡於其後期間應用以不可觀察數據計量公平值的估值方法，估值方法應予校正，以致估值方法的結果相等於交易價格。

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 “Share-based Payment”, leasing transactions that are within the scope of IAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value (“NRV”) in IAS 2 “Inventories” or value in use in IAS 36 “Impairment of Assets”.

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.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

此外，就財務報告而言，公平值計量按公平值計量的輸入數據的可觀察程度及該等輸入數據對公平值計量整體的重要性劃分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日可獲得的相同資產或負債於活躍市場的報價(未調整)；
- 第二級輸入數據為資產或負債的可直接或間接觀察的輸入數據(不包括計入第一級的報價)；及
- 第三級輸入數據為資產或負債的無法觀察輸入數據。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制的實體的財務報表。當本公司符合以下各項時，即取得控制權：

- 對投資對象擁有權力；
- 於來自其參與投資對象業務的可變回報上承受風險或擁有權利；及
- 能夠使用其權力影響回報。

本集團重新評估在事實及情況表明上文所列控制權的三個元素中的一個或多個有變時是否控制投資對象。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

### 3. 重大會計政策(續)

#### 綜合基準(續)

倘本集團未能佔有投資對象的大多數投票權，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象的相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象的投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有投票權的規模相對於其他選票持有人持有投票權的規模及分散性；
- 本集團、其他選票權持有人或其他各方持有的潛在投票權；
- 其他合同安排產生的權利；及
- 於將需作出決定時，表明本集團當前是否能夠掌控相關業務的任何額外事實及情況(包括於過往股東大會上的投票方式)。

附屬公司於本集團取得對該附屬公司的控制權時綜合入賬，並於本集團喪失對該附屬公司的控制權時終止綜合入賬。具體而言，自本集團取得控制權之日起直至本集團不再控制附屬公司之日，於年內收購或出售附屬公司的收入及開支均計入綜合損益及其他全面收益表。

損益及其他全面收入各組成部分歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of the other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 綜合基準(續)

倘有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策一致。

所有集團內公司間的資產與負債、股本權益、收入、開支及與本集團成員公司間交易相關的現金流量，均於綜合入賬時全數對銷。

於附屬公司的非控股權益與本集團於附屬公司中權益分開呈列，其指現時擁有的權益且賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值。

##### 本集團於現有附屬公司權益的變動

本集團於附屬公司權益的變動如不會導致本集團對該等附屬公司喪失控制權，將作為股權交易入賬。本集團的股本權益相關部分與非控股權益的賬面值應予調整，以反映附屬公司中相關權益的變動，包括根據本集團及非控股權益的權益比例於本集團與非控股權益之間重新劃撥相關儲備。

非控股權益的經調整金額與已付或已收代價公平值之間的任何差額於權益及本公司擁有人應佔部分直接確認。

當本集團喪失對附屬公司的控制權時，則取消確認該附屬公司及非控股權益(如有)的資產及負債。收益或虧損於損益中確認，並以(i)所收代價公平值及任何保留權益公平值的總額與(ii)本公司擁有人應佔附屬公司資產(包括商譽)及負債的賬面值之間的差額計算。過往於其他全面收入確認與該附屬公司有關的所有金額，採用如同本集團已直接出售該附屬公司相關資產或負債的方法入賬，即重新分類至損益或按適用國際財務報告準則所規定／所准許者轉撥至另一類別股本權益。前附屬公司在喪失控制權之日所保留的任何投資公平值於其後的會計處理中被視為按照國際財務報告準則第9號／國際會計準則第39號進行初步確認的公平值，或(如適用)於聯營公司或合營企業的投資初步確認的成本。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Basis of consolidation (Continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

##### Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9/IAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 重大會計政策(續)

#### 業務合併

收購業務乃以收購法入賬。業務合併所轉讓代價以公平值計量，而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期的公平值總和計算。收購有關成本一般於產生時於損益內確認。

於收購日期，所購入可識別資產及所承擔負債按其公平值確認，但以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排的資產或負債分別遵循國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎的付款安排或為替代被收購方以股份為基礎的付款安排而訂立本集團以股份為基礎的付款安排有關的負債或股本工具，於收購日期根據國際財務報告準則第2號「以股份為基礎的支付」計量(見下文會計政策)；及
- 根據國際財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售的資產(或出售組合)按該準則計量。

商譽按所轉讓代價、於被收購方任何非控股權益的金額及收購方過往所持有被收購方股本權益(如有)公平值的總和超出所收購的可識別資產及所承擔負債於收購日期的淨額的差額計值。倘經重估後，所收購的可識別資產與所承擔負債的淨額高於轉讓代價、於被收購方任何非控股權益的金額及收購方過往所持有被收購方股本權益(如有)公平值的總和，則差額即時於損益內確認為議價購買收益。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred taxation assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 “Share-based Payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 業務合併(續)

非控股權益為現有擁有權權益及授權持有人於清盤時按比例分佔相關附屬公司的資產淨額，其初步按非控股權益按比例分佔被收購方可識別資產淨額的已確認金額或按公平值計量。計量基準可按個別交易選擇。

倘業務合併分階段達成，則本集團以往所持的被收購方股權於收購日期(即本集團取得控制權當日)按公平值重新計量，而所產生的盈虧(如有)於損益或其他全面收入(如適用)確認。先前於其他全面收入中確認並按國際財務報告準則第9號／國際會計準則第39號計量的於被收購方權益的金額將按本集團已直接將該過往所持權益出售般以相同基準入賬。

##### 收購一間附屬公司但不構成一項業務

當本集團收購一組資產及負債但不構成一項業務時，本集團首先透過按金融資產及金融負債各自的公平值分配購買價格以識別及確認取得的個別可識別資產及承擔的負債，餘下購買價結餘其後按各自於購買日期的相對公平值分配予其他可識別資產及負債。該等交易並不會產生商譽或議價購買收益。

##### 於合營企業及聯營公司的投資

合營企業是指對安排擁有共同控制權的各方對該合營安排的資產淨額享有權利的合營安排。共同控制權是指對安排合約約定的共享控制權，其僅在有關活動決定須獲共享控制權的各方一致同意時存在。

聯營公司為本集團對其具有重大影響力的實體。重大影響力指參與投資對象的財務及營運政策決定的權力，而並非對該等政策的控制權或共同控制權。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit and loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under IFRS 9/IAS 39 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

##### Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

##### Investments in joint ventures and associates

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

### 3. 重大會計政策(續)

#### 於合營企業及聯營公司的投資(續)

合營企業及聯營公司的業績以及資產及負債以權益會計法於該等綜合財務報表入賬。根據權益法，於合營企業或聯營公司的投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業及聯營公司的損益及其他全面收入予以調整。損益及其他全面收入以外的合營企業及聯營公司的資產淨值變動不予列賬，除非有關變動導致本集團所持有的擁有權權益改變。當本集團應佔合營企業或聯營公司的虧損超出本集團於該合營企業及聯營公司的權益(包括實質上成為本集團於該合營企業及聯營公司投資淨額一部分的任何長期權益)時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該合營企業或聯營公司支付款項的情況下，方會確認額外虧損。

於合營企業及聯營公司的投資於投資對象成為合營企業及聯營公司之日採用權益法入賬。在收購合營企業或聯營公司投資時，投資成本超過本集團應佔該投資對象可識別資產及負債公平值淨額的任何部分確認為商譽，並計入投資的賬面值。本集團應佔可識別資產及負債的公平值淨額超過投資成本的任何部分，於重新評估後在投資被收購的期間即時於損益確認。

本集團評估是否存在客觀證據顯示於一間合營企業或一間聯營公司的權益可能出現減值。倘存在任何客觀證據時，投資(包括商譽)的全部賬面值將會根據國際會計準則第36號作為單一資產進行減值測試，方法為比較其可收回金額(使用價值與公平值減出售成本的較高者)與其賬面值。被確認的任何減值虧損為投資賬面值的一部分。該減值虧損的任何撥回根據國際會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in joint ventures and associates (Continued)

The results and assets and liabilities of joint ventures and associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a joint venture or an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture and associate. Changes in net assets of the joint venture and associates other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture or an associate exceeds the Group's interest in that joint venture and associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture and associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture or associate.

An investment in a joint venture and an associate is accounted for using the equity method from the date on which the investee becomes a joint venture and an associate. On acquisition of the investment in a joint venture or an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is objective evidence that the interest in a joint venture or an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 於合營企業及聯營公司的投資(續)

倘本集團不再對合營企業擁有共同控制權或對聯營公司擁有重大影響力，則此事項作為出售於投資對象的全部權益入賬，因此產生的收益或虧損將計入損益內。倘本集團保留於前合營企業或聯營公司的權益且該保留權益屬國際財務報告準則第9號／國際會計準則第39號範疇內的金融資產，則本集團會按該日的公平值計量保留權益，而該公平值被視為初步確認時的公平值。合營企業或聯營公司於終止採用權益法當日的賬面值與任何保留權益及出售合營企業或聯營公司相關權益的任何所得款項公平值間的差額，會於釐定出售該合營企業或聯營公司的收益或虧損時入賬。此外，本集團會將先前在其他全面收入就該合營企業或聯營公司確認的所有金額入賬，基準與該合營企業或聯營公司直接出售相關資產或負債所需基準相同。因此，倘該合營企業或聯營公司先前已於其他全面收入確認的收益或虧損，會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關聯營公司或合營企業後將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

當於聯營公司的投資成為於合營企業投資或於合營企業的投資成為於聯營公司的投資時，本集團將繼續使用權益法。於此類擁有權權益變動發生時，公平值不會重新計量。

倘本集團削減其於聯營公司或合營企業的擁有權權益但繼續採用權益法，如有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前於其他全面收入確認的與削減擁有權權益有關的收益或虧損部分重新分類至損益。

當集團實體與本集團的合營企業或聯營公司進行交易時，則與合營企業及聯營公司交易所產生收益及虧損僅於合營企業及聯營公司的權益與本集團無關時，方於本集團綜合財務報表確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in joint ventures and associates (Continued)

When the Group ceases to have joint control over a joint venture or significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former joint venture or associate and the retained interest is a financial asset within the scope of IFRS 9/IAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the joint venture or associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the joint venture or associate is included in the determination of the gain or loss on disposal of the joint venture or associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture or associate on the same basis as would be required if that joint venture or associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture or associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture or an associate of the Group, profits and losses resulting from the transactions with the joint venture and associate are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture and associate that are not related to the Group.

### 3. 重大會計政策(續)

來自客戶合約的收入(根據附註2的過渡應用國際財務報告準則第15號後)

根據國際財務報告準則第15號，當(或於)履行履約責任時，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時，本集團確認收入。

履約責任指大致相同的獨特貨品或服務(或一組貨品或服務)或一系列獨特的貨品或服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項資產，該資產於創建及強化時即由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行的權利。

否則，收入於客戶獲得獨特貨品或服務控制權的時間點確認。

合約資產指本集團收取本集團已向客戶轉讓的貨品或服務的交換代價的權利(尚未成為無條件)。合約資產根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需隨時間推移。

合約負債指本集團因已向客戶收取代價(或已到期代價金額)而須向客戶轉讓貨品或服務的責任。合約負債於綜合財務狀況表呈列為自物業銷售收取的按金。

與同一合約有關的合約資產及合約負債按淨值入賬及呈列。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2)

Under IFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. The contract liabilities are presented as deposits received from property sales on the consolidated statement of financial position.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

來自客戶合約的收入(根據附註2的過渡應用國際財務報告準則第15號後)(續)

##### 銷售物業收入

就銷售物業收入而言，收入於已竣工物業轉至客戶時某一時間點確認，即於客戶獲得已竣工物業控制權且本集團現時有權收取付款並很可能收回代價時的某一時間點確認。

##### 項目管理服務收入

就項目管理服務收入而言，收入於提供項目管理服務的期間確認。本集團就所提供項目管理服務收取項目收入的若干百分比並於期內以直線法確認為收入。

##### 可變代價

就含有可變代價(項目管理服務收入)的合約而言，本集團使用(a)預期價值法或(b)最有可能收取的金額(視乎哪一種方式能更好地預測本集團將有權收取的代價金額)估計其將有權收取的代價金額。

可變代價的估計金額計入交易價格，前提是當與可變代價有關的不確定性其後獲解決時，有關計入不會導致日後出現重大收入撥回。

於各報告期末，本集團更新經估計交易價格(包括更新其就可變代價估計是否受到限制的評估)，以真實反映於報告期末的情況以及報告期的情況變動。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2) (Continued)

##### Revenue from sales of properties

For revenue from sales of properties, revenue is recognised at a point in time when control of completed property is transferred to the customer, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and the collection of the consideration is probable.

##### Revenue from project management services

For revenue from project management services, revenue is recognised over the period in which the project management services are rendered. The Group bills a certain % of the project revenue for project management services provided and recognises as revenue over the period on a straight-line basis.

##### Variable consideration

For contracts that contain variable consideration (revenue from project management services), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

### 3. 重大會計政策(續)

來自客戶合約的收入(根據附註2的過渡應用國際財務報告準則第15號後)(續)

#### 存在重大融資部分

釐定交易價格時，倘所協定的付款時間(不論明示或暗示)為客戶或本集團帶來向客戶轉讓貨品或服務的重大融資利益，則本集團將就資金時間值的影響而調整已承諾的代價金額。於該等情況下，合約包含重大融資部分。不論融資承諾乃於合約中明示或藉合約訂約方所協定的付款條款暗示，重大融資部分均可能存在。

就付款及轉讓有關貨品或服務的期限少於一年的合約，本集團應用可行的權宜方法，不就任何重大融資部分作交易價格調整。

#### 收入確認(於二零一八年一月一日之前)

收入按已收或應收代價的公平值計量。收入已就估計客戶退貨、回扣及其他類似備抵作出扣減。

誠如下文所述，收入於收入金額能夠可靠計量；未來經濟利益很可能流入本集團及本集團各活動的特定標準均已達成時確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2) (Continued)

#### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

#### Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

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

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 收入確認(於二零一八年一月一日之前) (續)

當達成以下所有準則時確認日常業務過程中銷售物業的收入：

- 物業擁有權的重大風險及回報已轉移至買家；
- 並無保留一般與擁有權相關的持續管理參與，亦無保留對物業的實際控制權；
- 能可靠計量收入金額；
- 與交易相關的經濟利益將很可能流入本集團；及
- 交易已產生或將產生的成本能可靠計量。

於達到上述收入確認準則前向買家收取的按金計入綜合財務狀況表流動負債項下。

來自經營租賃的租金收入於有關租賃期內以直線法確認。

物業管理收入於提供服務的期間確認。

項目管理及其他物業相關服務收入於提供服務的期間確認。

金融資產的利息收入參考未償還本金及適用實際利率按時間基準累計。實際利率指於金融資產預計年期將估計未來現金收入準確貼現至該資產初步確認時的賬面淨值的利率。

投資的股息收入於本集團收取款項的權利確立時確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Revenue recognition (prior to 1 January 2018) (Continued)

Revenue from sales of properties in the ordinary course of business is recognised when all of the following criteria are satisfied:

- the significant risks and rewards of ownership of the properties are transferred to buyers;
- neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties are retained;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deposits received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Property management income is recognised over the period in which the services are rendered.

Project management and other property related services income is recognised over the period in which the services are rendered.

Interest income from financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.



### 3. 重大會計政策(續)

#### 投資物業

投資物業指為賺取租金及／或為資本增值而持有的物業(包括就該等目的而興建的在建物業)。投資物業初步按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業按公平值計量。所有本集團持有作經營租賃的物業權益以賺取租金或作資本增值分類並入賬為投資物業且均按公平值模式計量。投資物業公平值變動所產生的收益或虧損於其產生期間計入損益。

在建投資物業產生的建築成本資本化為在建投資物業的部分賬面值。

投資物業於出售或於其被永久終止使用或預期不會因出售而獲得未來經濟利益時終止確認。終止確認物業所產生的任何收益或虧損(按出售所得款項淨額與資產賬面值之間的差額計算)於該物業終止確認期間計入損益。

#### 物業、廠房及設備

物業、廠房及設備(包括持作生產或供應貨品或服務之用，或作行政用途的樓宇)乃以成本扣減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

於估計可使用年內撇銷物業、廠房及設備項目的成本減殘值後，以直線法確認折舊。估計可使用年期、殘值及折舊法均於各報告期末檢討，任何估計變動影響均按未來適用基準入賬。

物業、廠房及設備項目於出售后或當預期繼續使用該資產不會於日後產生經濟利益時終止確認。出售或報廢物業、廠房及設備項目時產生的任何收益或虧損按出售所得款項與該資產賬面值之間的差額計算並於損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 擬作出售的開發中物業

當租賃土地及樓宇處於發展作銷售的過程中，租賃土地部分以直線法於租期攤銷。於建設期間內，就租賃土地所計提的攤銷費用列作開發中物業成本一部分。

擬持作自用或潛在投資的開發中物業列作非流動資產。成本包括土地成本、所產生的開發開支及(倘適用)已資本化借款成本。

擬持作出售的開發中物業列作流動資產，按成本與可變現淨額兩者中較低者列賬。

##### 持作出售物業

持作出售物業按成本與可變現淨額兩者中較低者列賬。成本包括土地成本、所產生發展開支及(倘適用)已資本化的借款成本。可變現淨額按當時市況釐定。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Properties under development for sale

When the leasehold land and buildings are in the course of development for sale, the leasehold land component is amortised over a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of the costs of the properties under development.

Properties under development for sale which are intended to be held for own use or their investment potential are shown as non-current assets. Cost includes the costs of land, development expenditure incurred and, where appropriate, borrowing costs capitalised.

Properties under development for sale which are intended to be held for sale are shown as current assets and carried at the lower of cost and NRV.

##### Properties held for sale

Properties held for sale are stated at the lower of cost and NRV. Cost includes the costs of land, development expenditure incurred and, where appropriate, borrowing costs capitalised. NRV is determined based on prevailing market conditions.

### 3. 重大會計政策(續)

#### 有形資產減值虧損

本集團於各報告期末檢討其有形資產的賬面值，以確定有關資產是否出現減值虧損跡象。如有任何有關跡象，則會估計相關資產的可收回金額，以確定減值虧損(如有)的程度。

有形資產的可收回金額會個別預估，倘不太可能個別估計資產的可收回金額，則本集團估計該資產所屬現金產生單位的可收回金額。當可發現合理及一致的分配基準時，公司資產亦分配至個別現金產生單位，或按可發現的合理及一致分配基準分配至現金產生單位的最小組別。

可收回金額為公平值減出售成本與使用價值中的較高者。於評估使用價值時，使用稅前貼現率估計未來現金流貼現至其現值，而該稅前貼現率反映現時市場對金錢時間價值的評估及資產(或一個現金產生單位)特定的風險(估計未來現金流未經調整)。

倘一項資產(或一個現金產生單位)的可收回金額估計將少於其賬面值，則該資產(或一個現金產生單位)的賬面值削減至其可收回金額。於分配減值虧損時，減值虧損首先分配至削減任何商譽(倘適用)的賬面值，然後根據各資產於單位的賬面值按比例分配至其他資產。一項資產的賬面值不會削減至低於其公平值減出售成本(倘可計量)、其使用價值(倘可釐定)與零中的較高者。可能另行分配至資產的減值虧損金額按比例分配至單位的其他資產。減值虧損即時於損益確認。

倘其後撥回減值虧損，該資產賬面值會調高至其經修訂的估計可收回金額，但增加的賬面值不得超出該資產於過往年度並無確認減值虧損時原應釐定的賬面值。撥回的減值虧損會即時於損益確認為收入。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 租賃

凡租賃條款將擁有權絕大部分風險及回報轉移予承租人的租賃均分類為融資租賃。所有其他租賃均分類為經營租賃。

##### 本集團作為出租人

經營租賃的租金收入乃於有關租期內以直線法確認。於協商及安排經營租賃時引致的初步直接成本乃加至租賃資產的賬面值。除以公平值模式計量的投資物業，該等成本均按租期以直線法確認為開支。

##### 本集團作為承租人

經營租賃付款於有關租期內以直線法在損益中扣除。如因訂立經營租賃而收取租賃優惠，則該優惠會確認為負債。優惠利益總額以直線法確認為租賃開支減少。

##### 租賃土地及樓宇

當本集團就物業權益(包括租賃土地及樓宇部分)付款時，本集團會根據評估各部分擁有權的風險與回報是否已絕大部分轉移至本集團而分別評估各部分的分類，除非兩個部分均明顯屬於經營租賃，在該情況下，整項物業會列賬為經營租賃。具體而言，整筆代價(包括任何一筆過預付款項)於初始確認時按土地部分及樓宇部分中的租賃權益相對公平值比例於租賃土地與樓宇部分之間分配。

在相關款項能可靠分配的情況下，作為經營租賃入賬的租賃土地權益於綜合財務狀況表中呈列為「預付租賃款項」，並於租期內以直線法攤銷，惟根據公平值模式分類為投資物業及按投資物業入賬者除外。當款項未能於租賃土地及樓宇部分之間可靠分配時，整項物業一般會予以分類，猶如租賃土地屬融資租賃項下。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessor*

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expenses on a straight-line basis over the lease term.

##### *The Group as lessee*

Operating leases payments are charged to profit or loss on a straight-line basis over the term of the relevant lease. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

##### *Leasehold land and buildings*

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted for as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

### 3. 重大會計政策(續)

#### 借款成本

收購、建造或生產合資格資產(即需等待一段頗長時間後方可用作擬定用途或出售的資產)直接應佔的借款成本,計入該等資產的成本,直至該等資產大致可作擬定用途或出售為止。

特定借款用於合資格資產開支前作臨時投資所賺取的投資收入,從合資格撥充資本的借款成本中扣除。

所有其他借款成本於其產生期間於損益中確認。

#### 外幣

各集團實體的個別財務報表均以實體經營所在主要經濟環境的貨幣(其功能貨幣,即人民幣)呈列。

編製個別集團實體的財務報表時,以該實體的功能貨幣以外的貨幣(外幣)進行的交易按交易當日適用的匯率確認。於各報告期末,以外幣計值的貨幣項目按釐定公平值該日適用的匯率重新換算。按歷史成本以外幣計量的非貨幣項目概不會重新換算。

於結算及重新換算貨幣項目時所產生的匯兌差額於其產生期間在損益確認。

就呈列綜合財務報表而言,本集團業務的資產及負債乃使用於各報告期間結束時的適用匯率換算為本集團的呈報貨幣(即人民幣)。收入及支出項目乃按該期間的平均匯率進行換算。所產生的匯兌差額(如有)乃於其他全面收入確認,並在匯兌儲備項下的權益中累計。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as 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 borrowings costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency, i.e., RMB).

In preparing the financial statements of each individual group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group i.e. Renminbi, using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 稅項

所得稅開支指即期應付稅項與遞延稅項的總額。

即期應付稅項根據年度應課稅利潤計算。應課稅利潤因其他年度的應課稅收入或可扣稅開支以及毋須課稅或不可扣稅的項目，而與在綜合損益及其他全面收益表中所呈報的除稅前利潤有別。本集團的即期稅項負債乃按報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項按綜合財務報表表內資產及負債的賬面值與計算應課稅利潤所用相應稅基之間的臨時差額確認。通常會就所有應課稅臨時差額確認遞延稅項負債。通常就所有可扣減臨時差額在很可能會有應課稅利潤可用於抵銷可扣減臨時差額時確認遞延稅項資產。倘於一項交易中因初步確認資產及負債而引致的臨時差額(業務合併除外)既不影響應課稅利潤亦不影響會計利潤，則不會確認該等遞延稅項資產及負債。

就與於附屬公司的投資以及於合營企業及聯營公司的權益有關所產生的應課稅臨時差額確認遞延稅項負債，惟倘本集團可控制臨時差額的撥回且該臨時差額很可能不會於可見將來撥回則除外。與於該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅於很可能有足夠應課稅利潤可用於抵銷臨時差額的利益且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值於各報告期末進行檢討，並於不再可能有足夠應課稅利潤收回全部或部分資產時作出調減。

遞延稅項資產及負債乃根據報告期末已頒佈或實際上已頒佈的稅率(及稅法)按預期償還負債或變現資產期間內將採用的稅率計量。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Taxation

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

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

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation liabilities are generally recognised for all taxable temporary differences. Deferred taxation assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred taxation assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred taxation liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, interests in joint ventures and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxation assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred taxation assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### 3. 重大會計政策(續)

#### 稅項(續)

遞延稅項負債及資產的計量反映按照本集團預期於報告期末收回或結算其資產及負債賬面值的方式計算而得出的稅務結果。

就計量採用公平值模式計量的投資物業的遞延稅項負債及遞延稅項資產而言，除非假設被駁回，否則假設該等物業賬面值可透過銷售完全收回。當投資物業可予折舊及於業務模式(其目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設被駁回。

遞延稅項資產及負債於可依法以即期稅項資產與即期稅項負債抵銷時，以及於其與同一稅務機關所徵收的所得稅有關及本集團擬以淨額結清其即期稅項資產及負債時予以抵銷。

即期及遞延稅項乃於損益中確認，惟當涉及於其他全面收入中或直接於股本權益中確認的項目除外，屆時即期及遞延稅項亦分別於其他全面收入中或直接於股本權益中確認。

#### 退休福利成本

定額供款退休福利計劃的供款乃於僱員提供可使其享有供款的服務時確認為開支。倘本集團在國家管理的退休福利計劃下的責任與定額供款退休福利計劃所產生者相等，則國家管理的退休福利計劃供款視同定額供款計劃的供款予以處理。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

The measurement of deferred taxation liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred taxation liabilities and deferred taxation assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

Current and deferred taxation are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred taxation are also recognised in other comprehensive income or directly in equity respectively.

#### Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 以股份支付的安排

##### 以股本權益結算並以股份支付的交易

##### 向僱員授出購股權

對僱員及提供類似服務的其他人士作出的股權結算以股份為基礎的付款乃按股本工具於授出日期的公平值計量。

於授出日期釐定的以股本權益結算並以股份支付的公平值(並無計及所有非市場歸屬情況)根據本集團對將最終歸屬的股本工具的估計,以直線法於歸屬期間以支出列賬,並相應增加權益(購股權儲備)。於各報告期末,本集團會根據對一切有關的非市場歸屬情況的評估,修訂其對預計將予歸屬股本工具數目的估計。修訂估計產生的影響(如有)於損益確認,使累計開支能反映經修訂估計,並相應調整購股權儲備。

當購股權獲行使時,先前於購股權儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日期後遭沒收或於屆滿當日尚未行使,則先前於購股權儲備確認的金額將轉撥至保留利潤。

##### 授予僱員的股份獎勵

於股份獎勵計劃受託人在公開市場購入本集團股份時,從公開市場收購的股份總代價(包括任何直接應佔增加成本在內)呈列為持作股份獎勵計劃股份,並於權益總額內扣除。

授出日期的獎勵股份的公平值以直線法於預測歸屬期間(即僱員提供服務的期間)以支出列賬,並相應增加權益(股份獎勵儲備)。

歸屬及轉讓股份予承授人後,該等股份的相關成本自持作股份獎勵計劃股份中撥回,且該等股份的相關開支自股份獎勵儲備中撥回。轉撥所產生的差額扣自/計入保留溢利。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Share-based payment arrangements

##### Equity-settled share-based payment transactions

##### Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

##### Share award granted to employees

Where the Group's shares are acquired by the trustee of the share award scheme from the open market, the total consideration of shares acquired from the open market (including any directly attributable incremental costs) is presented as shares held for share award scheme and deducted from total equity.

The fair value of the awarded shares at the grant date is expensed on a straight-line basis over the projected vesting period being the period for which the services from the employees are rendered with a corresponding increase in equity (share award reserve).

Upon vesting and transfer the shares to the grantees, the related costs of the shares are reversed from shares held for share award scheme, and the related expenses of the shares are reversed from share award reserve. The difference arising from such transfer is debited/credited to retained profits.

### 3. 重大會計政策(續)

#### 政府補貼

政府補貼於能合理保證本集團將會遵守其所附帶的條件且接獲撥款後，方會確認。

政府補貼按系統基準於本集團將擬用補貼補償的相關成本確認為開支的各期間在損益內確認。具體而言，主要條件為本集團應購買、興建或以其他方式收購非流動資產的政府補貼，於綜合財務狀況表確認為遞延收入，並在有關資產的可使用年期限內有系統及合理地轉撥至損益。

可收取作為已產生開支或虧損的補償或以向本集團提供即時財務資助(並無日後相關成本)的政府補貼，於可收取期間在損益確認。

#### 金融工具

當一間集團實體成為工具合約條文的訂約方時，金融資產及金融負債予以確認。所有透過常規方式購買或銷售金融資產的均以交易日為基準確認或終止確認。以常規方式購買或銷售乃要求於市場法規或慣例所設立的時間框架內交付資產的購買或銷售金融資產事宜。

金融資產及金融負債初步按公平值計量，惟根據國際財務報告準則第15號自二零一八年一月一日起初步計量的客戶合約所產生貿易應收賬款除外。收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)直接應佔的交易成本於初步確認時加入金融資產公平值或從金融負債公平值扣除(倘適用)。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益確認。

實際利息法為計算金融資產或金融負債攤銷成本及於有關期間內攤分利息收入及利息開支的方法。實際利率是按金融資產或金融負債預計年期或(倘適用)較短期間將估計未來現金收入及付款(包括所支付或收取構成實際利率組成部分的所有費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨額的比率。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers, which are initially measured in accordance with IFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payment (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產

**金融資產分類及後續計量(根據附註2的過渡應用國際財務報告準則第9號)**

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式下持有的金融資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還的本金利息。

符合下列條件的金融資產其後按公平值計入其他全面收益計量：

- 以收取合約現金流量及出售達致目標的業務模式下持有的金融資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還的本金利息。

所有其他金融資產其後按公平值計入損益，但在初步應用／初步確認金融資產日期，倘股本投資並非持作買賣，亦非由於收購方在國際財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益呈列該股本投資的其後公平值變動。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

**Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2)**

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application / initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 “Business Combinations” applies.

### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產分類及後續計量(根據附註2的過渡應用國際財務報告準則第9號)(續)**

倘出現下列情況，金融資產被歸類為持作買賣：

- 購入金融資產主要為於短期內出售；或
- 於初步確認時，其構成本集團合併管理的已識別金融工具組合的一部分及具有最近實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具的衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平值計入其他全面收入的金融資產以按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

#### 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入使用實際利息法予以確認。就購買或發起的信貸減值金融資產以外的金融工具而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

#### Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產分類及後續計量(根據附註2的過渡應用國際財務報告準則第9號)(續)**

指定為按公平值計入其他全面收入的股本工具

按公平值計入其他全面收入的股本工具的投資初步按公平值加交易成本計量。其後按公平值計量，其於公平值變動所產生的收益及虧損於其他全面收入確認並累計於按公平值計入其他全面收入儲備；毋須進行減值評估。累計收益或虧損不會重新分類至出售股本投資的損益，並將繼續歸類為按公平值計入其他全面收入儲備。

於根據國際財務報告準則第9號確認本集團有權收取股息時，該等股本工具投資的股息於損益中確認，除非該股息明確表示收回部分投資成本。股息計入「其他收入、收益及虧損」的項目中。

**按公平值計入損益的金融資產**

不符合按攤銷成本計量或按公平值計入其他全面收入或指定為按公平值計入其他全面收入的金融資產按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產(包括物業項目投資)按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息，並計入「其他收入、收益及虧損」項目內。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

*Equity instruments designated as at FVTOCI*

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividend are included in the "other income, gains and losses" line item.

*Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL including investments in property projects are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income, gains and losses" line item.



### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

#### 金融資產減值(根據附註2的過渡應用國際財務報告準則第9號)

本集團就根據國際財務報告準則第9號面臨減值的金融資產，包括應收賬款及其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘及現金、受限制銀行存款以及財務保證合約的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指相關工具預期年內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12月預期信貸虧損」)則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並就債務人特定因素、整體經濟狀況以及對於報告日期當前狀況及未來狀況預測的評估而作出調整。

本集團通常就應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損將使用具有適宜組別的撥備矩陣進行集體評估。

於所有其他工具方面，本集團計量與12個月預期信貸虧損等額的虧損撥備，除非信貸風險自初始確認以來有大幅增加，於該情況下，本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損，乃基於自初始確認起出現違約的可能性或風險大幅增加進行評估。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

#### Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including accounts and other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances and cash, restricted bank deposits and financial guarantees contracts). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivables. The ECL on these assets is assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產減值(根據附註2的過渡應用國際財務報告準則第9號)(續)**

信貸風險的大幅增加

於評估信貸風險是否自初始確認以來已大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團考慮合理且可靠的定量及定性資料，包括過往經驗及毋須付出過多成本或努力即可得的前瞻性資料。

具體而言，評估信貸風險是否有大幅增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級實際或預期重大惡化；
- 信貸風險的外部市場指標重大惡化，例如信貸息差大幅增加、債務人的信貸違約置換價格顯著上升；
- 商業、金融或經濟情況目前或預測將有不利變動，預計將導致債務人還款能力重大惡化；
- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變動。

不論上述評估結果，本集團假設合約付款逾期超過30日，則金融資產的信貸風險自初期確認以來有大幅提升，除非本集團有證明信貸風險並無大幅提升的合理可靠資料，則另作別論。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.



### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

#### 金融資產減值(根據附註2的過渡應用國際財務報告準則第9號)(續)

信貸風險的大幅增加(續)

儘管如上文所述，本集團假設倘債務工具於報告日期被釐定為信貸風險較低，則債務工具的信貸風險自初始確認以來並無大幅提升。倘i)債務工具的違約風險低，ii)借款人有強大能力於近期內履行其合約現金流量責任及iii)經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力，則債務工具被釐定為信貸風險較低。倘按國際通用定義債務工具的內部或外部信用評級為「投資級別」，本集團認為其信貸風險為低。

就財務擔保合約而言，本集團成為不可撤回承擔的訂約方當日被視為就評估金融工具減值進行初步確認日期。於評估信貸風險在初步確認財務擔保合約後有否大幅增加時，本集團認為，風險變動乃特定債務人將違反合約。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

#### 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上述，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團有合理可靠的資料證明較寬鬆的違約標準更為適用，則另當別論。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

#### Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of the reporting period. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' in accordance with globally understood definitions.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitments is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產減值(根據附註2的過渡應用國際財務報告準則第9號)(續)**

信貸減值金融資產

當一項或多項對金融資產預計未來現金流造成負面影響的事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 發行方或借款人遇到嚴重財政困難；
- (b) 違反合約，如拖欠或逾期的情況；
- (c) 借款人的貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財政困難而消失。

撤銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序)，本集團會撤銷金融資產。經計及在適當情況下的法律意見後，已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。撤銷構成終止確認事件。其後所收回的任何款項於損益內確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產減值(根據附註2的過渡應用國際財務報告準則第9號)(續)**

計量及確認預期信貸虧損

計量預期信貸虧損乃違約概率、違約虧損率程度(即倘發生違約的虧損程度)及違約風險的函數。違約概率及違約虧損率程度的評估根據經前瞻性資料調整的過往數據作出。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損估計為根據合約應付本集團所有合約現金流量與本集團預期將收取的所有現金流量間的差額，並按初始確認時釐定的實際利率貼現。

就財務擔保合約而言，本集團僅須在債務人發生違約事件時，根據獲擔保的工具條款付款。因此，預期虧損相當於預期支付予合約持有人作為發生信貸虧損的補償減去任何本集團預期從合約持有人、債務人或任何其他方所收取的金額的現值。

就融資擔保合約的預期信貸虧損而言，倘實際利率無法釐定時，本集團將採用可反映當前市場對貨幣時間價值的評估及現金流特定的風險的貼現率，惟僅倘，及僅限於調整貼現率時方考慮該等風險，而非調整貼現的現金差額。

倘預期信貸虧損按集體基準計量，或為應對有證據顯示可能未能獲取個別工具層面的預期信貸虧損的情況下，則金融工具按內部信貸評級基準分類：

- 金融工具的性质；
- 債務人信貸記錄；
- 債務人的性質及財務狀況；及
- 外部信貸評級(如有)。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder of a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the internal credit rating basis:

- Nature of financial instruments;
- Credit history with the debtors;
- Nature and financial status of debtors; and
- External credit ratings where available.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

**金融資產減值 (根據附註2的過渡應用國際財務報告準則第9號) (續)**

管理層會定期審閱該分類，以確保各組別的組成部分繼續分擔相似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，除非該金融資產屬於信貸減值，於此狀況下，利息收入按金融資產的攤銷成本計算。

對於融資擔保合約，虧損撥備按照國際財務報告準則第9號確定的虧損撥備金額及初步確認的金額 (倘適用) 減去在擔保期內確認的累計收入金額的較高者確認。

本集團通過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟透過虧損撥備賬目確認相應調整的應收賬款則除外。

**金融資產的分類及後續計量 (於二零一八年一月一日應用國際財務報告準則第9號前)**

金融資產分為以下特定類別：貸款及應收款項、可供出售 (「可供出售」) 金融資產及按公平值計入損益的金融資產。分類視乎金融資產的性質及用途而定，於初步確認時釐定。所有常規買賣的金融資產於交易日確認及終止確認。常規買賣指須於根據市場規則或慣例訂立的時間內交付資產的金融資產買賣。

**貸款及應收款項**

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款的非衍生金融資產。貸款及應收款項 (包括應收賬款及其他應收款項、應收非控股權益、合營企業及聯營公司的款項、長期按金、受限制銀行存款以及銀行結餘及現金) 採用實際利息法按攤銷成本減任何已識別減值虧損計量 (請參閱下文有關金融資產減值的會計政策)。

**可供出售金融資產**

可供出售金融資產為指定為可供出售或未分類為按公平值計入損益的金融資產、貸款及應收款項或持有至到期投資的非衍生工具。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (upon application of IFRS 9 in accordance with transitions in note 2) (Continued)**

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with IFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of accounts receivables, where the corresponding adjustment is recognised through a loss allowance account.

**Classification and subsequent measurement of financial assets (before application of IFRS 9 on 1 January 2018)**

Financial assets are classified into the following specified categories: loans and receivables, available-for-sale ("AFS") financial assets and financial assets at FVTPL. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including accounts and other receivables, amounts due from non-controlling interests, joint ventures and associates, long-term deposit, restricted bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

**AFS financial assets**

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產的分類及後續計量(於二零一八年一月一日應用國際財務報告準則第9號前)(續)**

本集團所持有的股本證券分類為可供出售金融資產，並於各報告期末按公平值計量(其公平值不能可靠計量的無報價股本投資除外)。當本集團收取股息的權利確立時，則可供出售股本投資的股息於損益確認。可供出售金融資產賬面值的其他變動於其他全面收入確認並於投資重估儲備(如有)項下累計。當出售投資或投資獲釐定為減值時，先前於投資重估儲備累計的累計收益或虧損重新分類至損益。

無活躍市場報價且其公平值無法可靠計量的可供出售股本投資，須於各報告期末按成本減任何已識別減值虧損計量。

**按公平值計入損益的金融資產**

當金融資產為(i)持作買賣；(ii)指定為按公平值計入損益；或(iii)收購方可能收取的或然代價(作為國際財務報告準則第3號適用業務合併的一部分)，則被分類為按公平值計入損益。

倘出現下列情況，金融資產被歸類為持作買賣：

- 購入金融資產主要為於短期內出售；或
- 於初步確認時，其構成本集團合併管理的已識別金融工具組合的一部分及具有最近實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具的衍生工具。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Classification and subsequent measurement of financial assets (before application of IFRS 9 on 1 January 2018) (Continued)**

Equity securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve, if any. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

**Financial assets at FVTPL**

Financial assets are classified as at FVTPL, when the financial asset is (i) held for trading, (ii) it is designated as at FVTPL, or (iii) contingent consideration that may be received by an acquirer as part of a business combination to which IFRS 3 applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產的分類及後續計量(於二零一八年一月一日應用國際財務報告準則第9號前)(續)**

按公平值計入損益的金融資產(續)

金融資產(持作買賣的金融資產或收購方可能收取的或然代價(作為業務合併一部分)除外)可於下列情況在初步確認時指定為按公平值計入損益：

- 該等指定消除或大幅減少可能會出現計量或確認方面的不一致性；或
- 該金融資產構成一組金融資產或金融負債或金融資產及金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項資產乃以公平值為基礎進行管理及評估表現，且有關分組的資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入式衍生工具合約的一部分，而國際會計準則第39號允許將整份合併合約(資產或負債)指定為按公平值計入損益。

按公平值計入損益的金融資產按公平值計量，而重新計量產生的任何收益或虧損則於損益內確認。於損益確認的收益或虧損淨額不包括金融資產所賺取的任何股息或利息，並計入「其他收入、收益及虧損」項目中。公平值按附註53所述方法釐定。

物業項目投資按公平值計入損益的金融資產確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Classification and subsequent measurement of financial assets (before application of IFRS 9 on 1 January 2018) (Continued)**

Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading or contingent consideration that may be received by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the "other income, gains and losses" line item. Fair value is determined in the manner described in note 53.

Investments in property projects are recognised as financial assets at FVTPL.

### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產減值(於二零一八年一月一日採納國際財務報告準則第9號之前)**

金融資產(按公平值計入損益者除外)會於各報告期末評定是否有減值跡象。倘有客觀證據顯示金融資產的估計未來現金流因於初步確認該金融資產後發生的一宗或多宗事件而受到影響時，金融資產會被視作已減值。

就可供出售股本投資而言，該證券的公平值大幅或長期跌至低於其成本，即視為減值的客觀證據。

就所有其他金融資產而言，減值的客觀證據可能包括：

- 發行人或交易對手出現重大財政困難；或
- 違反合約，如逾期或拖欠支付利息或本金；或
- 借款人很可能破產或進行財務重組；或
- 該金融資產的活躍市場因財政困難而消失。

就按攤銷成本列賬的金融資產而言，所確認的減值虧損金額為資產賬面值與以金融資產原實際利率貼現的估計未來現金流現值間的差額。

就按成本列賬的金融資產而言，減值虧損金額按該資產賬面值與估計未來現金流按類似金融資產現時市場回報率貼現的現值之間的差額計量。該減值虧損不會於其後期間撥回。

就所有金融資產而言，金融資產賬面值會直接因減值虧損而作出扣減，惟賬面值會透過使用撥備賬作出扣減的應收賬款及其他應收款項除外。當應收賬款或其他應收款項被視為不可收回時，其會於撥備賬內撇銷。先前已撇銷款項如其後收回，會計入損益內。撥備賬的賬面值變動於損益中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (before application of IFRS 9 on 1 January 2018)**

Financial assets, other than those at FVTPL are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an AFS equity investment, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of accounts and other receivables, where the carrying amount is reduced through the use of an allowance account. When an account or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

金融工具(續)

金融資產(續)

**金融資產減值(於二零一八年一月一日採納國際財務報告準則第9號之前)(續)**

當可供出售金融資產被視作減值時，先前於其他全面收入中確認的累計收益或虧損於減值發生期間重新分類至損益。

就按攤銷成本計量的金融資產而言，如在其後期間，減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生的事件有關，則先前已確認的減值虧損會透過損益予以撥回，惟該資產於減值撥回當日的賬面值不得超過如無確認減值原應攤銷的成本。

可供出售股本投資的減值虧損不會於其後期間透過損益撥回。

#### 終止確認金融資產

本集團僅於從金融資產收取現金流的合約權利屆滿時，或向另一實體轉讓該資產及該資產所有權的絕大部分風險及回報時，終止確認金融資產。倘本集團既無轉移亦無保留所有權的絕大部分風險及回報，並繼續控制轉讓資產，則本集團確認其於資產的保留權益及與其可能須支付款項相關的負債。倘本集團保留轉讓金融資產所有權的絕大部分風險及回報，則本集團將繼續確認金融資產，並為已收到的所得款項確認抵押借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益中確認。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

**Impairment of financial assets (before application of IFRS 9 on 1 January 2018) (Continued)**

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on AFS equity investments will not be reversed through profit or loss in subsequent periods.

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

#### 終止確認金融資產(續)

於終止確認股本工具中的投資(本集團已選擇於採納國際財務報告準則第9號時按公平值計入其他全面收入初始確認計量)時，先前投資重估儲備中積累的累計收益或虧損不再重新分類至損益中，惟轉撥至保留利潤。

於終止確認可供出售金融資產時，先前於重估儲備中累計的收益或虧損重新分類至損益。

#### 金融負債及股本工具

#### 分類為債務或權益

債務及股本工具根據合約安排的內容及金融負債與股本工具的定義，分類為金融負債或權益。

#### 股本工具

股本工具指證明本集團資產經扣除所有負債後的剩餘權益的任何合約。集團實體發行的股本工具按已收所得款項扣除直接發行成本入賬。

並無訂約責任償還其本金或支付任何分派的永久資本工具被分類為權益的一部分。

本公司購回本身股本工具於權益中直接確認及扣除。概不會於損益中確認購買、出售、發行或註銷本公司本身股本工具的收益或虧損。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Derecognition of financial assets (Continued)

On derecognition of an investment in an equity instrument which the Group has elected on initial recognition to measure at FVTOCI upon application of IFRS 9, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

On derecognition of an AFS financial asset, the cumulative gain or loss previously accumulated in the revaluation reserve is reclassified to profit or loss.

#### Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Perpetual capital instruments with no contracted obligation to repay its principal or to pay any distribution are classified as part of equity.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融負債及股本工具(續)

##### 金融負債

所有金融負債其後均採用實際利率法按攤銷成本計量。

##### 按攤銷成本計量的金融負債

本集團的金融負債(包括應付賬款及其他應付款項、應付非控股權益、合營企業及聯營公司的款項、銀行及其他借款、優先票據、公司債券及可換股債券的債務部分)其後使用實際利息法按攤銷成本計量。

##### 財務擔保合約

財務擔保合約為發行人因指定債務人未能按債務工具條款如期付款而須向持有人支付指定款項以補償其所遭受虧損的合約。

財務擔保合約負債初步按其公平值計量，其後按以下兩者中的較高者計量：

- (i) 根據國際財務報告準則第9號(自二零一八年一月一日)／國際會計準則第37號「撥備、或然負債及或然資產」(於二零一八年一月一日採納國際財務報告準則第9號之前)釐定的虧損撥備金額；及
- (ii) 初步確認的金額減(如適用)於擔保期間確認的累計攤銷。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial liabilities and equity instruments(Continued)

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### Financial liabilities at amortised cost

Financial liabilities of the Group (including accounts and other payables, amounts due to non-controlling interests, joint ventures and associates, bank and other borrowings, senior notes, corporate bonds and debt component of convertible bonds) are subsequently measured at amortised cost using the effective interest method.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- (i) the amount of the loss allowance determined in accordance with IFRS 9 (since 1 January 2018)/IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" (before application of IFRS 9 on 1 January 2018); and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融負債及股本工具(續)

##### 包含債務及衍生工具部分的可換股債券

將透過以定額現金或另一項金融資產交換定額的本集團本身股本工具以外的方式結算的轉換權為轉換權衍生工具。

於發行日期，債務部分及衍生工具部分均按公平值確認。於往後期間，可換股債券的債務部分會使用實際利息法按攤銷成本列賬。衍生工具部分按公平值計量，而公平值變動則於損益確認。

與發行可換股債券有關的交易成本會按相關公平值的比例分配至債務及衍生工具部分。與衍生工具有關的交易成本即時計入損益。與債務部分的有關交易成本計入負債部分的眼面值，並於可換股債券期間使用實際利息法攤銷。

#### 衍生金融工具

衍生工具初步按訂立衍生工具合約日期的公平值確認，其後則以報告期末的公平值重新計量。所產生的收益或虧損即時於損益確認，除非衍生工具被指定且有效作為對沖工具，於此情況下，在損益確認的時間則視乎對沖關係的性質而定。

#### 優先票據及公司債券

本公司發行負債、提早贖回選擇權及認沽權(與主合約並無密切關係)的優先票據及公司債券在初步確認時獨立分類為相關項目。於發行日，負債、提早贖回選擇權及認沽權部分均按公平值確認。

於其後期間，優先票據及公司債券的負債部分使用實際利息法按攤銷成本列賬。提早贖回選擇權及認沽權按公平值計量，而公平值變動則在損益中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments(Continued)

##### Convertible bonds contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

#### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

#### Senior notes and corporate bonds

Senior notes and corporate bonds issued by the Company that both liability, early redemption option and put option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability, early redemption option and put option components are recognised at fair value.

In subsequent periods, the liability component of the senior notes and corporate bonds is carried at amortised cost using the effective interest method. The early redemption option and put option is measured at fair value with changes in fair value recognised in profit or loss.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 3. 重大會計政策(續)

##### 金融工具(續)

##### 金融負債及股本工具(續)

##### 優先票據及公司債券(續)

與發行優先票據及公司債券有關的交易成本按有關公平值比例分配予負債、提早贖回選擇權及認沽權部分。與提早贖回選擇權及認沽權有關的交易成本即時於損益中扣除。與負債部分有關的交易成本計入負債部分的眼面值，並使用實際利息法在優先票據及公司債券期間內攤銷。

##### 終止確認金融負債／金融負債的非重大修改

於及僅於本集團的責任已獲履行、註銷或屆滿時，本集團方會終止確認金融負債。已終止確認的金融負債的眼面值與已付及應付代價之間的差額，會在損益中確認。

本集團與借貸方交換條款有重大差異的金融負債將入賬列作取消原金融負債及確認新金融負債。對現有金融負債或其部分條款的重大修訂(無論是否歸因於本集團的財政困難)均入賬列作取消原金融負債及確認新金融負債。

本集團認為，倘根據新條款的現金流量經貼現現值(包括任何已付費用減任何已收並使用原實際利率貼現的任何費用)與原金融負債剩餘現金流量經貼現現值的差額為至少10%以上，則有關條款存在重大差異。因此，債務工具的有關交換或條款修訂均入賬列作取消，由此產生的任何成本或費用於取消時確認為收益或虧損的一部分。倘有關差額少於10%，則交換或修訂被視為非重大修訂。

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial liabilities and equity instruments(Continued)

##### Senior notes and corporate bonds (Continued)

Transaction costs that relate to the issue of the senior notes and corporate bonds are allocated to the liability, early redemption option and put option components in proportion to their relative fair values. Transaction costs relating to the early redemption option and put option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the senior notes and corporate bonds using the effective interest method.

##### Derecognition of financial liabilities/non-substantial modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.



### 3. 重大會計政策(續)

金融工具(續)

金融負債及股本工具(續)

金融負債的非重大修改(自二零一八年一月一日起根據國際財務報告準則第9號)

就不會導致終止確認的金融負債的非重大修改而言，相關金融負債的賬面值將按經修改合約現金流量的現值並以金融負債原實際利率貼現計量。所產生交易成本或費用調整至經修改金融負債的賬面值，並於餘下年期予以攤銷。任何對金融負債賬面值的調整均於修改日期在損益確認。

### 4. 重大會計判斷及估計不明朗因素的主要來源

於應用附註3所述本集團的會計政策時，本公司董事須就無法透過其他來源確定的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及被視為相關的其他因素作出。實際結果可能與該等估計不盡相同。

估計及相關假設會持續獲審閱。對會計估計作出的修訂於該估計修訂的期間確認(倘該修訂僅影響該期間)，或於修訂期間及未來期間確認(倘該修訂影響本期間及未來期間)。

應用會計政策時的關鍵判斷

以下為本公司董事於應用本集團會計政策的過程中所作出並對於綜合財務報表所確認金額有最重大影響的關鍵判斷，惟不包括涉及估計的判斷(見下文)。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Non-substantial modifications of financial liabilities (under IFRS 9 since 1 January 2018)

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 應用會計政策時的關鍵判斷(續)

##### 投資物業的遞延稅項

遞延稅項負債約人民幣1,202,035,000元(二零一七年:人民幣1,157,387,000元)主要與附註40所載於二零一八年十二月三十一日確認的投資物業公平值變動有關。

就計量利用公平值模式計量的投資物業所產生遞延稅項負債或遞延稅項資產而言,本公司董事已審閱本集團的投資物業組合併得出結論,認為本集團投資物業以旨在隨著時間推移而消耗該等投資物業包含的絕大部分經濟利益的商業模式持有。因此,在釐定本集團投資物業的遞延稅項時,董事認為,國際會計準則第12號「所得稅」所載的以公平值模式計量的投資物業可因出售而收回的假設並不成立。

##### 對若干附屬公司的控制權

本集團僅持有若干附屬公司不足50%的股本權益。本集團透過與該等附屬公司其他股東訂立補充協議,從而能夠行使對該等附屬公司的控制權。

本公司董事根據本集團是否有實際能力單方面指示該等附屬公司的相關活動,釐定本集團是否對該等附屬公司擁有控制權。於決定對該等附屬公司相關活動是否擁有權力並作出判斷時,本公司董事考慮了本集團於該等附屬公司所持有的投票權、其董事會所控制的營運及財務活動以及該等附屬公司管理委員會的能力(如必要)。透過簽立上述補充協議,所有策略性財務及營運決定必須由董事會(其中大多數董事均由本集團委任)簡單大多數批准,即使部分策略性財務及營運決策須獲附屬公司管理委員會批准(視情況而定)。經評估後,董事得出結論,認為本集團就指示該等附屬公司的相關活動具有充足的主導投票權,因此,本集團對該等附屬公司擁有控制權。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Critical judgements in applying accounting policies (Continued)

##### Deferred taxation on investment properties

Deferred taxation liabilities of approximately RMB1,202,035,000 (2017: RMB1,157,387,000), mainly in relation to fair value change of investment properties, have been recognised at 31 December 2018 as set out in note 40.

For the purposes of measuring deferred taxation liabilities or deferred taxation assets arising from investment properties that are measured 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 are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption set out in IAS 12 "Income Taxes" that investment properties measured using the fair value model are recovered through sale is rebutted.

##### Control over certain subsidiaries

The Group has only held not more than 50% equity interests in certain subsidiaries. By execution of the supplemental agreements entered into between the Group and the other shareholders of these subsidiaries, the Group is able to exercise control over them.

The directors of the Company assessed whether or not the Group has control over these subsidiaries based on whether the Group has the practical ability to direct the relevant activities of these subsidiaries unilaterally. In making their judgements, the directors of the Company considered the Group's voting power in these subsidiaries, the operational and financial activities controlled by their board of directors and the ability of the management committee of the subsidiaries whenever necessary in determining its power over the relevant activities of these subsidiaries. By execution of the aforesaid supplemental agreements, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which majority of the directors are appointed by the Group, despite that some strategic financial and operating decisions are required to be approved by the management committee of the subsidiaries as the case would be. After assessment, the directors concluded that the Group has sufficiently dominant voting power to direct the relevant activities of these subsidiaries and therefore the Group has control over these subsidiaries.



#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 應用會計政策時的關鍵判斷(續)

##### 業務合併與資產收購

本集團於年內收購多間附屬公司。本公司董事評估該等收購事項是否構成國際財務報告準則第3號「業務合併」項下的收購。在彼等作出判斷時，董事考慮了該等附屬公司的物業項目的狀況、預售物業的階段及人員到位程度。經評估後，董事得出結論，認為收購上海旭梭實業有限公司(「上海旭梭」)、蘇州凱合投資諮詢有限公司(「蘇州凱合」)、蘇州旭悅置業有限公司(「蘇州旭悅」)及青島銀盛泰置業有限公司(「青島銀盛泰」)構成業務合併，而收購其他附屬公司則視作收購資產。

##### 估計不確定性的主要來源

以下為於報告期末有關未来的主要假設及估計不明朗因素的其他主要來源，有關假設及來源具有可能導致資產及負債的賬面值於下一財政年度內作出大幅調整的重大風險。

##### 投資物業估值

投資物業估值人民幣16,147,400,000元(二零一七年：人民幣14,402,350,000元)根據獨立合資格專業估值師進行的估值按公平值列賬。釐定公平值時，估值師以涉及若干市況估計的估值法為基準計算。於依賴估值報告時，本公司董事已自行作出判斷，並信納估值所用假設能反映現時市況。該等假設的任何變動均會改變本集團投資物業的公平值，並須對綜合損益及其他全面收益表所報損益金額作出相應調整。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Critical judgements in applying accounting policies (Continued)

##### Business combinations versus acquisition of assets

The Group had acquired a number of subsidiaries during the year. The directors of the Company assessed whether or not these acquisitions constituted an acquisition of a business under IFRS 3 “Business Combinations”. In making their judgements, the directors considered the status of the property projects of these subsidiaries, the stage of making pre-sale of properties and the extent of workforce in place. After assessment, the directors concluded that the acquisitions of Shanghai Xusuo Industry Co., Ltd. (上海旭梭實業有限公司) (“Shanghai Xusuo”), Suzhou Kaihe Investment Consultancy Co., Ltd. (蘇州凱合投資諮詢有限公司) (“Suzhou Kaihe”), Suzhou Xuyue Property Co., Ltd. (蘇州旭悅置業有限公司) (“Suzhou Xuyue”) and Qingdao Yinshengtai Property Development Co., Ltd (青島銀盛泰置業有限公司) (“Qingdao Yinshengtai”) constituted business combinations, while the acquisition of other subsidiaries are considered as acquisition of assets.

##### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

##### Valuation of investment properties

Investment properties of RMB16,147,400,000 (2017: RMB14,402,350,000) are stated at fair value based on the valuations performed by independent qualified professional valuer. In determining the fair values, the valuer has based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgements and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group’s investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 估計不確定性的主要來源(續)

##### 擬作出售的開發中物業及持作出售物業(統稱「物業」)

如附註3所說明，本集團擬作出售的開發中物業及持作出售物業按成本與可變現淨值兩者中較低者列賬。於釐定該等物業的可變現淨值及該等物業竣工所需未來成本的估算時，本公司董事作出重大判斷。

根據本公司董事的經驗及目標物業性質，本公司董事參考物業的估計市價釐定該等物業的可變現淨值，當中計及多項因素，包括類似項目的類似物業種類或類似物業的近期價格，以及中國房地產市場當前及預測市況。本公司董事參考本集團其他類似已竣工物業的實際開發成本估計物業竣工所需的未來成本，惟可按若干現時市場數據予以調整。

倘完工成本增加或銷售淨值減少，則可變現淨值將會減少，此可能導致持作出售物業價值撇減。有關撇減需要使用判斷及估計。倘預期與原來估計有別，則物業在有關估計改變期間的賬面值及撇減會作相應調整。

此外，由於物業市場波動及個別物業性質獨特，實際成本及收入結果可能高於或低於報告期末作出的估計。估計出現任何增幅或減幅將會影響未來年度的損益。

於二零一八年十二月三十一日，擬作出售的開發中物業及持作出售物業的賬面值分別為人民幣84,137,912,000元(二零一七年：人民幣34,603,171,000元)及人民幣10,238,165,000元(二零一七年：人民幣9,128,504,000元)。年內概無進行物業撇減(二零一七年：無)。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Key sources of estimation uncertainty(Continued)

##### Properties under development for sale and properties held for sale (collectively referred to as the “Properties”)

As explained in note 3, the Group’s properties under development for sale and properties held for sale are stated at the lower of cost and NRV. The directors of the Company make significant judgements in determining the NRV of these Properties and the estimation of future costs to completion of these Properties.

Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the NRV of these Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including the recent prices of similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC. The directors of the Company estimate the future cost to completion of the Properties by reference to the actual development cost of other similar completed projects of the Group, adjusted by certain current market data.

If there is an increase in costs to completion or a decrease in net sales value, the NRV will decrease and this may result in write-down of value of the properties for sale. Such write-down requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and write-down for properties in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in the estimates would affect profit or loss in future years.

As at 31 December 2018, the carrying amounts of properties under development for sale and properties held for sale are RMB84,137,912,000 (2017: RMB34,603,171,000) and RMB10,238,165,000 (2017: RMB9,128,504,000) respectively. No write-downs of the properties were made during the year (2017: Nil).

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不確定性的主要來源(續)

##### 土地增值稅(「土地增值稅」)

本集團於中國發展作銷售的物業就土地增值按30%至60%不等的累進稅率徵收土地增值稅，即物業銷售所得款項減可扣稅支出(包括土地成本、銷售費用、借款成本及所有相關物業發展開支)。

本集團在中國須繳付土地增值稅，其與所使用比率的適當性高度相關。由於不確定物業銷售所得款項及可扣稅支出，本公司董事於估計土地增值金額時須作出重大判斷。

本集團向買方交付物業後於綜合損益及其他全面收益表確認土地增值稅。然而，整個物業項目完成實際增值前，將不會與中國地方稅務機關落實計算及支付年內土地增值稅。最後稅務結果可能有別於最初入賬金額，而該等差額將於本集團與地方稅務機關落實有關稅項期間對所得稅開支及相關所得稅撥備構成影響。

##### 遞延稅項資產

如附註40所載，於二零一八年十二月三十一日已確認合共約人民幣1,305,740,000元(二零一七年：人民幣556,356,000元)的遞延稅項資產，主要有關稅項虧損及土地增值稅。遞延稅項資產是否可予變現主要視乎未來有否足夠可供動用的未來利潤或應課稅臨時差額。本公司董事根據已頒佈或實際已頒佈的稅率，以及本集團對預期動用稅項虧損或／及可扣減臨時差額的未來數年所作利潤預測的最佳資料釐定遞延稅項資產。本公司董事於報告期末前審閱假設及利潤預測。倘所產生的實際未來利潤低於所預期者，則可能須撥回遞延稅項資產，並於撥回期間在綜合損益及其他全面收益表內確認。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty(Continued)

##### Land appreciation tax ("LAT")

LAT is levied on properties developed by the Group for sale in the PRC, 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 the cost of land, sales charges, borrowing costs and all relevant property development expenditures.

The Group is subject to LAT in the PRC which is highly dependent on the appropriateness of the rates used. Significant judgements are made by the directors of the Company in estimating the amounts of land appreciation due to the uncertainty of proceeds of sales of properties and deductible expenditures.

The Group recognises LAT in its consolidated statement of profit or loss and other comprehensive income when properties are delivered to the buyers. However, the LAT calculation and payments with local tax authorities in the PRC in the year will not be finalised until the actual appreciation value of the whole property project is completed. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

##### Deferred taxation assets

Deferred taxation assets of approximately RMB1,305,740,000 (2017: RMB556,356,000) in aggregate mainly in relation to tax losses and LAT, have been recognised at 31 December 2018 as set out in note 40. The realisability of the deferred taxation assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. The directors of the Company determine the deferred taxation assets based on the enacted or substantially enacted tax rates and the best knowledge of profit projections of the Group for coming years during which the tax losses or/and the deductible temporary differences are expected to be utilised. The directors of the Company review the assumptions and profit projections by the end of the reporting period. In cases where the actual future profits generated are less than expected, a reversal of deferred taxation assets may arise, which would be recognised in the consolidated statement of profit or loss and other comprehensive income for the period in which such a reversal takes place.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 4. 重大會計判斷及估計不明朗因素的主要來源(續)

##### 估計不確定性的主要來源(續)

##### 估計建造成本作收入確認

本集團的若干項目根據開發及交付計劃分為若干階段。本集團於交付物業後確認銷售。銷售成本(包括各階段的建造成本及可分攤至各階段的共同成本)根據管理層對整個項目的總開發成本及物業交付時分攤至各階段的費用所作最佳估計而計算。

##### 公平值計量及估值流程

就財務呈報而言，本集團部分資產及負債按公平值計量。本公司董事負責就公平值計量釐定適當估值方法及輸入數據。

於估計資產或負債的公平值時，本集團使用可供參考的市場可觀察數據。倘並無第一級輸入數據，本集團委聘獨立合資格專業估值師進行估值。本公司董事與獨立合資格專業估值師緊密合作，為模式制定適當的估值方法及輸入數據。董事定期評估資產及負債公平值波動的影響及原因。

本集團使用包含並非基於市場可觀察數據的輸入數據的估值方法估計投資物業及若干類型金融工具的公平值。附註14及53載列於釐定不同資產及負債公平值時所使用的有關估值方法、輸入數據及主要假設的詳細資料。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Key sources of estimation uncertainty (Continued)

##### Construction costs estimation for revenue recognition

Certain projects of the Group are divided into several phases according to the development and delivery plans. The Group recognises sales upon delivery of properties. Cost of sales including construction costs specific to the phases and common costs allocable to the phases are calculated based on management's best estimation of the total development costs for the whole project and the allocation to each phase at the time when the properties are delivered.

##### Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The directors of the Company are responsible in determining the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified professional valuers to perform the valuation. The directors of the Company work closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model. The directors regularly assess the impact and the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties and certain types of financial instruments. Notes 14 and 53 provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

## 5. 收入

收入指於年內(扣除折扣後)銷售物業的收入、租金收入及提供項目管理以及其他物業相關服務所收取的收入，其分析如下：

## 5. REVENUE

Revenue represents income from sales of properties, rental income and income from provision of project management and other property related services earned during the year, net of discounts allowed, and is analysed as follows:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
銷售物業	Sales of properties	39,014,007	30,295,062
租金收入	Rental income	236,978	94,428
項目管理及其他物業相關服務收入	Project management and other property related services income	3,116,662	1,434,798
		42,367,647	31,824,288

### 客戶合約收入分拆

### Disaggregation of revenue from contracts with customers

		截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018		
		物業銷售 Sales of properties 人民幣千元 RMB'000	項目管理及其他物業相關服務 Project management and other property related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
貨品或服務類型	Types of goods or services			
物業銷售	Sales of properties			
住宅	Residential	31,809,887	—	31,809,887
辦公樓及商業	Office & Commercial	5,970,939	—	5,970,939
停車場及其他	Carpark and others	1,233,181	—	1,233,181
		39,014,007	—	39,014,007
項目管理及其他物業相關服務	Project management and other property related services	—	3,116,662	3,116,662
總計	Total	39,014,007	3,116,662	42,130,669



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 5. 收入 (續)

##### 客戶合約收入分拆 (續)

#### 5. REVENUE (Continued)

##### Disaggregation of revenue from contracts with customers (Continued)

		截至二零一八年十二月三十一日止年度 For the year ended 31 December 2018		
		物業銷售 Sales of properties 人民幣千元 RMB'000	項目管理及 其他物業 相關服務 Project management and other property related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
確認收入的時間	Timing of revenue recognition			
於某一時間點	A point in time	39,014,007	—	39,014,007
一段時間內	Over time	—	3,116,662	3,116,662
總計	Total	39,014,007	3,116,662	42,130,669

#### 客戶合約的履約責任

就與客戶訂立的銷售物業合約而言，於合約內指定的相關物業基於客戶的規格，且並無其他用途。考慮到相關合約的條款，管理層認為本集團在相關物業轉交至客戶前並無強制執行付款的權利。因此，銷售物業收入於完成物業轉交至客戶時（即於客戶取得完成物業的控制權及本集團對付款擁有現時權利，且很可能收取代價時）確認。

本集團於客戶簽署買賣合約（使用銀行提供的按揭貸款的客戶，只要其滿足銀行要求，合約總價值餘額將由銀行支付予本集團）時收取合約價值的30%至100%，期間物業的建設工程仍持續進行。該等預收客戶合約價值30%至100%的款項導致合約負債，該合約負債於物業建造期間就合約總價予以確認，直至物業銷售確認為止。

#### Performance obligations for contracts with customers

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the management concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains control of the completed property and the Group has present right to payment and collection of the consideration is probable.

The Group receives 30%-100% of the contract value from customers when they sign the sale and purchase agreement (the customers who use mortgage loans provided by the banks and the remaining amount of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks) while construction work of properties is still ongoing. These advance payment of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of properties is recognised.

## 6. 分部資料

本集團根據主要經營決策者(即本公司執行董事)為按分部分配資源及評估其表現而定期審閱的有關本集團組成部分的內部報告,確定其經營分部。

向本集團主要經營決策者就分配資源及評估表現而報告的資料集中於以下三項主要業務:

- 物業銷售:此分部指開發及銷售辦公室及商業物業以及住宅物業。本集團大部分此方面的業務主要在中國及香港開展。
- 房地產投資:此分部指租賃本集團開發或購買的投資物業,以賺取租金收入並長期從物業升值中受益。本集團目前的投資物業組合全部位於中國。
- 項目管理及其他物業相關服務:此分部主要指項目管理所產生的收入。本集團此方面的業務目前乃於中國開展。

主要經營決策者定期審閱物業銷售、物業投資、項目管理及其他物業相關服務的經營業績。由於房地產開發項目主要位於中國及香港,其收入主要來自物業銷售,且牽涉及承擔相同風險與回報。所有房地產開發項目已根據國際財務報告準則第8號「經營分部」合併為單一可呈報分部(物業銷售)。

## 6. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (being the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of performance is focused on three main operations:

- Sales of properties: this segment represents the development and sales of office and commercial premises and residential properties. Substantially most of the Group's activities in this regard are primarily carried out in the PRC and Hong Kong.
- Property investment: this segment represents the lease of investment properties, which are developed or purchased by the Group to generate rental income and to gain from the appreciation of the properties' values in the long term. Currently, the Group's investment property portfolio is located entirely in the PRC.
- Project management and other property related services: this segment mainly represents the income generated from project management. Currently, the Group's activities in this regard are carried out in the PRC.

The chief operating decision maker regularly reviews the operating results under sales of properties, property investment, project management and other property related services. As property development projects are primarily located in the PRC and Hong Kong, their revenue are primarily derived from the sales of properties, and is related and subject to common risk and returns. All property development projects are aggregated into a single reportable segment, sales of properties, in accordance with IFRS 8 "Operating Segments".



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 6. 分部資料 (續)

##### (a) 分部收入及利潤

年內，提供予本集團主要經營決策者以分配資源及評估分部表現的有關本集團可呈報分部的資料載列如下。

		物業銷售 Sales of properties 人民幣千元 RMB'000	房地產投資 Property investment 人民幣千元 RMB'000	項目管理及 其他物業 相關服務 Project management and other property related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零一八年十二月三十一日止年度	Year ended 31 December 2018				
來自外部客戶的可呈報分部收入	Reportable segment revenue from external customers	39,014,007	236,978	3,116,662	42,367,647
可呈報分部利潤	Reportable segment profit	8,120,242	153,956	1,185,542	9,459,740

		物業銷售 Sales of properties 人民幣千元 RMB'000	房地產投資 Property investment 人民幣千元 RMB'000	物業管理、 項目管理及 其他物業 相關服務 Project management and other property related services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零一七年十二月三十一日止年度	Year ended 31 December 2017				
來自外部客戶的可呈報分部收入	Reportable segment revenue from external customers	30,295,062	94,428	1,434,798	31,824,288
可呈報分部利潤	Reportable segment profit	7,221,874	57,488	732,622	8,011,984

##### (b) 分部資產及負債

由於主要經營決策者於計算本集團分部呈報時並無計入資產及負債，因此並無呈列分部資產及負債。

#### 6. SEGMENT INFORMATION (Continued)

##### (a) Segment revenue and profit

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the year is set out below.

##### (b) Segment assets and liabilities

No assets and liabilities are included in the measures of the Group's segment reporting that are used by the chief operating decision maker. Accordingly, no segment assets and liabilities are presented.

## 6. 分部資料 (續)

### (c) 可呈報分部收入及利潤的對賬

可呈報分部利潤指各分部業績，未計及本集團主要業務以外業務所賺取的其他收入、收益及虧損的分配、未分配總部及企業開支、物業、廠房及設備折舊、撥回信貸虧損撥備、投資物業公平值變動、融資成本以及應佔合營企業及聯營公司業績的任何影響。此乃向主要經營決策者匯報以分配資源及評估表現的計量基礎。

## 6. SEGMENT INFORMATION (Continued)

### (c) Reconciliations of reportable segment revenue and profit

The reportable segment profit represents the results by each segment without including any effect of allocation of other income, gains and losses earned from operations other than the Group's main operations, unallocated head office and corporate expenses, depreciation of property, plant and equipment, write-back of allowance for credit losses, change in fair value of investment properties, finance costs and share of results of joint ventures and associates. This is the measurement basis reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>收入</b>	<b>Revenue</b>		
可呈報分部及綜合收入	Reportable segment and consolidated revenue	42,367,647	31,824,288
<b>利潤</b>	<b>Profit</b>		
可呈報分部利潤	Reportable segment profit	9,459,740	8,011,984
其他收入、收益及虧損	Other income, gains and losses	2,065,884	795,935
投資物業公平值變動	Change in fair value of investment properties	106,385	657,791
融資成本	Finance costs	(368,741)	(262,340)
應佔合營企業業績	Share of results of joint ventures	725,068	1,405,864
應佔聯營公司業績	Share of results of associates	1,450,388	699,766
物業、廠房及設備折舊	Depreciation of property, plant and equipment	(30,700)	(17,394)
撥回信貸虧損撥備	Write-back of allowance for credit losses	118	746
未分配總部及企業開支	Unallocated head office and corporate expenses	(2,091,149)	(1,251,190)
除稅前綜合利潤	Consolidated profit before taxation	11,316,993	10,041,162

### (d) 地區資料

由於本集團的經營活動主要於中國及香港展開，故並無呈列地區資料。本集團所有來自流動及非流動資產的收入位於中國。

### (d) Geographic information

No geographic information has been presented as the Group's operating activities are primarily carried out in the PRC and Hong Kong. All of the Group's revenue from current and non-current assets are located in the PRC.

### (e) 主要客戶

並無與單一外部客戶進行的交易所得收入佔本集團收入10%或以上。

### (e) Major customers

No revenue from transactions with a single external customer amounted to 10% or more of the Group's revenue.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 7. 其他收入、收益及虧損

#### 7. OTHER INCOME, GAINS AND LOSSES

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
利息收入	Interest income	493,498	372,244
重新計量收益(附註41)	Gain on remeasurement (note 41)	903,376	574,305
業務合併收益(附註41)	Gain from business combinations (note 41)	—	200,030
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	607	8,285
出售附屬公司的收益淨額(附註42)	Gain on disposal of subsidiaries, net (note 42)	434,924	34,675
出售一間聯營公司的收益(附註17(a))	Gain on disposal of an associate (note 17 (a))	25,671	—
視作出售附屬公司的收益(附註42)	Gain on deemed disposal of subsidiaries (note 42)	—	1,206
政府補貼	Government grants	20,949	31,483
沒收買家支付的按金	Forfeited deposits paid by purchasers	34,956	14,839
提早贖回優先票據虧損	Loss on early redemption of senior notes	—	(118,464)
按公平值計入損益的金融資產的 公平值變動	Change in fair value of financial assets at FVTPL	72,196	(94,726)
按公平值計入損益的金融資產的 股息收入	Dividend income from financial assets at FVTPL	15,780	11,284
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	14,948	(538,733)
房地產項目投資公平值變動	Change in fair value of investments in property projects	247,618	144,699
房地產項目投資的股息收入	Dividend income from investments in property projects	215,365	—
可換股債券衍生部分公平值變動 (附註37)	Change in fair value of derivative component of convertible bonds (note 37)	99,182	—
匯兌(虧損)收益淨額	Net exchange (loss) gain	(575,387)	108,413
雜項收入	Sundry income	62,201	46,395
		2,065,884	795,935

#### 8. 融資成本

#### 8. FINANCE COSTS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
銀行及其他借款的利息	Interest on bank and other borrowings	(2,809,857)	(1,487,465)
優先票據的利息開支	Interest expense on senior notes	(853,797)	(356,203)
公司債券的利息開支	Interest expense on corporate bonds	(614,757)	(467,105)
可換股債券的利息開支	Interest expense on convertible bonds	(110,152)	—
減：擬作出售的開發中物業及 在建投資物業的資本化金額	Less: Amount capitalised to properties under development for sale and investment properties under construction	4,019,822	2,048,433
		(368,741)	(262,340)

擬作出售的開發中物業及在建投資物業的資本化融資成本根據分別披露於附註34、35、36及37的銀行及其他借款、優先票據、公司債券及可換股債券的合約利率釐定。

Finance costs capitalised to properties under development for sale and investment properties under construction were determined by the contracted interest rates of respective bank and other borrowings, senior notes, corporate bonds and convertible bonds as disclosed in notes 34, 35, 36 and 37 respectively.

## 9. 所得稅開支

## 9. INCOME TAX EXPENSE

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
中國企業所得稅	PRC Enterprise Income Tax		
本年度	Current year	(3,436,417)	(2,198,836)
過往年度超額撥備(撥備不足)	Over (under) provision in respect of prior years	52,872	(54,413)
土地增值稅	LAT	(3,676,467)	(2,123,944)
		(7,060,012)	(4,377,193)
遞延稅項(附註40)	Deferred taxation (note 40)	2,861,344	484,548
		(4,198,668)	(3,892,645)

根據中國企業所得稅法及企業所得稅法實施條例，兩個年度的中國附屬公司的稅率為25%。

Under the Law of the PRC on Enterprise Income Tax and Implementation Regulation of the Enterprise Income Tax Law, the tax rate of the PRC subsidiaries is 25% for both years.

土地增值稅撥備乃根據相關中國稅務法律及法規所載規定估計。土地增值稅已按增值價值的累進稅率範圍作出撥備(附帶若干許可的豁免及減免)。

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

根據英屬處女群島(「英屬處女群島」)及開曼群島的規則及法規，本集團毋須在英屬處女群島及開曼群島繳納任何所得稅。

Pursuant to the rules and regulations of the British Virgin Islands ("BVI") and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands.

由於本集團的收入既不產自亦非來自香港，故並無就香港利得稅作出撥備。

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

遞延稅項的詳情載於附註40。

Details of the deferred taxation are set out in note 40.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 9. 所得稅開支(續)

年內所得稅開支與綜合損益及其他全面收益表內除稅前利潤的對賬如下：

#### 9. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
除稅前利潤	Profit before taxation	11,316,993	10,041,162
按25%繳納的中國企業所得稅	PRC Enterprise Income Tax at 25%	(2,829,248)	(2,510,291)
不可扣稅開支的稅務影響	Tax effect of expenses not deductible for tax purposes	(464,018)	(503,457)
毋須課稅收入的稅務影響	Tax effect of income not taxable for tax purposes	425,573	271,412
土地增值稅	LAT	(2,599,928)	(2,123,944)
土地增值稅的稅務影響	Tax effect of LAT	649,982	530,986
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	(110,933)	(108,124)
動用先前未確認的稅項虧損	Utilisation of tax losses previously not recognised	127,555	86,252
未確認可扣減臨時差額的 稅務影響(附註)	Tax effect of deductible temporary differences not recognised (note)	(12,044)	(21,115)
動用先前未確認的可扣減臨時差額	Utilisation of deductible temporary differences previously not recognised	17,657	10,478
應佔合營企業業績的稅務影響	Tax effect of share of results of joint ventures	181,267	351,466
應佔聯營公司業績的稅務影響	Tax effect of share of results of associates	362,597	174,942
過往年度超額撥備(撥備不足)	Over (under) provision in respect of prior years	52,872	(54,413)
其他	Others	—	3,163
年內所得稅開支	Income tax expense for the year	(4,198,668)	(3,892,645)

附註：兩個年度的未確認可扣減臨時差額的稅務影響指調整有關建造物業的公司間交易及公司間轉讓已竣工停車場所產生的可扣減臨時差額。

Note: Tax effect of deductible temporary differences not recognised for both years represent the adjustments of deductible temporary differences arising from inter-company transactions in relation to construction of properties and inter-company transfer of the completed car parks.

## 10. 年內利潤

## 10. PROFIT FOR THE YEAR

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
年內利潤乃經扣除(計入)下列各項：	Profit for the year has been arrived at after charging (crediting):		
核數師酬金	Auditors' remuneration	10,900	7,000
計入銷售及服務成本的已售物業成本	Cost of properties sold included in cost of sales and services	29,632,352	22,395,651
物業、廠房及設備折舊	Depreciation of property, plant and equipment	30,700	17,394
撥回呆賬撥備	Write-back of allowance for credit losses	(118)	(746)
土地及樓宇的經營租賃租金	Operating lease rentals in respect of land and buildings	81,089	85,026
董事薪酬(附註11)	Directors' emoluments (note 11)	41,579	40,088
其他員工成本	Other staff costs		
員工成本(不包括退休福利成本)	Staff costs excluding retirement benefit costs	2,070,899	969,313
退休福利成本	Retirement benefit contributions	98,002	60,011
以股本權益結算並以股份付款	Equity-settled share-based payments	67,524	33,916
其他員工成本總額	Total other staff costs	2,236,425	1,063,240
減：擬佔出售的開發中物業的資本化金額	Less: Amount capitalised to properties under development for sale	(439,472)	(189,927)
		1,796,953	873,313
投資物業租金收入	Rental income from investment properties	(236,978)	(94,428)
減：相關開支	Less: Related outgoings	83,022	36,941
		(153,956)	(57,487)

綜合財務報表附註

Notes to the Consolidated Financial Statements

11. 董事及僱員薪酬

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>董事薪酬</b>	<b>Directors' emoluments</b>		
董事袍金	Directors' fees	776	770
獨立非執行董事的以股本權益結算並以股份付款	Equity-settled share-based payments for independent non-executive directors	306	260
執行董事的其他薪酬	Other emoluments for executive directors		
– 基本薪金及津貼	– basic salaries and allowances	19,551	15,780
– 以股本權益結算並以股份付款	– equity-settled share-based payments	11,099	599
– 酌情花紅	– discretionary bonus	9,348	22,159
– 退休福利供款	– retirement benefit contributions	499	520
		41,579	40,088

		董事袍金 Directors' fees 人民幣千元 RMB'000	基本薪金及津貼 Basic salaries and allowances 人民幣千元 RMB'000	以股本權益結算並以股份付款 Equity-settled share-based payments 人民幣千元 RMB'000	酌情花紅 Discretionary bonus 人民幣千元 RMB'000	退休福利供款 Retirement benefit contributions 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>截至二零一八年十二月三十一日止年度</b>	<b>Year ended 31 December 2018</b>						
<b>執行董事姓名</b>	<b>Name of executive director</b>						
林中先生	Mr. Lin Zhong	–	3,730	–	–	96	3,826
林偉先生	Mr. Lin Wei	–	3,130	–	–	147	3,277
林峰先生	Mr. Lin Feng	–	6,187	11,073	4,466	96	21,822
陳東彪先生	Mr. Chen Dongbiao	–	3,902	26	2,737	80	6,745
楊欣先生	Mr. Yang Xin	–	2,602	–	2,145	80	4,827
<b>獨立非執行董事姓名</b>	<b>Name of independent non-executive director</b>						
顧雲昌先生	Mr. Gu Yunchang	228	–	93	–	–	321
張永岳先生	Mr. Zhang Yongyue	228	–	93	–	–	321
陳偉成先生	Mr. Tan Wee Seng	320	–	120	–	–	440
<b>非執行董事姓名</b>	<b>Name of non-executive director</b>						
王威先生(於二零一八年十一月二十五日獲委任)	Mr. Wang Wei (appointed on 25 November 2018)	–	–	–	–	–	–
鄒益民先生(於二零一八年十一月二十五日辭任)	Mr. Zhou Yimin (resigned on 25 November 2018)	–	–	–	–	–	–
		776	19,551	11,405	9,348	499	41,579



# 11. 董事及僱員薪酬(續)

# 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

		董事袍金	基本薪金及津貼	以股本權益結算並以股份付款	酌情花紅	退休福利供款	總計
		Directors' fees	Basic salaries and allowances	Equity-settled share-based payments	Discretionary bonus	Retirement benefit contributions	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
截至二零一七年十二月三十一日止年度		Year ended 31 December 2017					
<b>執行董事姓名</b>		<b>Name of executive director</b>					
林中先生	Mr. Lin Zhong	–	3,307	–	–	105	3,412
林偉先生	Mr. Lin Wei	–	2,621	–	–	130	2,751
林峰先生	Mr. Lin Feng	–	4,894	308	10,740	105	16,047
陳東彪先生	Mr. Chen Dongbiao	–	3,251	210	6,659	90	10,210
楊欣先生	Mr. Yang Xin	–	1,707	81	4,760	90	6,638
<b>獨立非執行董事姓名</b>		<b>Name of independent non-executive director</b>					
顧雲昌先生	Mr. Gu Yunchang	225	–	84	–	–	309
張永岳先生	Mr. Zhang Yongyue	225	–	84	–	–	309
陳偉成先生	Mr. Tan Wee Seng	320	–	92	–	–	412
<b>非執行董事姓名</b>		<b>Name of non-executive director</b>					
鄒益民先生	Mr. Zhou Yimin	–	–	–	–	–	–
		770	15,780	859	22,159	520	40,088

以上所示執行董事薪酬乃就彼等有關管理本公司及本集團事務所提供的服務而支付。

The executive directors' emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

以上所示獨立非執行董事及非執行董事薪酬乃就彼等出任本公司董事所提供的服務而支付。

The independent non-executive directors' and non-executive directors' emoluments shown above were paid for their services as directors of the Company.

林峰先生為本公司行政總裁，而上文所披露其薪酬包括就其擔任行政總裁所提供服務的薪酬。

Mr. Lin Feng is the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer.

年內，概無有關董事或行政總裁放棄或同意放棄任何薪酬的安排。

There was no arrangement under which a director or the Chief Executive Officer waived or agreed to waive any remuneration during the year.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 11. 董事及僱員薪酬(續)

##### 五名最高薪酬人士

截至二零一八年十二月三十一日止年度，五名最高薪酬人士包括兩名董事(二零一七年：兩名董事)。截至二零一八年十二月三十一日止年度，其餘三名(二零一七年：三名)最高薪酬人士的薪酬如下：

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
僱員	Employees		
— 基本薪金及津貼	— basic salaries and allowances	10,054	6,240
— 酌情花紅	— discretionary bonus	12,648	22,672
— 以股本權益結算並以股份付款	— equity-settled share-based payments	176	282
— 退休福利供款	— retirement benefit contributions	65	269
		22,943	29,463

彼等的薪酬屬以下範圍：

Their emoluments were within the following bands:

		人數 Number of individuals 二零一八年 2018	人數 Number of individuals 二零一七年 2017
7,500,001港元至8,000,000港元	HK\$7,500,001 to HK\$8,000,000	1	—
9,500,001港元至10,000,000港元	HK\$9,500,001 to HK\$10,000,000	2	—
11,000,001港元至11,500,000港元	HK\$11,000,001 to HK\$11,500,000	—	2
12,000,001港元至12,500,000港元	HK\$12,000,001 to HK\$12,500,000	—	1

本集團並無向本公司董事或五名最高薪酬人士支付任何薪酬作為加盟本集團或加盟本集團時的獎勵或離職補償。

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. 股息

## 12. DIVIDEND

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
建議末期股息－每股普通股 人民幣19.68分(二零一七年： 每股普通股人民幣14.54分)	Proposed final dividend – RMB19.68 cents (2017: RMB14.54 cents) per ordinary share	1,524,157	1,105,840

董事會建議，派發二零一八年度末期股息為每股人民幣19.68分(相當於23港分)(二零一七年：人民幣14.54分(相當於18港分)) (「建議末期股息」)。本年度的建議末期股息連同就本年度首六個月的已派發中期股息每股人民幣6.09分(相等於7港分)，合共股息為每股人民幣25.77分(相當於30港分)。建議末期股息可由股東選擇以現金支付或以本公司新繳足股份代替部分或全部該等末期股息的方式支付。

截至二零一八年十二月三十一日止年度的建議末期股息須獲本公司股東於應屆股東週年大會上批准，方可作實。

截至二零一八年十二月三十一日止年度，股東獲派發截至二零一七年十二月三十一日止財政年度的末期股息每股人民幣14.54分(相等於18港分)(二零一七年：截至二零一六年十二月三十一日止財政年度為每股人民幣11.5分(相等於13港分))(包括供股東選擇以獲配發新股份代替現金的形式收取末期股息的以股代息選擇)及截至二零一八年六月三十日止六個月的中期股息每股人民幣6.09分(相等於7港分)，有關詳情如下：

The Board recommends the payment of a final dividend for 2018 of RMB19.68 cents (equivalent to HK23 cents) (2017: RMB14.54 cents (equivalent to HK18 cents)) per share (the “Proposed Final Dividend”). The Proposed Final Dividend for the year in aggregate with the interim dividend of RMB6.09 cents (equivalent to HK7 cents) per share paid in respect of the first six months of the year amounted to total dividends of RMB25.77 cents (equivalent to HK30 cents) per share. The Proposed Final Dividend will be either payable in cash or in form of new fully paid shares of the Company in respect of part or all of such final dividend at shareholders’ option.

The Proposed Final Dividend for the year ended 31 December 2018 is subject to the approval of the Company’s shareholders at the forthcoming annual general meeting.

During the year ended 31 December 2018, a final dividend of RMB14.54 cents (equivalent to HK18 cents) per share in respect of the financial year ended 31 December 2017 (2017: RMB11.5 cents (equivalent to HK13 cents) per share in respect of the financial year ended 31 December 2016), which included scrip dividend alternative offered to shareholders to elect receiving the final dividend by allotment of new shares in lieu of cash, and an interim dividend of RMB6.09 cents (equivalent to HK7 cents) per share in respect of the six months ended 30 June 2018, were paid to shareholders, details as follow:

		二零一八年 2018 千港元 人民幣千元 HK\$'000 RMB'000		二零一七年 2017 千港元 人民幣千元 HK\$'000 RMB'000	
股息	Dividends				
現金	Cash	1,829,116	1,601,575	1,257,545	1,081,363
以股代息選擇(附註39)	Scrip dividend alternative (note 39)	101,789	89,126	5,260	4,523
		1,930,905	1,690,701	1,262,805	1,085,886

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 13. 每股盈利

本公司股東權益應佔每股基本及攤薄盈利乃根據下列數據計算：

#### 13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the equity owners of the Company is based on the following data:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>盈利</b>	<b>Earnings</b>		
計算每股基本盈利的盈利 (本公司股東權益應佔年內利潤)	Earnings for the purpose of basic earnings per share (profit for the year attributable to equity owners of the Company)	5,408,991	4,828,105
對可換股債券的潛在普通股攤薄效應	Effect of dilutive potential ordinary shares on convertible bonds	84,120	–
計算每股攤薄盈利的盈利	Earnings for the purpose of diluted earnings per share	5,493,111	4,828,105

		二零一八年 2018	二零一七年 2017
<b>股份數目</b>	<b>Number of shares</b>		
就計算每股基本盈利的普通股 加權平均數	Weighted average number of ordinary shares for the purpose of basic earnings per share	7,699,329,708	7,081,999,684
潛在普通股攤薄效應：	Effect of dilutive potential ordinary shares on:		
– 購股權	– share options	132,516,045	196,994,925
– 可換股債券	– convertible bonds	252,741,830	–
就計算每股攤薄盈利的普通股 加權平均數	Weighted average number of ordinary shares for the purpose of diluted earnings per share	8,084,587,583	7,278,994,609

上文所示的普通股加權平均數乃經扣除附註48所載的股份獎勵計劃受託人所持有的股份後得出。

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held by the trustee of the share award scheme as set out in note 48.

## 14. 投資物業

## 14. INVESTMENT PROPERTIES

		在建 投資物業 Investment properties under construction 人民幣千元 RMB'000	已竣工 投資物業 Completed investment properties 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一七年一月一日	At 1 January 2017	–	5,773,100	5,773,100
自持作出售物業轉撥	Transfer from properties held for sales	–	725,737	725,737
收購一間附屬公司(附註41)	Acquisition of a subsidiary (note 41)	5,874,000	–	5,874,000
添置	Additions	1,352,311	19,411	1,371,722
公平值增加(減少)	Increase (decrease) in fair value	773,689	(115,898)	657,791
完成後轉撥	Transfer upon completion	(8,000,000)	8,000,000	–
於二零一七年十二月三十一日	At 31 December 2017	–	14,402,350	14,402,350
自持作出售物業轉撥	Transfer from properties held for sales	–	313,884	313,884
收購一間附屬公司(附註41)	Acquisition of a subsidiary (note 41)	1,122,000	–	1,122,000
添置	Additions	22,844	183,924	206,768
公平值增加(減少)	Increase (decrease) in fair value	186,656	(80,271)	106,385
出售	Disposals	–	(3,987)	(3,987)
於二零一八年十二月三十一日	At 31 December 2018	1,331,500	14,815,900	16,147,400

已竣工投資物業及在建投資物業均位於中國，屬中期租賃。所有本集團為賺取租金或作資本增值而持有作經營租賃的物業權益均按公平值模式計量。

The completed investment properties and investment properties under construction are all situated in the PRC under medium-term leases. All the Group's property interests held under operating leases to earn rentals or for capital appreciation are measured using the fair value model.

本集團於二零一八年十二月三十一日抵押人民幣7,061,100,000元(二零一七年：人民幣5,895,550,000元)的投資物業，以擔保本集團的銀行及其他借款。

The Group had pledged investment properties of RMB7,061,100,000 (2017: RMB5,895,550,000) as at 31 December 2018 to secure bank and other borrowings of the Group.

本集團已竣工投資物業及在建投資物業於二零一八年及二零一七年十二月三十一日的公平值乃基於與本集團並無關連的獨立合資格專業估值師行第一太平戴維斯估值及專業顧問有限公司於該等日期進行的估值而得出。第一太平戴維斯估值及專業顧問有限公司擁有合適資格，且擁有評估相關地點的類似物業方面的相關近期經驗。

The fair values of the Group's completed investment properties and investment properties under construction at 31 December 2018 and 2017 have been arrived at on the basis of valuations on those dates carried out by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuer which is not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

已竣工投資物業的估值乃按照收入法透過將現有租約所得租金收入淨額資本化的方式計算，並對適用於已竣工投資物業的各物業的租金收入復歸潛力作適當折減。

The valuations of completed investment properties are based on income method by capitalising the net rental income derived from the existing tenancies with due allowance for reversionary income potential of the respective properties on completed investment properties.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 14. 投資物業 (續)

在建投資物業的估值採用餘值法(以收入法透過資本化來自市場上可觀察的已竣工物業交易的淨租金收入為基準計算)，按該等物業將根據最新開發方案開發及竣工的基準，計及完成開發所耗用的建造成本而得出，以反映已竣工開發項目的質素及發展商利潤。

上年度所用估值方法並無變動。於估計物業的公平值時，物業的最高及最佳用途為其當前用途。

本集團於二零一八年及二零一七年十二月三十一日的投資物業及公平值級別資料詳情如下：

#### 14. INVESTMENT PROPERTIES (Continued)

The valuations of investment properties under construction were arrived at with adoption of the residual approach, which is based on income method by capitalising the net rental income derived from market observable transactions of completed properties with the basis that they will be developed and completed in accordance with the latest development proposals and taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development and developer's profit.

There has been no change from the valuation technique used in prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2018 and 2017 are as follows:

		於二零一八年 十二月三十一日 的公平值 Fair value as at 31 December 2018 人民幣千元 RMB'000	
第三級 Level 3 人民幣千元 RMB'000			
於中國的投資物業	Investment properties located in the PRC	16,147,400	16,147,400
		於二零一七年 十二月三十一日 的公平值 Fair value as at 31 December 2017 人民幣千元 RMB'000	
第三級 Level 3 人民幣千元 RMB'000			
於中國的投資物業	Investment properties located in the PRC	14,402,350	14,402,350

年內並無轉入第三級或自當中轉出。

There were no transfers into or out of Level 3 during the year.

#### 14. 投資物業 (續)

下表提供有關如何釐定重大投資物業的公平值(特別是所使用的估值方法及輸入數據)，及公平值計量按公平值計量輸入數據的可觀察程度所劃分的公平值級別水平(第一級至第三級)的資料。

#### 14. INVESTMENT PROPERTIES (Continued)

The following table gives information about how the fair values of the major investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

於綜合財務 狀況表內本集團 所持投資物業 Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
Completed investment property – Jiaxing CIFI Square 已竣工投資物業 – 嘉興旭輝廣場	Level 3 第三級	Income method (term and reversionary approach) 收入法(租期復歸法)	Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 4% (2017: 4%). 經計入可比較物業產生的 收益及反映所擔保及將收取 租期收入的確定性的調整， 每年租期收益率為4% (二零一七年：4%)。	An increase in the term yield per annum would result in a decrease in fair value and vice versa. 每年租期收益率增加 將導致公平值減 少，反之亦然。
2018: RMB3,170,000,000 二零一八年： 人民幣3,170,000,000元		The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit		
2017: RMB3,170,000,000 二零一七年： 人民幣3,170,000,000元		主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金	Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 4.5% (2017: 4.5%). 經計入單位市場年度租金收入 及可比較物業的單位市值， 每年復歸收益率為4.5% (二零一七年：4.5%)。	An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa. 每年復歸收益率上升 將導致公平值減 少，反之亦然。



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 14. 投資物業 (續)

### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
			Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB114 sq.m./month to RMB569 sq.m./month (2017: RMB112 sq.m./month to RMB560 sq.m./month).	An increase in the market unit rent would result in an increase in fair value and vice versa.
			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎 每平方米每月人民幣114元至 每平方米每月人民幣569元 (二零一七年：每平方米每月 人民幣112元至每平方米每月 人民幣560元)。	市場單位租金上漲將 導致公平值增加， 反之亦然。

## 14. 投資物業 (續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業 Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
Completed investment property – Shanghai CIFI Haishang International 已竣工投資物業 – 上海旭輝 海上國際 2018: RMB1,901,700,000 二零一八年： 人民幣1,901,700,000元 2017: RMB2,072,850,000 二零一七年： 人民幣2,072,850,000元	Level 3 第三級	Income method (term and reversionary approach) 收入法 (租期復歸法)  The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit 主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位租金	Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 5% (2017: 5%). 經計入可比較物業產生的收益及反映所擔保及將收取租期收入的確定性的調整，每年租期收益率為5% (二零一七年：5%)。  Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 5.5% (2017: 5.5%) 經計入單位市場年度租金收入及可比較物業的單位市值，每年復歸收益率為5.5% (二零一七年：5.5%)	An increase in the term yield per annum would result in a decrease in fair value and vice versa. 每年租期收益率增加將導致公平值減少，反之亦然。  An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa. 每年復歸收益率上升將導致公平值減少，反之亦然。

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 14. 投資物業 (續)

### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
			Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB230 sq.m./month to RMB460 sq.m./month (2017: RMB222 sq.m./month to RMB443 sq.m./month).	An increase in the market unit rent would result in an increase in fair value and vice versa. 市場單位租金上漲將 導致公平值增加， 反之亦然。
			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎 每平方米每月人民幣230元至 每平方米每月人民幣460元 (二零一七年：每平方米每月 人民幣222元至每平方米每月 人民幣443元)。	

## 14. 投資物業 (續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業 Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
Completed investment property – Shanghai CIFI Pudong Yangjing 已竣工投資物業 – 上海旭輝 浦東洋涇  2018: RMB8,000,000,000 二零一八年： 人民幣8,000,000,000元  2017: RMB8,000,000,000 二零一七年： 人民幣8,000,000,000元	Level 3 第三級	Income method (term and reversionary approach) 收入法 (租期復歸法)  The key inputs are: (1) Term yield per annum; (2) Reversionary yield per annum; and (3) Market unit rent of individual unit 主要輸入數據為： (1) 每年租期收益率； (2) 每年復歸收益率；及 (3) 個別單位的市場單位 租金	Term yield per annum, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received of 4% (2017: 4%) 經計入可比較物業產生的 收益及反映所擔保及將收取 租期收入的確定性的調整， 每年租期收益率為4% (二零一七年：4%)  Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 4.5% (2017: 4.5%) 經計入單位市場年度租金 收入及可比較物業的 單位市值，每年復歸 收益率為4.5% (二零一七年：4.5%)	An increase in the term yield per annum would result in a decrease in fair value and vice versa. 每年租期收益率增加 將導致公平值減 少，反之亦然。  An increase in the reversionary yield per annum would result in a decrease in fair value and vice versa. 每年復歸收益率上升 將導致公平值減 少，反之亦然。

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 14. 投資物業 (續)

### 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業				
Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
			Market unit rent, using direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities range from around RMB261 sq.m./month to RMB454 sq.m./month (2017: RMB235 sq.m./month to RMB470 sq.m./month)	An increase in the market unit rent would result in an increase in fair value and vice versa. 市場單位租金上漲將 導致公平值增加， 反之亦然。
			使用直接市場比較方法並經計 入位置及臨街道路、物業大 小及設施等其他各項因素， 所得市場單位租金介乎 每平方米每月人民幣261元至 每平方米每月人民幣454元 (二零一七年：每平方米 每月人民幣235元至每平方米 每月人民幣470元)	

## 14. 投資物業 (續)

## 14. INVESTMENT PROPERTIES (Continued)

於綜合財務 狀況表內本集團 所持投資物業 Investment properties held by the Group in the consolidated statement of financial position	公平值級別 Fair value hierarchy	估值方法及 主要輸入數據 Valuation technique(s) and key input(s)	重要無法觀察 輸入數據 Significant unobservable input(s)	無法觀察 輸入數據與 公平值的關係 Relationship of unobservable inputs to fair value
Investment property under construction – Shanghai Jiuting Center 在建投資物業 – 上海九亭中心  2018: RMB1,331,500,000 2017: N/A 二零一八年：人民幣 1,331,500,000元 二零一七年：不適用	Level 3 第三級	Residual method 餘值法  The key inputs are: (1) Gross development value; and (2) Developer's profit 主要輸入數據為： (1) 開發總值；及 (2) 發展商利潤	Gross development value on completion basis, taking into account of location and individual factors such as frontage and size, between the comparables and the property, ranged from RMB141million to RMB503 million.  經計入可比較物業與該物業的 位置以及臨街及規模等個別 因素，以竣工為基準的開發 總值介乎人民幣141百萬元至 人民幣503百萬元。  Developer's profit, taking into account of the comparables land transactions and progress of the property, range from 4.5% to 6.5%. 經計及可比較土地交易及物業 進度，發展商利潤介乎4.5% 至6.5%。	An increase in the gross development value would result in an increase in fair value and vice versa. 開發總值增加將導致 公平值增加，反之 亦然。  An increase in the developer's profit would result in a decrease in fair value and vice versa. 發展商利潤增加將導 致公平值減少，反 之亦然。

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 15. 物業、廠房及設備

### 15. PROPERTY, PLANT AND EQUIPMENT

		租賃土地及 樓宇 Leasehold land and buildings 人民幣千元 RMB'000	機動車輛 Motor vehicles 人民幣千元 RMB'000	設備及傢俬 Equipment and furniture 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>成本</b>	<b>COST</b>				
於二零一七年一月一日	At 1 January 2017	31,334	43,789	75,081	150,204
添置	Additions	–	17,816	26,097	43,913
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	–	604	546	1,150
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	–	(73)	(47)	(120)
出售	Disposals	(8,630)	(3,997)	(13,319)	(25,946)
於二零一七年十二月三十一日	At 31 December 2017	22,704	58,139	88,358	169,201
添置	Additions	–	4,854	41,602	46,456
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	27,019	6,772	21,401	55,192
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	–	–	(308)	(308)
出售	Disposals	(19,649)	(4,203)	(4,033)	(27,885)
於二零一八年十二月三十一日	At 31 December 2018	30,074	65,562	147,020	242,656
<b>累計折舊</b>	<b>ACCUMULATED DEPRECIATION</b>				
於二零一七年一月一日	At 1 January 2017	4,086	30,242	40,093	74,421
年內開支	Charge for the year	573	5,694	11,127	17,394
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	–	(69)	(20)	(89)
於出售時對銷	Eliminated on disposals	(2,727)	(955)	(3,824)	(7,506)
於二零一七年十二月三十一日	At 31 December 2017	1,932	34,912	47,376	84,220
年內開支	Charge for the year	2,549	8,627	19,524	30,700
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	–	–	(1)	(1)
於出售時對銷	Eliminated on disposals	(570)	(2,182)	(3,654)	(6,406)
於二零一八年十二月三十一日	At 31 December 2018	3,911	41,357	63,245	108,513
<b>賬面值</b>	<b>CARRYING VALUES</b>				
於二零一八年十二月三十一日	At 31 December 2018	26,163	24,205	83,775	134,143
於二零一七年十二月三十一日	At 31 December 2017	20,772	23,227	40,982	84,981



## 15. 物業、廠房及設備 (續)

上述物業、廠房及設備項目於計及按照下列年率計算的估計剩餘價值後以直線法折舊：

租賃土地及樓宇	按估計可使用年期20年或租期(以較短者為準)
機動車輛	20%
設備及傢俬	20%

所有樓宇均位於中國境內土地上。

本集團於二零一八年十二月三十一日抵押人民幣34,055,000元(二零一七年：無)的物業、廠房及設備，以擔保本集團銀行及其他借款。

## 16. 預付租賃款項

預付租賃款項的賬面值指本集團於中國按中期租賃所持有擬作酒店房地產開發的土地使用權。於二零一八年十二月三十一日，本集團已將預付租賃款項轉撥至擬作出售的開發中物業。

## 17. 於聯營公司的權益

本集團於聯營公司的權益詳情如下：

## 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

Leasehold land and buildings	Over the estimated useful lives of 20 years or the term of the leases, whichever is shorter
Motor vehicles	20%
Equipment and furniture	20%

The buildings are all situated on land in the PRC.

The Group had pledged property, plant and equipment of RMB34,055,000 (2017: nil) as at 31 December 2018 to secure bank and other borrowings of the Group.

## 16. PREPAID LEASE PAYMENTS

The carrying amount of prepaid lease payments represented the land use rights held in the PRC under medium term leases intended for hotel property development. At 31 December 2018, the Group has transferred the prepaid lease payments to properties under development for sale.

## 17. INTERESTS IN ASSOCIATES

Details of the Group's interests in associates are as follows:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於聯營公司的投資成本	Cost of investments in associates		
— 於聯交所上市(附註c)	— Listed on the Stock Exchange (note c)	67,650	—
— 非上市	— Unlisted	3,746,825	2,095,253
應佔收購後業績及其他全面收益，扣除已收股息	Share of post-acquisition results and other comprehensive income, net of dividend received	1,965,017	728,349
		5,779,492	2,823,602

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#### 17. 於聯營公司的權益 (續)

於二零一八年及二零一七年十二月三十一日，本集團的聯營公司詳情載列如下：

#### 17. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's associates as at 31 December 2018 and 2017 are set out as follows:

聯營公司名稱 Name of associates	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017	
天津世紀興房地產開發有限公司 (「天津世紀興」) Tianjin Shijixing Real Estate Development Co., Ltd. ("Tianjin Shijixing")	中國 PRC	中國 PRC	— (附註a) (note a)	25%	— (附註a) (note a)	25%	房地產開發 Property development
北京旭輝當代置業有限公司 Beijing Xuhui Dangdai Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
杭州龍卓房地產開發有限公司 Hangzhou Longzhuo Real Estate Development Co., Ltd.	中國 PRC	中國 PRC	35%	35%	35%	35%	房地產開發 Property development
南京旭辰置業有限公司 Nanjing Xuchen Property Co., Ltd.	中國 PRC	中國 PRC	49%	49%	49%	49%	房地產開發 Property development
上海坤輝置業有限公司 Shanghai Kunhui Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
北京達成光遠置業有限公司(「北京達成」) Beijing Dacheng Guangyuan Property Co., Ltd. ("Beijing Dacheng")	中國 PRC	中國 PRC	10%*	10%*	10%*	10%*	房地產開發 Property development
杭州辰置業有限公司 Hangzhou Chenxu Property Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	房地產開發 Property development
合肥琅溪置業有限公司 Hefei Langxi Property Co., Ltd.	中國 PRC	中國 PRC	23%	23%	23%	23%	房地產開發 Property development
合肥嘉匯置業有限公司(「合肥嘉匯」) Hefei Jiahui Property Co., Ltd. ("Hefei Jiahui")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
合肥辰旭房地產開發有限公司(「合肥辰旭」) Hefei Chenxu Property Development Co., Ltd. ("Hefei Chenxu")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
杭州旭發置業有限公司 Hangzhou Xufa Property Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	房地產開發 Property development
天津旭浩房地產開發有限公司 Tianjin Xuhao Property Development Co., Ltd.	中國 PRC	中國 PRC	25%	25%	25%	25%	房地產開發 Property development

## 17. 於聯營公司的權益 (續)

## 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
武漢輝恒置業有限公司 (「武漢輝恒」) (附註41(c)(x)) Wuhan Huiheng Property Co., Ltd. ("Wuhan Huiheng") (note 41(c)(x))	中國 PRC	中國 PRC	(附註b) (note b)	30%	(附註b) (note b)	30%	房地產開發 Property development
重慶睿致元實業有限公司 Chongqing Ruifeng Zhiyuan Property Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development
上海毅匹璽建築科技有限公司 Shanghai Yipixi Construction Technology Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	建築服務 Construction service
杭州濱旭置業有限公司 (「杭州濱旭」) Hangzhou Bingxu Property Co., Ltd. ("Hangzhou Bingxu")	中國 PRC	中國 PRC	29%*	25%	29%*	25%	房地產開發 Property development
永升生活服務集團有限公司 (「永升生活」) Ever Sunshine Lifestyle Services Group Limited ("Ever Sunshine Lifestyle")	中國 PRC	中國 PRC	21.48% (附註c) (note c)	29.5%	21.48% (附註c) (note c)	29.5%	物業管理 Property management
濟南泰盛房地產開發有限公司 (「濟南泰盛」) Jinan Taisheng Property Development Co., Ltd. ("Jinan Taisheng")	中國 PRC	中國 PRC	40%*	29.8%	40%*	29.8%	房地產開發 Property management
杭州錦繁置業有限公司 Hangzhou Jinfan Property Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development
佛山市融鴻房地產有限公司 Foshan Ronghong Property Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development
北京龍熙房地產開發有限公司 (「北京龍熙」) Beijing Longxi Property Development Co., Ltd. ("Beijing Longxi")	中國 PRC	中國 PRC	15%*	15%*	15%*	15%*	房地產開發 Property development
合肥盛卓房地產開發有限公司 (「合肥盛卓」) Hefei Shengzhuo Property Development Co., Ltd. ("Hefei Shengzhuo")	中國 PRC	中國 PRC	15.2%*	15.2%*	15.2%*	15.2%*	房地產開發 Property development
上海旭技實業有限公司 (「上海旭技」) (附註42) Shanghai Xuji Property Co., Ltd. ("Shanghai Xuji") (note 42)	中國 PRC	中國 PRC	25%	25%	25%	25%	房地產開發 Property development
合肥永拓置業發展有限公司 (「合肥永拓」) Hefei Yongtuo Property Development Co., Ltd. ("Hefei Yongtuo")	中國 PRC	中國 PRC	17%*	17%*	17%*	17%*	房地產開發 Property development

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### 17. 於聯營公司的權益 (續)

### 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities		
	Place of incorporation/ establishment		Equity interest attributable to the Group	Proportion of voting power held by the Group					
					二零一八年	二零一七年		二零一八年	二零一七年
					2018	2017		2018	2017
杭州龍禧房地產開發有限公司 Hangzhou Longxi Property Development Co., Ltd.	中國 PRC	中國 PRC	20%	20%	20%	20%	房地產開發 Property development		
天津政輝榮天房地產開發有限公司 Tianjin Zhenghui Rongtian Property Development Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	房地產開發 Property development		
北京愛享空間科技有限公司 Beijing Ai'xiang Tech Co., Ltd.	中國 PRC	中國 PRC	42%	42%	42%	42%	投資控股 Investment holding		
太原旭凰鵬泰房地產開發有限公司 Taiyuan Xuhuangpengtai Property Development Co., Ltd.	中國 PRC	中國 PRC	35%	35%	35%	35%	房地產開發 Property development		
合肥和桂房地產有限公司 Hefei Hegui Property Co., Ltd.	中國 PRC	中國 PRC	21.5%	21.5%	21.5%	21.5%	房地產開發 Property development		
合肥華宇業瑞房地產開發有限公司 Hefei Huayuyerui Property Development Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	房地產開發 Property development		
南京泰麒置業發展有限公司 Nanjing Taiqi Property Development Co., Ltd.	中國 PRC	中國 PRC	20%	20%	20%	20%	房地產開發 Property development		
杭州錦和置業有限公司 Hangzhou Jinhe Property Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development		
寧波上湖置業有限公司(「寧波上湖」) Ningbo Shanghu Property Co., Ltd. ("Ningbo Shanghu")	中國 PRC	中國 PRC	33%*	25%	33%*	25%	房地產開發 Property development		
瀋陽新興置業有限公司 Shenyang Xinxing Property Co., Ltd.	中國 PRC	中國 PRC	20%	20%	20%	20%	房地產開發 Property development		
上海領昱公寓管理有限公司 (「上海領昱」)(附註50) Shanghai Lingyu Apartment Management Co., Ltd. ("Shanghai Lingyu") (note 50)	中國 PRC	中國 PRC	50%*	30%	50%*	30%	租賃及業務服務 Leasing & Business services		
蘇州北辰旭昭置業有限公司(「蘇州北辰旭昭」) Suzhou Beichenxuzhao Property Co., Ltd. ("Suzhou Beichenxuzhao")	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development		
無錫北辰盛陽置業有限公司 Wuxi Beichenshengyang Property Co., Ltd.	中國 PRC	中國 PRC	30%	30%	30%	30%	房地產開發 Property development		

## 17. 於聯營公司的權益 (續)

## 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
上海旭導實業有限公司 (「上海旭導」) (附註42) Shanghai Xudao Property Co., Ltd. ("Shanghai Xudao") (note 42)	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	房地產開發 Property development
北京正德瑞祥房地產開發有限公司 (「北京正德瑞祥」) Beijing Zhengderuixiang Property Development Co., Ltd. ("Beijing Zhengderuixiang")	中國 PRC	中國 PRC	24.5%*	49%	24.5%*	49%	房地產開發 Property development
北京厚泰房地產開發有限公司 Beijing Houtai Property Development Co., Ltd.	中國 PRC	中國 PRC	26%	26%	26%	26%	房地產開發 Property development
杭州正盛置業有限公司 Hangzhou Zhengsheng Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
成都市美崇房地產開發有限公司 (「成都美崇」) Chengdu Meichong Property Development Co., Ltd. ("Chengdu Meichong")	中國 PRC	中國 PRC	17.5%*	—	16%*	—	房地產開發 Property development
杭州昌益商務信息諮詢有限公司 (「杭州昌益」) Hangzhou Changyi Commercial Information Consultation Co., Ltd. ("Hangzhou Changyi")	中國 PRC	中國 PRC	14%*	—	9.8%*	—	投資控股 Investment holding
杭州旭悅置業有限公司 (「杭州旭悅」) Hangzhou Xuyue Property Co., Ltd. ("Hangzhou Xuyue")	中國 PRC	中國 PRC	50%*	—	49%*	—	房地產開發 Property development
瑞安市新城億弘房地產開發有限公司 (「瑞安新城億弘」) Rui'an Xincheng Yihong Property Development Co., Ltd. ("Rui'an Xincheng Yihong")	中國 PRC	中國 PRC	17.9%*	—	9.8%*	—	房地產開發 Property development
江陰市嘉譽房地產開發有限公司 Jiangyin Jiayu Property Development Co., Ltd.	中國 PRC	中國 PRC	25%	—	25%	—	房地產開發 Property development
中山遠晟房地產開發有限公司 Zhongshan Yuansheng Property Development Co., Ltd.	中國 PRC	中國 PRC	22%	—	22%	—	房地產開發 Property development
中山市卓冠盈輝房地產開發有限公司 Zhongshan Zhuoguan Yinghui Property Development Co., Ltd.	中國 PRC	中國 PRC	33%	—	33%	—	房地產開發 Property development
中山盛哲房地產開發有限公司 Zhongshan Shengzhe Property Development Co., Ltd.	中國 PRC	中國 PRC	34%	—	34%	—	房地產開發 Property development

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### 17. 於聯營公司的權益 (續)

### 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
嘉善百俊房地產開發有限公司 Jiashan Baijun Property Development Co., Ltd.	中國 PRC	中國 PRC	49%	—	49%	—	房地產開發 Property development
武漢惠譽實業控股有限公司 (「武漢惠譽」) Wuhan Huiyu Industry Holdings Co., Ltd. ("Wuhan Huiyu")	中國 PRC	中國 PRC	50%*	—	50%*	—	投資控股 Investment holding
蘇州昌創置業有限公司 (「蘇州昌創」) Suzhou Changchuang Property Co., Ltd. ("Suzhou Changchuang")	中國 PRC	中國 PRC	50%*	—	49%*	—	房地產開發 Property development
南京昌拓房地產有限公司 (「南京昌拓」) Nanjing Changtuo Property Co., Ltd. ("Nanjing Changtuo")	中國 PRC	中國 PRC	50%*	—	49%*	—	房地產開發 Property development
南京佳遠城房地產開發有限公司 (「南京佳遠城」) Nanjing Jiayuancheng Property Development Co., Ltd. ("Nanjing Jiayuancheng")	中國 PRC	中國 PRC	49% (附註d) (note d)	—	49% (附註d) (note d)	—	房地產開發 Property development
南京九城興房地產開發有限公司 (「南京九城興」) Nanjing Jiuchengxing Property Development Co., Ltd. ("Nanjing Jiuchengxing")	中國 PRC	中國 PRC	49% (附註d) (note d)	—	49% (附註d) (note d)	—	房地產開發 Property development
杭州茂輝商業諮詢有限公司 (「杭州茂輝」) Hangzhou Maohui Business Consultancy Co., Ltd. ("Hangzhou Maohui")	中國 PRC	中國 PRC	50% (附註d) (note d)	—	50% (附註d) (note d)	—	投資控股 Investment holding
濟南正啟置業有限公司 (「濟南正啟」) Jinan Zhengqi Property Co., Ltd. ("Jinan Zhengqi")	中國 PRC	中國 PRC	12.375%*	—	12.375%*	—	房地產開發 Property development
銀川創華房地產開發有限公司 Yinchuan Chuanghua Property Development Co., Ltd.	中國 PRC	中國 PRC	40%	—	40%	—	房地產開發 Property development
銀川君華房地產開發有限公司 Yinchuan Junhua Property Development Co., Ltd.	中國 PRC	中國 PRC	40%	—	40%	—	房地產開發 Property development
佛山市三水區擎美房地產開發有限公司 Foshan Sanshuiqu Qingmei Property Development Co., Ltd.	中國 PRC	中國 PRC	33%	—	33%	—	房地產開發 Property development
溫州凱熠投資管理有限公司 Wenzhou Kaiyi Investment Management Co., Ltd.	中國 PRC	中國 PRC	33%	—	33%	—	投資控股 Investment holding
蒼南榮安置業有限公司 Cangnan Rongan Property Co., Ltd.	中國 PRC	中國 PRC	35%	—	35%	—	房地產開發 Property development

## 17. 於聯營公司的權益 (續)

## 17. INTERESTS IN ASSOCIATES (Continued)

聯營公司名稱 Name of associates	註冊成立／ 成立地點	經營地點	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities
	Place of incorporation/ establishment	Place of operation	Equity interest attributable to the Group		Proportion of voting power held by the Group		
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
桐鄉市豪禮投資管理有限公司 (「桐鄉豪禮」) Tongxiang Haoli Investment Management Co., Ltd. (“Tongxiang Haoli”)	中國 PRC	中國 PRC	18%*	—	18%*	—	投資控股 Investment holding
蕪湖雅旭房地產開發有限公司 Wuhu Yaxu Property Development Co., Ltd.	中國 PRC	中國 PRC	40%	—	40%	—	房地產開發 Property development
寧波盛銳房地產開發有限公司 Ningbo Shengrui Property Development Co., Ltd.	中國 PRC	中國 PRC	24%	—	24%	—	房地產開發 Property development
天津市遠銘置業有限公司 (「天津遠銘」) Tianjin Yuanming Property Co., Ltd. (“Tianjin Yuanming”)	中國 PRC	中國 PRC	20% (附註e) (note e)	—	20% (附註e) (note e)	—	房地產開發 Property development
重慶華宇盛瑞房地產開發有限公司 Chongqing Huayu Shengrui Property Development Co., Ltd.	中國 PRC	中國 PRC	33.33%	—	33.33%	—	房地產開發 Property development
徐州朗升房地產開發有限公司 Xuzhou Langsheng Property Development Co., Ltd.	中國 PRC	中國 PRC	49%	—	49%	—	房地產開發 Property development
濟南碧旻置業有限公司 (「濟南碧旻」) Jinan Bimin Property Co., Ltd. (“Jinan Bimin”)	中國 PRC	中國 PRC	7.5%*	—	7.5%*	—	房地產開發 Property development
昆山乾睿置業有限公司 Kunshan Qianrui Property Co., Ltd.	中國 PRC	中國 PRC	31.1%	—	31.1%	—	房地產開發 Property development

\* 該等公司於各期間結束日期根據各公司的章程大綱及細則入賬為本公司的聯營公司，該等公司的主要財務及營運政策須由董事會簡單多數通過。本集團於北京達成董事會十三名董事中有兩名董事、合肥嘉匯董事會三名董事中有一名董事、合肥辰旭董事會五名董事中有兩名董事、北京龍熙董事會五名董事中有一名董事、合肥盛卓董事會九名董事中有一名董事、合肥永拓董事會九名董事中有一名董事、蘇州北辰旭昭董事會五名董事中有二名董事、上海旭導董事會三名董事中有一名董事、成都美崇董事會七名董事中有一名董事、杭州旭悅董事會三名董事中有一名董事、杭州昌益董事會十一名董事中有一名董事、瑞安新城億弘董事會十一名董事中有一名董事、武漢惠譽董事會三名董事中有一名董事、蘇州昌創董事會三名董事中有一名董事、南京昌拓董事會五名董事中有二名董事、濟南正啟董事會七名董事中有一名董事、桐鄉豪禮董事會七名董事中有一名董事及濟南碧受董事會十一名董事中有一名董事，因此，本集團於該等公司擁有重大影響力。

# 由於本集團注資，故本集團所持杭州濱旭、濟南泰盛、寧波上湖及上海領昱股權分別由25%、29.8%、25%及30%增加至29%、40%、33%及50%。由於其他獨立股東注資，故本集團所持北京正德瑞祥股權由49%減少至24.5%。

\* These companies are accounted for as associates of the Company at the respective period end date as in accordance with the memorandum and articles of the companies, major financial and operating policies of these companies require consent with simple majority in the board of directors. The Group has 2 out of 13 directors in the board of Beijing Dacheng, 1 out of 3 directors in the board of Hefei Jiahui, 2 out of 5 directors in the board of Hefei Chenxu, 1 out of 5 directors in the board of Beijing Longxi, 1 out of 9 directors in the board of Hefei Shengzhuo, 1 out of 9 directors in the board of Hefei Yongtuo, 2 out of 5 directors in the board of Suzhou Beichenxuzhao, 1 out of 3 directors in the board of Shanghai Xudao, 1 out of 7 directors in the board of Chengdu Meichong, 1 out of 3 directors in the board of Hangzhou Xuyue, 1 out of 11 directors in the board of Hangzhou Changyi, 1 out of 11 directors in the board of Ruian Xincheng Yihong, 1 out of 3 directors in the board of Wuhan Huiyu, 1 out of 3 directors in the board of Suzhou Changchuang, 2 out of 5 directors in the board of Nanjing Changtuo, 1 out of 7 directors in the board of Jinan Zhengqi, 1 out of 7 directors in the board of Tongxiang Haoli and 1 out of 11 directors in the board of Jinan Bimin, thus, the Group has significant influence over these companies.

# The equity interests of Hangzhou Binxu, Jinan Taisheng, Ningbo Shanghu and Shanghai Lingyu held by the Group increased from 25% to 29%, from 29.8% to 40%, from 25% to 33% and from 30% to 50% due to capital injection by the Group. The equity interests of Beijing Zhengderuixiang held by the Group decreased from 49% to 24.5% due to capital injection by other independent shareholders.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 17. 於聯營公司的權益 (續)

附註：

- (a) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣31,180,000元向其他獨立股東出售其於天津世紀興的25%股權，並確認出售一間聯營公司收益人民幣25,671,000元(附註7)。
- (b) 於二零一八年十二月三十一日，武漢輝恒成為本集團附屬公司。
- (c) 年內，永升生活股份於聯交所上市，因此，本集團所持股權由29.5%攤薄至21.48%。經參考聯交所已呈報市價，於二零一八年十二月三十一日本集團所持股權公平值約為人民幣587,400,000元。
- (d) 年內，該等公司(先前於附註18入賬為合營企業)將其各自章程大綱及細則中的主要財務及營運政策的投票權由須經全體董事一致通過更改為經簡單多數董事通過。因此，本集團於該等公司擁有重大影響力並將其入賬為聯營公司。
- (e) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣141,496,000元向一名獨立第三方收購天津遠銘的20%股權。於去年支付的按金人民幣141,496,000元已用作償付該代價。

#### 17. INTERESTS IN ASSOCIATES (Continued)

Notes:

- (a) The Group disposed of its 25% equity interest in Tianjin Shijixing at a consideration of RMB31,180,000 to other independent shareholders and recognised gain on disposal of an associate amounted to RMB25,671,000 (note 7) during the year ended 31 December 2018.
- (b) Wuhan Huiheng became a subsidiary of the Group as at 31 December 2018.
- (c) During the year, Ever Sunshine Lifestyle listed its shares on the Stock Exchange. As a result, the equity shares held by the Group were diluted from 29.5% to 21.48%. The fair value of equity shares held by the Group at 31 December 2018 with reference to the quoted market price available on the Stock Exchange amounted to approximately RMB587,400,000.
- (d) During the year, these companies (previously accounted for as joint ventures in note 18) amend the voting rights of major financial and operating policies in their respective memorandum and articles from unanimous consent of all directors to simple majority of directors, thus, the Group has significant influence over these companies and accounted for as associates.
- (e) The Group acquired 20% equity interest in Tianjin Yuanming from an independent third party at a consideration of RMB141,496,000 during the year ended 31 December 2018. Deposit paid in prior year of RMB141,496,000 was utilised as the settlement of consideration.

#### 非個別重大聯營公司的匯總資料

#### Aggregate information of associates that are not individually material

		截至 二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000	截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 人民幣千元 RMB'000
本集團應佔利潤及全面 收入總額	The Group's share of profit and total comprehensive income	1,450,388	699,766

		於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000	於 二零一七年 十二月三十一日 At 31 December 2017 人民幣千元 RMB'000
本集團於該等聯營公司的權益 賬面值總額	Aggregate carrying amount of the Group's interests in these associates	5,779,492	2,823,602

## 18. 於合營企業的權益

本集團於合營企業的權益詳情如下：

## 18. INTERESTS IN JOINT VENTURES

Details of the Group's interests in joint ventures are as follows:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於合營企業非上市投資成本	Cost of unlisted investments in joint ventures	6,552,011	4,459,504
應佔收購後業績及其他全面收入， 扣除已收股息	Share of post-acquisition results and other comprehensive income, net of dividend received	1,959,236	1,343,045
		8,511,247	5,802,549

於二零一八年及二零一七年十二月三十一日，本集團合營企業的詳情載列如下：

Particulars of the Group's joint ventures as at 31 December 2018 and 2017 are set out as follows:

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017	
上海首嘉置業有限公司 Shanghai Shoujia Property Co., Ltd.	中國 PRC	中國 PRC	40%*	40%*	40%*	40%*	房地產開發 Property development
上海綠旭置業有限公司 Shanghai LvXu Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
上海新城旭地房地產有限公司 Shanghai Xincheng Xudi Property Development Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
蘇州旭邦置業有限公司 (「蘇州旭邦」)(附註41) Suzhou Xubang Property Co., Ltd. ("Suzhou Xubang") (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	50%	(附註a) (note a)	50%	房地產開發 Property development
重慶旭原創展房地產開發有限公司 Chongqing Xuyuan Chuangzhan Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	30%*	30%*	30%*	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 18. 於合營企業的權益 (續)

### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities
	Place of incorporation/ establishment		Equity interest attributable to the Group		Proportion of voting power held by the Group		
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
蘇州旭悅(附註41) Suzhou Xuyue (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	40%	(附註a) (note a)	40%	房地產開發 Property development
北京旭天恒置業有限公司 Beijing Xutianheng Property Co., Ltd.	中國 PRC	中國 PRC	49%*	49%*	49%*	49%*	房地產開發 Property development
北京旭輝永同昌置業有限公司 (「北京旭輝永同昌」) Beijing Xuhui Yongtongchang Property Co., Ltd. ("Beijing Xuhui Yongtongchang")	中國 PRC	中國 PRC	60%**	49%	60%**	49%	投資控股 Investment holding
旭寶有限公司(「旭寶」) Xu Bao Co., Ltd. (“Xu Bao”)	英屬處女群島 BVI	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding
旭溥有限公司 Xu Pu Co. Limited	英屬處女群島 BVI	中國 PRC	35%*	35%*	35%*	35%*	投資控股 Investment holding
上海旭梭(附註41) Shanghai Xusuo (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	34%	(附註a) (note a)	34%	房地產開發 Property development
蘇州凱合(附註41) Suzhou Kaihe (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	34%*	(附註a) (note a)	34%*	房地產開發 Property development
深圳市新威尚達投資有限公司 Shenzhen Xinwei Shangda Investment Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
三亞海力投資置業有限公司 Sanya Haili Investment Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
杭州眾旭置業有限公司 Hangzhou Zhongxu Property Co., Ltd.	中國 PRC	中國 PRC	23%*	23%*	23%*	23%*	房地產開發 Property development

## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
廣州市保瑞房地產開發有限公司 Guangzhou Baorui Property Development Co., Ltd.	中國 PRC	中國 PRC	23.5%*	23.5%*	23.5%*	23.5%*	房地產開發 Property development
成都益豐天成置業有限公司 Chengdu Yifengtiancheng Property Co., Ltd.	中國 PRC	中國 PRC	22.5%*	22.5%*	22.5%*	22.5%*	房地產開發 Property development
鄭州盛清房地產開發有限公司 Zhengzhou Shengqing Property Development Co., Ltd.	中國 PRC	中國 PRC	21%*	21%*	21%*	21%*	房地產開發 Property development
天津梅江秋實置業有限公司 Tianjin Meijiangqiushi Property Co., Ltd.	中國 PRC	中國 PRC	25%*	25%*	25%*	25%*	房地產開發 Property development
天津市捷一房地產有限公司 Tianjin Jieyi Property Co., Ltd.	中國 PRC	中國 PRC	40%*	40%*	40%*	40%*	房地產開發 Property development
北京正德豐澤房地產開發有限公司 (「北京正德豐澤」) Beijing Zhengdefengze Property Development Co., Ltd. ("Beijing Zhengdefengze")	中國 PRC	中國 PRC	30%#*	25%*	30%#*	25%*	房地產開發 Property development
重慶金碧輝房地產開發有限公司 Chongqing Jinbihui Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	33%*	33%*	33%*	房地產開發 Property development
重慶市碧金輝房地產開發有限公司 Chongqing Bijinhui Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	33%*	33%*	33%*	房地產開發 Property development
重慶華宇盛泰房地產開發有限公司 Chongqing Huayushengtai Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	30%*	30%*	30%*	房地產開發 Property development

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### 18. 於合營企業的權益 (續)

### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities
	Place of incorporation/ establishment		Equity interest attributable to the Group		Proportion of voting power held by the Group		
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
重慶盛資房地產開發有限公司 (「重慶盛資」) Chongqing Shengzi Property Development Co., Ltd. ("Chongqing Shengzi")	中國 PRC	中國 PRC	35%#*	24.5%*	35%#*	24.5%*	房地產開發 Property development
上海璽越房地產開發有限公司 Shanghai Xirui Property Development Co., Ltd.	中國 PRC	中國 PRC	15%*	15%*	15%*	15%*	房地產開發 Property development
合肥錦順房地產開發有限公司 Hefei Jinshun Property Development Co., Ltd.	中國 PRC	中國 PRC	25.4%*	25.4%*	25.4%*	25.4%*	房地產開發 Property development
杭州宸盛置業有限公司 Hangzhou Chensheng Property Co., Ltd.	中國 PRC	中國 PRC	29.5%*	29.5%*	29.5%*	29.5%*	房地產開發 Property development
北京盛鵬置業有限公司 Beijing Shengpeng Property Co., Ltd.	中國 PRC	中國 PRC	16.7%*	16.7%*	16.7%*	16.7%*	房地產開發 Property development
上海旭沃實業有限公司 (「上海旭沃」)(附註42) Shanghai Xuwo Property Co., Ltd. ("Shanghai Xuwo") (note 42)	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
杭州臨盛置業有限公司 Hangzhou Linsheng Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
南京佳運城 Nanjing Jiayuncheng	中國 PRC	中國 PRC	(附註17d) (note 17d)	49%	(附註17d) (note 17d)	49%	房地產開發 Property development
南京九城興 Nanjing Jiuchengxing	中國 PRC	中國 PRC	(附註17d) (note 17d)	49%	(附註17d) (note 17d)	49%	房地產開發 Property development
長沙恒高房地產開發有限公司 (「長沙恒高」)(附註41) Changsha Henggao Property Development Co., Ltd. ("Changsha Henggao") (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	50%	(附註a) (note a)	50%	房地產開發 Property development

## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
長沙紫荊置業有限公司 Changsha Zijing Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
杭州東原致方科技有限公司 Hangzhou Dongyuanzhifang Techonology Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding
蘇州旭隆置業有限公司 Suzhou Xulong Property Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
北京盛創置業有限公司 (「北京盛創」)(附註42) Beijing Shengchuang Property Co., Ltd. ("Beijing Shengchuang") (note 42)	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
杭州茂輝(附註42) Hangzhou Maohui (note 42)	中國 PRC	中國 PRC	(附註17d) (note 17d)	50%	(附註17d) (note 17d)	50%	投資控股 Investment holding
海南新澳立洋實業有限公司 Hainan Xinaoliyang Property Co., Ltd.	中國 PRC	中國 PRC	51%*	51%*	51%*	51%*	房地產開發 Property development
濟南輝明房地產開發有限公司 (「濟南輝明」)(附註41) Jinan Huiming Property Development Co., Ltd. ("Jinan Huiming") (note 41)	中國 PRC	中國 PRC	(附註a) (note a)	49%	(附註a) (note a)	49%	房地產開發 Property development
旭昌有限公司(「旭昌」)(附註42) Xu Chang Co. Limited ("Xu Chang") (note 42)	中國 PRC	中國 PRC	50%	50%	50%	50%	房地產開發 Property development
上海夏鋒企業管理有限公司 Shanghai Xiafeng Business Management Co., Ltd.	中國 PRC	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding

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## Notes to the Consolidated Financial Statements

### 18. 於合營企業的權益 (續)

### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
Wonder Sign Limited	英屬處女群島 BVI	香港 HK	50%	50%	50%	50%	房地產開發 Property development
重慶業翰實業有限公司 Chongqing Yehan Property Co., Ltd.	中國 PRC	中國 PRC	27.91%*	27.91%*	27.91%*	27.91%*	房地產開發 Property development
上海行棟實業有限公司 Shanghai Hangdong Property Co., Ltd.	中國 PRC	中國 PRC	27.91%*	27.91%*	27.91%*	27.91%*	房地產開發 Property development
福州泰禾永盛置業有限公司 (「福州泰禾永盛」) Fuzhou Taihe Yongsheng Property Co., Ltd. (“Fuzhou Taihe Yongsheng”)	中國 PRC	中國 PRC	— (附註b) (note b)	49%	— (附註b) (note b)	49%	房地產開發 Property development
恒山發展有限公司 Hengshan Development Limited Property Co., Ltd.	香港 HK	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding
重慶西聯錦房地產開發有限公司 Chongqing Xilianjin Property Development Co., Ltd.	中國 PRC	中國 PRC	20%*	—	20%*	—	房地產開發 Property development
南通市旭高置業有限公司 Nantong Xugao Property Co., Ltd.	中國 PRC	中國 PRC	51%*	—	51%*	—	房地產開發 Property development
南昌正茂置業有限公司 Nanchang Zhengmao Property Co., Ltd.	中國 PRC	中國 PRC	34%*	—	34%*	—	房地產開發 Property development
蘇州昌尊置業有限公司 Suzhou Changzun Property Co., Ltd.	中國 PRC	中國 PRC	19%*	—	19%*	—	房地產開發 Property development
國僑投資有限公司 Guoqiao Investment Co., Ltd.	香港 HK	香港 HK	31.3%*	—	31.3%*	—	投資控股 Investment holding
余姚華宇業瑞房地產開發有限公司 Yuyao Huayu Yerui Property Development Co., Ltd.	中國 PRC	中國 PRC	50%	—	50%	—	房地產開發 Property development



## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities
	Place of incorporation/ establishment		Equity interest attributable to the Group		Proportion of voting power held by the Group		
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
嘉興裕榮房地產開發有限公司 Jiaxing Yurong Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	—	30%*	—	房地產開發 Property development
嘉興裕盛房地產開發有限公司 Jiaxing Yusheng Property Development Co., Ltd.	中國 PRC	中國 PRC	29%*	—	29%*	—	房地產開發 Property development
徐州朗譽房地產開發有限公司 Xuzhou Langyu Property Development Co., Ltd.	中國 PRC	中國 PRC	50%	—	50%	—	房地產開發 Property development
南京合垠房地產開發有限公司 Nanjing Heyin Property Development Co., Ltd.	中國 PRC	中國 PRC	36%*	—	36%*	—	房地產開發 Property development
太原旭晉安創企業管理諮詢有限公司 (「太原旭晉安創」)(附註42) Taiyuan Xujin Anchuang Enterprise Management Consultation Co., Ltd. ("Taiyuan Xujin Anchuang") (note 42)	中國 PRC	中國 PRC	64%*	64%*	64%*	64%*	投資控股 Investment holding
沈陽中南屹盛房地產開發有限公司 Shenyang Zhongnan Yisheng Property Development Co., Ltd.	中國 PRC	中國 PRC	40%*	—	40%*	—	房地產開發 Property development
嘉善天宸房地產開發有限公司 Jiashan Tianchen Property Development Co., Ltd.	中國 PRC	中國 PRC	49%*	—	49%*	—	房地產開發 Property development
中山市遠旭卓房地產開發有限公司 Zhongshan Yuanxuzhuo Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	—	33%*	—	房地產開發 Property development
句容寶碧房地產開發有限公司 Jurong Baobi Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	—	33%*	—	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 18. 於合營企業的權益 (續)

### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立／ 成立地點	經營地點 Place of operation	本集團應佔股權		本集團所持投票權比率		主要業務 Principal activities
	Place of incorporation/ establishment		Equity interest attributable to the Group		Proportion of voting power held by the Group		
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
常州市美輝房地產發展有限公司 Changzhou Meihui Property Development Co., Ltd.	中國 PRC	中國 PRC	40%*	—	40%*	—	房地產開發 Property development
重慶華宇業升實業有限公司 Chongqing Huayu Yesheng Industry Co., Ltd.	中國 PRC	中國 PRC	33%*	—	33%*	—	房地產開發 Property development
濟南萬保盛輝房地產開發有限公司 Jinan Wanbao Shenghui Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	—	33%*	—	房地產開發 Property development
溫州甌茂置業有限公司 Wenzhou Oumao Property Co., Ltd.	中國 PRC	中國 PRC	31%*	—	31%*	—	房地產開發 Property development
天津欣碧房地產開發有限公司 Tianjin Xinbi Property Development Co., Ltd.	中國 PRC	中國 PRC	14%*	—	14%*	—	房地產開發 Property development
嘉興融光房地產開發有限公司 Jiaxing Rongguang Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	—	30%*	—	房地產開發 Property development
天津駿友房地產信息諮詢有限公司 Tianjin Junyou Property Information Consultation Co., Ltd.	中國 PRC	中國 PRC	11.55%*	—	11.55%*	—	投資控股 Investment holding
重慶旭宇華錦房地產開發有限公司 Chongqing Xuyu Huajin Property Development Co., Ltd.	中國 PRC	中國 PRC	33.3%*	—	33.3%*	—	房地產開發 Property development
重慶華輝盛錦房地產開發有限公司 Chongqing Huahui Shengjin Property Development Co., Ltd.	中國 PRC	中國 PRC	33.3%*	—	33.3%*	—	房地產開發 Property development
杭州惠眼投資管理有限公司 Hangzhou Huiyan Investment Management Co., Ltd.	中國 PRC	中國 PRC	18%*	—	18%*	—	投資控股 Investment holding

## 18. 於合營企業的權益 (續)

## 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
溫州隆臻商務信息諮詢有限公司 Wenzhou Rongzhen Commercial Information Consultation Co., Ltd.	中國 PRC	中國 PRC	33.3%*	—	33.3%*	—	投資控股 Investment holding
杭州融垣房地產開發有限公司 Hangzhou Rongxuan Property Development Co., Ltd.	中國 PRC	中國 PRC	18%*	—	18%*	—	房地產開發 Property development
鶴山市雍樺園房地產開發有限公司 Heshan Yonghuayuan Property Development Co., Ltd.	中國 PRC	中國 PRC	49%*	—	49%*	—	房地產開發 Property development
杭州金碩房地產開發有限公司 Hangzhou Jinshuo Property Development Co., Ltd.	中國 PRC	中國 PRC	49%*	—	49%*	—	房地產開發 Property development
廣州中梁置業有限公司 Guangzhou Zhongliang Property Co., Ltd.	中國 PRC	中國 PRC	40%*	—	40%*	—	房地產開發 Property development
太倉鵬馳房地產開發有限公司 Taicang Pengchi Property Development Co., Ltd.	中國 PRC	中國 PRC	16.6%*	—	16.6%*	—	房地產開發 Property development
太倉華瑞房地產開發有限公司 Taicang Huarui Property Development Co., Ltd.	中國 PRC	中國 PRC	33%*	—	33%*	—	房地產開發 Property development
成都渝瑞房地產開發有限公司 Chengdu Yurui Property Development Co., Ltd.	中國 PRC	中國 PRC	30%*	—	30%*	—	房地產開發 Property development

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

#### 18. INTERESTS IN JOINT VENTURES (Continued)

合營企業名稱 Name of joint venture	註冊成立/ 成立地點 Place of incorporation/ establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group		本集團所持投票權比率 Proportion of voting power held by the Group		主要業務 Principal activities
			二零一八年	二零一七年	二零一八年	二零一七年	
			2018	2017	2018	2017	
蘇州正豐置業發展有限公司 Suzhou Zhengfeng Property Development Co., Ltd.	中國 PRC	中國 PRC	16.66%*	—	16.66%*	—	房地產開發 Property development
天津立達房地產投資有限公司 Tianjin Lida Property Investment Co., Ltd.	中國 PRC	中國 PRC	35%*	—	35%*	—	房地產開發 Property development
北京樂優富拓投資有限公司 (「北京樂優富拓」) (附註42) Beijing Leyou Futuo Investment Co., Ltd. ("Beijing Leyou Futuo") (note 42)	中國 PRC	中國 PRC	25%*	—	25%*	—	投資控股 Investment holding

\* 該等公司於各期間結束日期根據各公司的章程大綱及細則入賬為合營企業，該等公司的主要財務及營運政策須由全體董事一致通過。

\* 由於本集團注資，故本集團所持北京旭輝永同昌、北京正德豐澤及重慶盛資股權分別由49%、25%及24.5%增加至60%、30%及35%。

附註：

a) 於截至二零一八年十二月三十一日止年度，該等公司成為本集團附屬公司。

b) 本集團向一名獨立第三方出售其於杭州藝輝商務諮詢有限公司(「杭州藝輝」)的全部股權及於福州泰禾永盛的49%股權。該出售事項的詳情載於附註42。

\* These companies are accounted for as joint ventures at the respective period end date as in accordance with the memorandum and articles of the companies, major financial and operating policies of these companies require the unanimous consent of all directors.

\* The equity interests of Beijing Xuhui Yongtongchang, Beijing Zhengdefengze and Chongqing Shengzi held by the Group increased from 49% to 60%, from 25% to 30% and from 24.5% to 35% due to capital injection by the Group.

Notes:

(a) The companies became subsidiaries of the Group during the year ended 31 December 2018.

(b) The Group disposed of the entire equity interest in Hangzhou Yihui Business Consultant Co., Ltd ("Hangzhou Yihui") and its 49% equity interest in Fuzhou Taihe Yongsheng to an independent third party. Details of the disposal are set out in note 42.

合營企業於二零一八年十二月三十一日擁有位於中國和香港擬作出售的開發中物業及持作出售物業分別約為人民幣92,323,000,000元(二零一七年：人民幣60,902,000,000元)及約人民幣3,722,000,000元(二零一七年：人民幣1,165,000,000元)。

於二零一八年十二月三十一日，本集團已質押於合營企業的權益人民幣8,159,000元(二零一七年：零)，以獲取本集團銀行及其他借款。

The joint ventures had properties under development for sale of approximately RMB92,323 million (2017: RMB60,902 million) and properties held for sale of approximately RMB3,722 million (2017: RMB1,165 million) as at 31 December 2018, all of which are situated in the PRC and Hong Kong.

The Group had pledged interests in joint ventures of RMB8,159,000 (2017: nil) as at 31 December 2018 to secure bank and other borrowing of the Group.

## 18. 於合營企業的權益 (續)

### 合營企業的重大財務資料概要

有關本集團合營企業的財務資產概要載列如下。下述財務資料概要為合營企業根據國際財務報告準則編製的財務報表所示金額。

合營企業按權益法於綜合財務報表列賬。

旭寶

## 18. INTERESTS IN JOINT VENTURES (Continued)

### Summarised financial information of material joint venture

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRSs.

The joint venture is accounted for using the equity method in the consolidated financial statements.

Xu Bao

		於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000	於 二零一七年 十二月三十一日 At 31 December 2017 人民幣千元 RMB'000
流動資產	Current assets	3,059,528	3,303,714
非流動資產	Non-current assets	3,574,886	3,574,965
流動負債	Current liabilities	2,394,426	2,654,077

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 18. 於合營企業的權益 (續)

合營企業的重大財務資料概要 (續)

旭寶 (續)

上述資產及負債金額包括以下各項：

#### 18. INTERESTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint venture (Continued)

*Xu Bao* (Continued)

The above amounts of assets and liabilities included the following:

		於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000	於 二零一七年 十二月三十一日 At 31 December 2017 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	311,257	232,308
流動金融負債(不包括貿易及 其他應付款項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	2,153,622	2,581,847

		截至 二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000	截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 人民幣千元 RMB'000
收入	Revenue	114,846	1,418,024
年內利潤及全面收入總額	Profit and total comprehensive income for the year	15,386	651,944

## 18. 於合營企業的權益 (續)

合營企業的重大財務資料概要 (續)

旭寶 (續)

上述年內利潤及全面收入總額包括以下各項：

## 18. INTERESTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint venture (Continued)

Xu Bao (Continued)

The above profit and total comprehensive income for the year includes the following:

		截至 二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000	截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 人民幣千元 RMB'000
折舊及攤銷	Depreciation and amortisation	76	164
利息收入	Interest income	2,987	2,752
所得稅開支	Income tax expenses	7,431	142,040

上述的財務資料概要與綜合財務報表中  
確認的旭寶賬面值對賬：

Reconciliation of the above summarised financial information to the carrying amount of the interest in Xu Bao recognised in the consolidated financial statements:

		於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000	於 二零一七年 十二月三十一日 At 31 December 2017 人民幣千元 RMB'000
旭寶的資產淨值	Net assets of Xu Bao	4,239,988	4,224,602
本集團於旭寶的擁有權比例	Proportion of the Group's ownership interest in Xu Bao	50%	50%
本集團於旭寶的權益的賬面值	Carrying amount of the Group's interest in Xu Bao	2,119,994	2,112,301



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 18. 於合營企業的權益 (續)

非個別重大合營企業的匯總資料

### 18. INTERESTS IN JOINT VENTURES (Continued)

Aggregate information of joint ventures that are not individually material

		截至 二零一八年 十二月三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000	截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017 人民幣千元 RMB'000
本集團應佔利潤及全面 收入總額	The Group's share of profit and total comprehensive income	717,375	1,079,892
		於 二零一八年 十二月三十一日 At 31 December 2018 人民幣千元 RMB'000	於 二零一七年 十二月三十一日 At 31 December 2017 人民幣千元 RMB'000
本集團於該等合營企業的 權益賬面值總額	Aggregate carrying amount of the Group's interests in these joint ventures	6,391,253	3,690,248

## 19. 於物業項目的投資

## 19. INVESTMENTS IN PROPERTY PROJECTS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
按公平值計入損益的金融資產：	Financial assets at FVTPL:		
於物業項目的投資	Investments in property projects	582,722	622,143

上述餘額指本集團於蘇州、宜興及長沙物業項目的權益，而將予收取的金額乃根據與相關方訂立的各項安排所訂明相關物業單位的銷售及成本釐定，且將予報告期末按公平值列賬。於二零一八年及二零一七年十二月三十一日的公平值乃基於與本集團並無關連的獨立合資格專業估值師行第一太平戴維斯估值及專業顧問有限公司進行的估值而得出。第一太平戴維斯估值及專業顧問有限公司擁有合適評估資格，且近期於評估相關地點的類似物業方面擁有經驗。有關公平值計量的詳情載於附註53。

The above balance represents the Group's interests in the property projects located in Suzhou, Yixing and Changsha of which the amounts to be receivable are determined based on the sales and costs of the relevant property units specified in the respective arrangement with the counterparts and it is carried at fair value at the end of the reporting period. The fair value at 31 December 2018 and 2017 has been arrived at on the basis of valuation carried out by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuer which is not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. Details of the fair value measurements are set out in note 53.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 20. 可供出售投資

#### 20. AVAILABLE-FOR-SALE INVESTMENTS

		二零一七年 2017 人民幣千元 RMB'000
按公平值入賬的上市股本投資	Listed equity investments, at fair value	138,750
按成本入賬的非上市股本投資(附註)	Unlisted equity investments, at cost (note)	484,880
		623,630

附註：非上市股本投資指於私人實體的投資。由於合理公平值的估計範圍甚廣，故本公司董事認為其公平值不能可靠計量，有關投資於二零一七年十二月三十一日按成本減減值計量。

Note: The unlisted equity investments represented investments in private entities. The investments were measured at cost less impairment at 31 December 2017 because the range of reasonable fair value estimates were so significant that the directors of the Company were of the opinion that their fair value cannot be reliably measured.

#### 21. 衍生金融工具

#### 21. DERIVATIVE FINANCIAL INSTRUMENTS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
衍生金融負債：	Derivative financial liabilities:		
外幣遠期合約	Foreign currency forward contracts	74,949	333,193

於二零一八年十二月三十一日，遠期合約名義總額為426,800,000美元(二零一七年：1,065,000,000美元)，其中為減輕借款的外幣風險訂立遠期合約。

As at 31 December 2018, total notional amount of the forward contracts was USD426,800,000 (2017: USD1,065,000,000) in aggregate of which the forward contracts are entered into for mitigating the foreign currency exposure in relation to the borrowings.

## 22. 就收購股權已付的按金

於二零一八年十二月三十一日，本集團擁有一份就收購於中國註冊成立的若干實體的股權的按金為人民幣50,000,000元（二零一七年：兩份按金合共人民幣641,496,000元）。年內，於過往年度支付的按金人民幣500,000,000元及人民幣141,496,000元已分別用作收購附屬公司（如附註41所披露）及收購一間聯營公司（如附註17所披露）的部分代價。

## 23. 長期保證金

於二零一七年十二月三十一日，本集團擁有保證金人民幣150,000,000元，以擔保本集團自報告期末起計十二個月後將予開展的物業項目管理服務。年內，由於該物業管理服務提早開展，故本集團獲解除保證金人民幣150,000,000元。

## 24. 持作出售物業

本集團的持作出售物業主要位於中國及香港。所有持作出售物業按成本及可變現淨值（以較低者為準）列賬。

本集團於二零一八年十二月三十一日抵押約人民幣2,810,472,000元（二零一七年：人民幣1,302,292,000元）的持作出售物業，以擔保本集團的銀行及其他借款。

## 22. DEPOSITS PAID FOR ACQUISITIONS OF EQUITY INTERESTS

As at 31 December 2018, the Group had a deposit of RMB50,000,000 (2017: two deposits of RMB641,496,000 in aggregate) for the acquisitions of equity interests in certain PRC incorporated entities. During the year, deposits paid in prior years of RMB500,000,000 and RMB141,496,000 were utilised as part of the consideration for acquisitions of subsidiaries as disclosed in note 41, and acquisition of an associate as disclosed in note 17, respectively.

## 23. LONG-TERM DEPOSIT

As at 31 December 2017, the Group had a deposit of RMB150,000,000 for securing property project management service to be commenced by the Group after twelve months from the end of the reporting period. During the year, due to early commencement of the property management services, the deposit of RMB150,000,000 was released to the Group.

## 24. PROPERTIES HELD FOR SALE

The Group's properties held for sale are substantially situated in the PRC and Hong Kong. All the properties held for sale are stated at the lower of cost and NRV.

The Group had pledged properties held for sale of approximately RMB2,810,472,000 (2017: RMB1,302,292,000) as at 31 December 2018 to secure bank and other borrowings of the Group.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 25. 擬作出售的開發中物業

#### 25. PROPERTIES UNDER DEVELOPMENT FOR SALE

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>成本</b>	<b>COST</b>		
年初	At the beginning of the year	34,603,171	21,254,355
添置	Additions	53,091,839	23,396,616
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	28,195,759	15,670,711
出售附屬公司(附註42)	Disposal of subsidiaries (note 42)	(723,893)	(3,931,009)
轉撥至持作出售物業	Transfer to properties held for sale	(31,028,964)	(21,787,502)
年末	At the end of the year	84,137,912	34,603,171

擬作出售的開發中物業均位於中國，屬中期租賃，指竣工後擬作出售的開發中物業。

The properties under development for sale are located in the PRC under medium-term leases and represent properties under development for subsequent sale upon completion.

於二零一八年十二月三十一日，計入擬作出售的開發中物業約人民幣41,055,434,000元（二零一七年：21,068,648,000元）指預期自報告期末起逾十二個月後竣工並可供出售的物業。

Included in the properties under development for sale as at 31 December 2018 amounting to approximately RMB41,055,434,000 (2017: RMB21,068,648,000) which represent the properties expected to be completed and available for sale after more than twelve months from the end of the reporting period.

本集團於二零一八年十二月三十一日抵押約人民幣50,541,639,000元（二零一七年：人民幣16,644,281,000元）的擬作出售的開發中物業，以擔保本集團的銀行及其他借款。

The Group had pledged properties under development for sale of approximately RMB50,541,639,000 (2017: RMB16,644,281,000) as at 31 December 2018 to secure bank and other borrowings of the Group.

## 26. 應收賬款及其他應收款項、按金及預付款項

貿易應收款項主要來自出售物業及租金收入。有關已售物業的代價乃根據相關買賣協議的條款且通常自協議日期起計介乎60至180日內支付。根據租賃協議，租金收入應由租戶於兩個月內支付。

## 26. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Trade receivables mainly arise from the sales of properties and rental income. Considerations in respect of properties sold are paid in accordance with the terms of the related sales and purchase agreements, normally with a range of 60 days to 180 days from the date of agreement. Rental income is paid by tenants within two months in accordance to tenancy agreement.

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
貿易應收款項	Trade receivables	647,233	638,490
減：信貸虧損撥備	Less: Allowance for credit losses	(1,768)	(1,877)
		645,465	636,613
其他應收款項(附註)	Other receivables (note)	13,015,378	8,084,141
減：信貸虧損撥備	Less: Allowance for credit losses	(3,230)	(3,240)
		13,012,148	8,080,901
預付稅項	Prepaid tax	1,431,679	327,477
按金及預付款項	Deposits and prepayments	1,650,840	1,762,966
		16,740,132	10,807,957

附註：有關金額主要包括就潛在物業發展項目的臨時付款及於完成開發項目後可返還的項目相關按金。其他應收款項並無固定還款期，董事認為其須按要求償還，並將於借款日期起一年內收回。賬齡於一年內的其他應收款項(扣除撥備)為人民幣12,100,358,000元(二零一七年：人民幣7,528,747,000元)，而賬齡超過一年的其他應收款項為人民幣911,790,000元(二零一七年：人民幣552,154,000元)。

Note: The amount mainly includes temporary payments paid for potential property development projects and project-related deposits which would be refundable upon completion of the development projects. There is no fixed repayment term for other receivables and the directors consider they are repayable on demand and will be recovered in one year from the date of advance. The other receivables (net of allowance) amounted to RMB12,100,358,000 (2017: RMB7,528,747,000) with aged within one year and RMB911,790,000 (2017: RMB552,154,000) aged over one year respectively.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 26. 應收賬款及其他應收款項、 按金及預付款項(續)

以下為於報告期末按協議日期編製的貿易應收款項賬齡分析：

#### 26. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables, based on the date of agreement and net of allowance, at the end of the reporting period:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於60日內	Within 60 days	333,073	309,973
61至180日	61–180 days	27,296	102,557
181至365日	181–365 days	175,857	98,432
1年以上	Over 1 year	109,239	125,651
		645,465	636,613

於接納任何企業客戶前，本集團使用內部信貸評估制度評估潛在客戶的信貸質素。

Before accepting any corporate customer, the Group uses an internal credit assessment system to assess the potential customers' credit quality.

於二零一八年十二月三十一日，於報告日期末逾期賬面總值為人民幣286,864,000元的應收賬款，計入本集團的貿易應收款項餘額。於已逾期結餘中，人民幣111,007,000元已逾期90日或以上，而並不視為違約，原因為該等結餘主要來自信譽良好的銀行，且目前正處於完成按揭的程序中。

As at 31 December 2018, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB286,864,000 which are past due as at the end of the reporting date. Out of the past due balances, RMB111,007,000 has been past due for 90 days or more for which are not considered as in default as those balances are mainly those banks with good quality and pending for completing their mortgage procedures.

於二零一七年十二月三十一日，本集團尚未就此計提撥備的貿易應收款項賬面值約為人民幣98,432,000元及人民幣125,651,000元，該等款項於報告期末分別逾期0日至180日及超過181日，均計入本集團的貿易應收款項餘額，原因在於信貸質素並無重大不利變動，且金額仍被視為可收回。

As at 31 December 2017, included in the Group's trade receivables balance were trade receivables with a carrying amount of approximately RMB98,432,000 and RMB125,651,000 which were past due at the end of the reporting period for 0 day to 180 days and over 181 days respectively for which the Group had not provided for allowance as there had not been a significant adverse change in credit quality and the amounts were still considered recoverable.



**26. 應收賬款及其他應收款項、按金及預付款項** (續)

截至二零一七年十二月三十一日止年度，應收賬款及其他應收款項的呆賬撥備變動如下：

**26. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS** (Continued)

Movements in the allowance for doubtful debts on accounts and other receivables for the year ended 31 December 2017 were as follows:

		二零一七年 2017 人民幣千元 RMB'000
年初結餘	Balance at the beginning of the year	(5,863)
撥回信貸虧損撥備	Write-back of allowance for credit losses	746
年末結餘	Balance at the end of the year	(5,117)

截至二零一八年十二月三十一日止年度，有關貿易及其他應收款項的減值評估詳情載於附註52。

Details of impairment assessment of trade and other receivables for the year ended 31 December 2018 are set out in note 52.

**27. 應收／應付非控股權益款項**

應收／應付非控股權益款項為無抵押、免息及須按要求償還。本公司董事預計該等款項將自報告期末起計十二個月內償還。

**27. AMOUNTS DUE FROM/TO NON-CONTROLLING INTERESTS**

The amounts due from/to non-controlling interests are unsecured, interest-free and are repayable on demand. The directors of the Company expect the amounts will be settled within 12 months from the end of the reporting period.

**28. 應收／應付合營企業及聯營公司款項**

應收／應付合營企業及聯營公司款項為無抵押、免息及須按要求償還。本公司董事預計該等款項將自報告期末起計十二個月內償還。

**28. AMOUNTS DUE FROM/TO JOINT VENTURES AND ASSOCIATES**

The amounts due from/to joint ventures and associates are unsecured, interest-free and are repayable on demand. The directors of the Company expect the amounts will be settled within 12 months from the end of the reporting period.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 29. 按公平值計入損益的金融資產

強制按公平值計入損益計量的金融資產：

### 29. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
持作買賣的上市證券：	Listed securities held for trading:		
於聯交所上市的股本證券	Equity securities listed on the Stock Exchange	255,431	70,741
於深圳證券交易所上市的股本證券	Equity securities listed on the Shenzhen Stock Exchange	449,955	450,509
		705,386	521,250
按公平值計入損益的金融資產：	Financial assets at FVTPL:		
非上市私人股本投資基金	Unlisted private equity investments fund	530,256	—
上市債務證券	Listed debt securities	34,297	—
		1,269,939	521,250
就報告目的分析如下：	Analysed for reporting purpose as:		
流動資產	Current assets	705,386	521,250
非流動資產	Non-current assets	564,553	—
		1,269,939	521,250

於二零一八年十二月三十一日，本集團抵押按公平值計入損益的金融資產人民幣105,350,000元（二零一七年：人民幣259,587,000元）以擔保本集團獲授銀行及其他借款。

As at 31 December 2018, financial assets at FVTPL of RMB105,350,000 (2017: RMB259,587,000) were pledged to secure bank and other borrowings of the Group.

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
按公平值計入損益的金融資產分析(按貨幣劃分)：	Analysis of financial assets at FVTPL by currency:		
— 以人民幣計值	— Denominated in RMB	449,955	450,509
— 以港元(「港元」)計值	— Denominated in Hong Kong dollars (“HK\$”)	432,897	70,741
— 以美元(「美元」)計值	— Denominated in United States dollars (“USD”)	387,087	—
		1,269,939	521,250

30. 按公平值計入其他全面收入的股本工具

30. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		二零一八年 2018 人民幣千元 RMB'000
上市投資：	Listed investments:	
於全國中小企業股份轉讓系統上市的股本證券	Equity securities listed on the National Equities Exchange and Quotations System	139,500
非上市投資：	Unlisted investments:	
私人實體股本投資(附註)	Equity investments in private entities (note)	779,774
		919,274

附註：列入非上市投資的私人實體股本投資指本集團在於中國成立的私人實體中的股本權益。

Note: The equity investments in private entities included in unlisted investments represent the Group's equity interest in private entities established in the PRC.

該等投資並非持作買賣，而是為長遠策略而持有。由於本公司董事認為，確認該等投資計入損益的公平值的短期波動與本集團為長遠持有該等投資及實現其長遠潛在表現的策略不符，因此已選擇將該等股本工具投資指定為按公平值計入其他全面收入。

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 31. 受限制銀行存款／銀行結餘及現金

於二零一八年十二月三十一日，計入綜合財務狀況表銀行結餘及現金內的受限制銀行結餘約為人民幣7,069,119,000元（二零一七年：人民幣5,157,157,000元），而該受限制銀行結餘僅可用於指定房地產開發項目。

根據若干銀行貸款協議，本集團須存置若干現金存款作為銀行及其他借款的抵押。有關受限制存款僅於悉數償還相關借款後獲解除。受限制銀行存款分類為流動資產，原因為於報告期末，相關借款須於一年內償還。

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以下的活期存款。銀行結餘按現行市場利率計息。

截至二零一八年十二月三十一日止年度，本集團就銀行結餘執行減值評估並得出結論認為對手方銀行違約可能性不大，因此毋須計提信貸虧損撥備。

截至二零一八年十二月三十一日止年度受限制銀行存款減值評估的詳情載於附註52。

#### 31. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Included in bank balances and cash in the consolidated statement of financial position are restricted bank balances of approximately RMB7,069,119,000 (2017: RMB5,157,157,000) at 31 December 2018, which can only be applied in the designated property development projects.

Pursuant to certain bank loan agreements, the Group is required to place certain cash deposits as securities for bank and other borrowings. Such restricted deposits will only be released after full repayment of relevant borrowings. The restricted bank deposits are classified as current assets, as the relevant borrowings are repayable within one year as at the end of the reporting period.

Bank balances and cash comprise cash held by the Group and demand deposits with an original maturity of three months or less. Bank balances carry prevailing market interest rates.

For the year ended 31 December 2018, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of restricted bank deposits for the year ended 31 December 2018 are set out in note 52.

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
按貨幣計算的銀行結餘及現金分析：	Analysis of bank balances and cash by currency:		
－以人民幣計值	－ Denominated in RMB	41,900,266	28,385,640
－以港元計值	－ Denominated in HK\$	276,029	67,210
－以美元計值	－ Denominated in USD	1,099,488	1,334,020
－以其他貨幣計值	－ Denominated in other currencies	51,778	—
		43,327,561	29,786,870

### 32. 應付賬款及其他應付款項以及應計開支

### 32. ACCOUNTS AND OTHER PAYABLES AND ACCRUED CHARGES

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
應付賬款	Accounts payables	10,306,115	4,739,387
其他應付款項及應計開支	Other payables and accrued charges	13,456,174	7,294,946
其他應付稅項	Other tax payable	2,125,715	1,568,134
		25,888,004	13,602,467

有關建設的應付賬款及應計開支包括建造成本及其他項目相關開支，該等款項乃根據本集團計量的項目進度支付。

Accounts payables and accrued expenditure on construction comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group.

貿易應付款項的平均信貸期為60日。本集團已制訂財務風險管理政策，以確保所有應付款項均於信貸期限內償付。

The average credit period of trade payables is 60 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

以下為於報告期末按發票日期編製的應付賬款賬齡分析：

The following is an aged analysis of accounts payables, based on the invoice date, at the end of the reporting period:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於60日內	Within 60 days	4,541,519	2,154,099
61至180日	61–180 days	1,573,464	470,202
181至365日	181–365 days	2,128,060	764,575
1年以上	Over 1 year	2,063,072	1,350,511
		10,306,115	4,739,387

其他應付款項及應計開支主要指應計貸款利息及就招標及執行施工合同自承包商收取的各類按金、就潛在物業開發項目收取的臨時付款以及將於開發項目完工時退還的項目相關按金。

Other payables and accrued charges mainly represent accrued loan interest, various deposits received from contractors in relation to tendering and execution of construction contracts and temporary payments received for potential property development projects and project-related deposits which will be refunded upon completion of the development projects.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 33. 已收物業銷售按金

#### 33. DEPOSITS RECEIVED FROM PROPERTY SALES

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
銷售物業	Sales of properties	44,238,431	25,548,720

於二零一八年一月一日初步應用國際財務報告準則第15號後，已收物業銷售按金指本集團合約負債。於二零一八年一月一日，已收物業銷售按金為人民幣25,548,720,000元。

After the initial application of IFRS 15 on 1 January 2018, deposits received from property sales represent the Group's contract liabilities. As at 1 January 2018, deposits received from property sales amounted to RMB25,548,720,000.

預期已收物業銷售按金將於本集團一般營運周期內結算。

Deposits received from property sales are expected to be settled within the Group's normal operating cycle.

下表列示於本年度確認的收入與過往期間履行的履約責任的相關程度。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

		銷售物業 Sales of properties 人民幣千元 RMB'000
計入年初合約負債結餘的已確認收入	Revenue recognised that was included in the contract liabilities balance at the beginning of the year	19,622,608

本集團可於彼與客戶訂立買賣協議時自客戶收取30%至100%的合約價值作為按金。於二零一八年十二月三十一日，合約負債於綜合財務狀況表中呈列為已收物業銷售按金。

The Group receives 30%-100% of the contract value as deposits from customers when they sign the sale and purchase agreements. The contract liabilities as at 31 December 2018 are presented as deposits received from property sales on the consolidated statement of financial position.

### 34. 銀行及其他借款

### 34. BANK AND OTHER BORROWINGS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
有抵押銀行貸款(附註d)	Bank loans, secured (note d)	36,754,386	22,493,276
雙邊貸款(附註e)	Bilateral loans (note e)	4,572,837	2,358,594
銀團貸款(附註f)	Syndicated loans (note f)	8,576,337	8,261,145
		49,903,560	33,113,015

於各報告期末的若干銀行及其他借款乃以附註44所載抵押資產及若干附屬公司的股權擔保。

Certain bank and other borrowings as at the end of each reporting period were secured by the pledge of assets set out in note 44 and equity interests in certain subsidiaries.

附註：

Notes:

a) 借款須按以下償還：

(a) The borrowings are repayable:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
一年內或按要求	Within one year or on demand	8,842,371	6,727,108
一年以上，但不超過兩年	More than one year, but not exceeding two years	18,182,914	5,556,657
兩年以上，但不超過三年	More than two years, but not exceeding three years	18,095,805	13,868,191
三年以上，但不超過五年	More than three years, but not exceeding five years	4,366,300	6,558,149
五年以上	More than five years	416,170	402,910
		49,903,560	33,113,015
減：流動負債項下所示一年內到期金額	Less: Amounts due within one year shown under current liabilities	(8,842,371)	(6,727,108)
一年後到期金額	Amounts due after one year	41,061,189	26,385,907

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
以貨幣劃分的借款分析：	Analysis of borrowings by currency:		
—以人民幣計值	— Denominated in RMB	32,349,891	18,642,897
—以港元計值	— Denominated in HK\$	8,934,116	6,134,885
—以美元計值	— Denominated in USD	8,598,206	8,335,233
—以其他貨幣計值	— Denominated in other currencies	21,347	—
		49,903,560	33,113,015

(b) 於二零一八年十二月三十一日，約人民幣6,846,165,000元(二零一七年：人民幣3,379,345,000元)的定息借款按介乎3.54厘至10厘(二零一七年：5.0厘至10厘)的年利率計息，令本集團面對公平值利率風險。餘下借款按浮動利率安排，於二零一八年十二月三十一日，實際年利率介乎1.88厘至7.13厘(二零一七年：1.5厘至6.65厘)，令本集團面對現金流利率風險。

(b) Fixed-rate borrowings amounted to approximately RMB6,846,165,000 (2017: RMB3,379,345,000) carry interest ranging from 3.54% to 10% (2017: 5.0% to 10%) per annum at 31 December 2018 and expose the Group to fair value interest rate risk. The remaining borrowings are arranged at variable rates with effective interest rates ranging from 1.88% to 7.13% (2017: 1.5% to 6.65%) per annum at 31 December 2018, and expose the Group to cash flow interest rate risk.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 34. 銀行及其他借款(續)

附註：(續)

(c) 於各報告期末的實際利率範圍如下：

		二零一八年 2018	二零一七年 2017
銀行貸款	Bank loans	1.88% – 10%	1.5% – 10%

(d) 於二零一八年十二月三十一日，計入本集團銀行貸款的金額約人民幣1,926,372,000元(二零一七年：人民幣1,050,000,000元)乃由本公司若干附屬公司的股權作抵押。

(e) 本公司(作為借款方)與多間離岸銀行及融資機構(作為貸款方)訂立融資協議(「雙邊貸款」)。該等貸款的尚未償還總額約為人民幣4,572,800,000元(二零一七年：人民幣2,358,600,000元)。雙邊貸款的年期最多為三年並由本公司若干離岸附屬公司的股權作抵押，並分別由香港銀行同業拆息率(「香港銀行同業拆息率」)加2.25厘至香港銀行同業拆息率加4厘及恒生銀行人民幣最優惠利率加1.90厘的浮動年利率計息。

(f) 於二零一八年三月二十九日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，總額約為1,600,000,000港元，分為兩部分：(i)美元部分合共9,000,000,000美元；及(ii)港元部分合共1,530,000,000港元，最後期限為自首次動用日期起計四十二個月，並按香港銀行同業拆息率加3.32厘的年利率計息。

於二零一七年九月二十日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為美元固定期限貸款，總額為135,000,000美元，最終期限為自首次動用日期起計三年，並按倫敦銀行同業拆息率(「倫敦銀行同業拆息率」)加3.30厘的年利率計息。

於二零一六年十二月三十日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，分為兩部分：(i)港元部分合共2,920,000,000港元，最後期限為自首次動用日期起計四年，並按香港銀行同業拆息率加3.70厘的年利率計息；及(ii)人民幣部分合共人民幣800,000,000元，最後期限為自首次動用日期起計三年，並按固定年利率4.75厘計息。

於二零一六年三月十一日，本公司(作為借款方)及本公司若干離岸附屬公司(作為初步擔保人)，與一組財務機構(作為貸款方)訂立銀團貸款協議。銀團貸款為雙幣種的固定期限貸款融資，總額約600,000,000美元，分為兩部分：(i)美元部分合共495,000,000美元；及(ii)港元部分合共819,000,000港元，最後期限為自首次動用日期起計三年，並按倫敦銀行同業拆息率或香港銀行同業拆息率加4.00厘的年利率計息。

#### 34. BANK AND OTHER BORROWINGS (Continued)

Notes: (Continued)

(c) The range of effective interest rates at the end of each reporting period are as follows:

(d) Included in the Group's bank loans, amount of approximately RMB1,926,372,000 (2017: RMB1,050,000,000) as at 31 December 2018 is secured by equity interests of certain subsidiaries of the Company.

(e) The Company as borrower, entered into facility agreements with various offshore banks and financial institutions as lenders ("Bilateral loans"). The aggregate outstanding amount under these loans amount to approximately RMB4,572.8 million (2017: RMB2,358.6 million). The Bilateral loans have terms ranging up to three years and were secured by equity interest of certain offshore subsidiaries of the Company and carried various interest from Hong Kong Inter-bank Offered Rate ("HIBOR") plus 2.25%, to HIBOR plus 4%, and the Hang Seng Bank RMB Prime Rate plus 1.90% per annum.

(f) On 29 March 2018, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility with an aggregate amount of approximately HK\$1,600 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD9 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK\$1,530 million, with final maturity of forty-two months from the date of first utilisation date and carried interest at HIBOR plus 3.32% per annum.

On 20 September 2017, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a USD dollars term loan with an aggregate amount of USD135 million with final maturity of three years from the date of first utilisation date and carried interest at London Inter-bank Offered Rate ("LIBOR") plus 3.30% per annum.

On 30 December 2016, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility divided into two tranches: (i) Hong Kong dollars tranche with an aggregate amount of HK\$2,920 million with final maturity of four years from the date of first utilisation date and carried interest at HIBOR plus 3.70% per annum; and (ii) Renminbi tranche with an aggregate amount of RMB800 million, with final maturity of three years from the date of first utilisation date and carried fixed interest of 4.75% per annum.

On 11 March 2016, the Company as borrower, and certain offshore subsidiaries of the Company as initial guarantors, entered into a syndicated loan agreement with a group of financial institutions as lenders. The syndicated loan is a dual-currency term loan facility with an aggregate amount of approximately USD600 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD495 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK\$819 million, with final maturity of three years from the date of first utilisation date and carried interest at LIBOR or HIBOR plus 4.00% per annum.

### 35. 優先票據

### 35. SENIOR NOTES

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
以美元計值的優先票據：	Senior notes denominated in USD:		
二零二零年六月到期優先票據(附註a)	Senior notes due in June 2020 (note a)	2,807,504	2,651,344
二零二二年一月到期優先票據(附註b)	Senior notes due in January 2022 (note b)	3,877,490	1,846,780
二零二三年一月到期優先票據(附註c)	Senior notes due in January 2023 (note c)	2,068,299	—
二零二一年四月到期優先票據(附註d)	Senior notes due in April 2021 (note d)	3,450,757	—
二零二零年五月到期優先票據(附註e)	Senior notes due in May 2020 (note e)	2,074,663	—
以人民幣計值的優先票據：	Senior notes denominated in RMB:		
二零二零年九月到期優先票據(附註f)	Senior notes due in September 2020 (note f)	1,014,901	—
		15,293,614	4,498,124

附註：

Notes:

- (a) 於二零一五年六月五日，本公司以折讓0.509%發行面值總額達400,000,000美元有擔保的定息優先票據(「二零二零年六月到期票據」)，以年利率7.75厘的定息計息(每半年支付一次應計利息)，並將於二零二零年六月五日悉數償還。

就二零二零年六月到期票據而言，本公司可於二零一八年六月五日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二零年六月到期票據本金額107.75%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回本金總額最多35%的二零二零年六月到期票據(須受若干條件限制)。此外，本公司可於二零一八年六月五日前隨時及不時，按二零二零年六月到期票據本金額100%的贖回價，另加於贖回日期的二零二零年六月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二零年六月到期票據。

「二零二零年六月適用溢價」指於任何贖回日期，就二零二零年六月到期票據而言，(1)二零二零年六月到期票據本金額的1.00%與(2)(A)(i)二零二零年六月到期票據於二零一八年六月五日的贖回價加(ii)直至二零一八年六月五日二零二零年六月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二零年六月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度六月五日開始的十二個月期間贖回，則本公司可於二零一八年六月五日或之後隨時及不時按相等於下文載列的本金額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二零年六月到期票據：

- (a) On 5 June 2015, the Company issued guaranteed fixed rate senior notes at discount of 0.509% with aggregate nominal value of USD400,000,000 (the "June 2020 due Notes") which carry fixed interest of 7.75% per annum (interest payable semi-annually in arrears) and will be fully repayable by 5 June 2020.

For the June 2020 due Notes, at any time and from time to time prior to 5 June 2018, the Company may redeem up to 35% of the aggregate principal amount of the June 2020 due Notes at a redemption price of 107.75% of the principal amount of the June 2020 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 5 June 2018, the Company may at its option redeem the June 2020 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the June 2020 due Notes plus the June 2020 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"June 2020 Applicable Premium" means with respect to the June 2020 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such June 2020 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such June 2020 due Notes on 5 June 2018 plus (ii) all required remaining scheduled interest payments due on such June 2020 due Notes through 5 June 2018 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such June 2020 due Notes on such redemption date.

At any time and from time to time on or after 5 June 2018, the Company may redeem the June 2020 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 5 June of any year set forth below:

期間	Period	贖回價 Redemption price
二零一八年	2018	103.8750%
二零一九年	2019	101.9375%

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 35. 優先票據 (續)

附註：(續)

- (b) 於二零一七年一月二十四日，本公司發行面值總額達285,000,000美元有擔保的定息優先票據（「二零二二年一月到期原先票據」），按固定年利率5.5厘計息（須每半年支付一次利息），並將於二零二二年一月二十三日悉數償還。

於二零一八年十月八日，本公司發行面值總額達300,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二二年一月到期原先票據（統稱「二零二二年一月到期票據」）合併並組成單一系列。二零二二年一月到期票據按固定年利率5.5厘計息（須每半年支付一次利息），並將於二零二二年一月二十三日悉數償還。

就二零二二年一月到期票據而言，本公司可於二零二二年一月二十三日隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二二年一月到期票據本金額105.5%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回本金總額最多35%的二零二二年一月到期票據（須受若干條件限制）。此外，本公司可於二零二二年一月二十三日隨時及不時，按二零二二年一月到期票據本金額100%的贖回價，另加於贖回日期的二零二二年一月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二二年一月到期票據。

「二零二二年一月適用溢價」指於任何贖回日期，就二零二二年一月到期票據而言，(1)二零二二年一月到期票據本金額的1.00%與(2)(A)(i)二零二二年一月到期票據於二零二二年一月二十三日的贖回價加(ii)直至二零二二年一月二十三日二零二二年一月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按相當於經調整國債利率加100個基點的貼現率計算）超出(B)於有關贖回日期二零二二年一月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度一月二十三日開始的十二個月期間贖回，則本公司可於二零二二年一月二十三日或之後隨時及不時按相等於下文載列的本金額百分比的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回全部或部分二零二二年一月到期票據：

期間	Period	贖回價 Redemption price
二零二二年	2020	102.750%
二零二一年	2021	101.375%

#### 35. SENIOR NOTES (Continued)

Notes: (Continued)

- (b) On 24 January 2017, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD285,000,000 (the "Original January 2022 due Notes") which carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2022.

On 8 October 2018, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000, which is consolidated and formed a single class with the Original January 2022 due Notes (collectively referred to as the "January 2022 due Notes"). The January 2022 due Notes carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2022.

For the January 2022 due Notes, at any time and from time to time prior to 23 January 2020, the Company may redeem up to 35% of the aggregate principal amount of the January 2022 due Notes at a redemption price of 105.5% of the principal amount of the January 2022 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 January 2020, the Company may at its option redeem the January 2022 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2022 due Notes plus the January 2022 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"January 2022 Applicable Premium" means with respect to the January 2022 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such January 2022 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such January 2022 due Notes on 23 January 2020 plus (ii) all required remaining scheduled interest payments due on such January 2022 due Notes through 23 January 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such January 2022 due Notes on such redemption date.

At any time and from time to time on or after 23 January 2020, the Company may redeem the January 2022 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 23 January of any year set forth below:

### 35. 優先票據 (續)

附註：(續)

- (c) 於二零一八年一月二十三日，本公司發行面值總額達300,000,000美元有擔保的定息優先票據(「二零二三年一月到期票據」)，按固定年利率5.5厘計息(須每半年支付一次利息)，並將於二零二三年一月二十三日悉數償還。

就二零二三年一月到期票據而言，本公司可於二零二一年一月二十三日隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二三年一月到期票據本金額105.5%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回本金總額最多35%的二零二三年一月到期票據(須受若干條件限制)。此外，本公司可於二零二一年一月二十三日隨時及不時，按二零二三年一月到期票據截至贖回日期的本金額100%的贖回價，另加於贖回日期的二零二三年一月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二三年一月到期票據。

「二零二三年一月適用溢價」指於任何贖回日期，就二零二三年一月到期票據而言，(1)二零二三年一月到期票據本金額的1.00%與(2)(A)(i)二零二三年一月到期票據於二零二一年一月二十三日的贖回價加(ii)直至二零二一年一月二十三日二零二三年一月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二三年一月到期票據本金額的款額兩者之間的較高者。

倘於下文所示任何年度一月二十三日開始的十二個月期間贖回，則本公司可於二零二一年一月二十三日或之後隨時及不時，按相等於下文載列的本金額百分比的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二三年一月到期票據：

### 35. SENIOR NOTES (Continued)

Notes: (Continued)

- (c) On 23 January 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "January 2023 due Notes") which carry fixed interest of 5.5% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 January 2023.

For the January 2023 due Notes, at any time and from time to time prior to 23 January 2021, the Company may redeem up to 35% of the aggregate principal amount of the January 2023 due Notes at a redemption price of 105.5% of the principal amount of the January 2023 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 January 2021, the Company may at its option redeem the January 2023 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2023 due Notes plus the January 2023 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"January 2023 Applicable Premium" means with respect to the January 2023 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such January 2023 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such January 2023 due Notes on 23 January 2021 plus (ii) all required remaining scheduled interest payments due on such January 2023 due Notes through 23 January 2021 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such January 2023 due Notes on such redemption date.

At any time and from time to time on or after 23 January 2021, the Company may redeem the January 2023 due Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the 12-month period commencing on 23 January of any year set forth below:

期間	Period	贖回價 Redemption price
二零二一年	2021	102.750%
二零二二年	2022	101.375%

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 35. 優先票據 (續)

附註：(續)

- (d) 於二零一八年四月二十三日，本公司發行面值總額達500,000,000美元有擔保的定息優先票據(「二零二一年四月到期票據」)，按固定年利率6.875厘計息(須每半年支付一次利息)，並將於二零二一年四月二十三日悉數償還。

就二零二一年四月到期票據而言，本公司可於二零二一年四月二十三日以前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二一年四月到期票據本金額106.875%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回本金總額最多35%的二零二一年四月到期票據(須受若干條件限制)。此外，本公司可於二零二一年四月二十三日以前隨時及不時，按二零二一年四月到期票據截至贖回日期的本金額100%的贖回價，另加於贖回日期的二零二一年四月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二一年四月到期票據。

「二零二一年四月適用溢價」指於任何贖回日期，就二零二一年四月到期票據而言，(1)二零二一年四月到期票據本金額的1.00%與(2)(A)(i)二零二一年四月到期票據於二零二一年四月二十三日的贖回價加(ii)直至二零二一年四月二十三日二零二一年四月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二一年四月到期票據本金額的款額兩者之間的較高者。

本公司可於二零二一年四月二十三日或之後隨時及不時按相等於二零二一年四月到期票據本金額102%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回全部或部分二零二一年四月到期票據。

- (e) 於二零一八年五月二日，本公司發行面值總額達300,000,000美元有擔保的定息優先票據(「二零二二年五月到期票據」)，按固定年利率6.375厘計息(須每半年支付一次利息)，並將於二零二二年五月二日悉數償還。

就二零二二年五月到期票據而言，本公司可於二零二二年五月二日以前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二二年五月到期票據本金額106.375%的贖回價，另加計至(惟不包括)贖回日期的應計及未付利息(如有)，贖回本金總額最多35%的二零二二年五月到期票據(須受若干條件限制)。此外，本公司可於二零二二年五月二日以前隨時及不時，按二零二二年五月到期票據截至贖回日期的本金額100%的贖回價，另加於贖回日期的二零二二年五月適用溢價以及計至(惟不包括)贖回日期的應計及未付利息(如有)，選擇贖回全部而非部分二零二二年五月到期票據。

「二零二二年五月適用溢價」指於任何贖回日期，就二零二二年五月到期票據而言，(1)二零二二年五月到期票據本金額的1.00%與(2)(A)(i)二零二二年五月到期票據於二零二二年五月二日的贖回價加(ii)直至二零二二年五月二日二零二二年五月到期票據所有規定餘下到期擬定利息付款(惟不包括直至贖回日期的應計及未付利息)的金額於有關贖回日期的現值(按相當於經調整國債利率加100個基點的貼現率計算)超出(B)於有關贖回日期二零二二年五月到期票據本金額的款額兩者之間的較高者。

#### 35. SENIOR NOTES (Continued)

Notes: (Continued)

- (d) On 23 April 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD500,000,000 (the "April 2021 due Notes") which carry fixed interest of 6.875% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 April 2021.

For the April 2021 due Notes, at any time and from time to time prior to 23 April 2020, the Company may redeem up to 35% of the aggregate principal amount of the April 2021 due Notes at a redemption price of 106.875% of the principal amount of the April 2021 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 23 April 2020, the Company may at its option redeem the April 2021 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the April 2021 due Notes plus the April 2021 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"April 2021 Applicable Premium" means with respect to the April 2021 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such April 2021 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such April 2021 due Notes on 23 April 2020 plus (ii) all required remaining scheduled interest payments due on such April 2021 due Notes through 23 April 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such April 2021 due Notes on such redemption date.

At any time and from time to time on or after 23 April 2020, the Company may redeem the April 2021 due Notes, in whole or in part, at a redemption price equal to 102% of principal amount of the April 2021 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date.

- (e) On 2 May 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "May 2020 due Notes") which carry fixed interest of 6.375% per annum (interest payable semi-annually in arrears) and will be fully repayable by 2 May 2020.

For the May 2020 due Notes, at any time and from time to time prior to 2 May 2020, the Company may redeem up to 35% of the aggregate principal amount of the May 2020 due Notes at a redemption price of 106.375% of the principal amount of the May 2020 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 2 May 2020, the Company may at its option redeem the May 2020 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the May 2020 due Notes plus the May 2020 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"May 2020 Applicable Premium" means with respect to the May 2020 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such May 2020 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such May 2020 due Notes on 2 May 2020 plus (ii) all required remaining scheduled interest payments due on such May 2020 due Notes through 2 May 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such May 2020 due Notes on such redemption date.



### 35. 優先票據 (續)

附註：(續)

- (f) 於二零一八年九月二十日，本公司發行面值總額達人民幣100,000,000元有擔保的定息優先票據（「二零二零年九月到期票據」），按固定年利率7.75厘計息（須每半年支付一次利息），並將於二零二零年九月二十日悉數償還。

就二零二零年九月到期票據而言，本公司可於二零二零年九月二十日前隨時及不時運用出售其股本發售內普通證券的所得款項現金淨額，按二零二零年九月到期票據本金額107.75%的贖回價，另加計至（惟不包括）贖回日期的應計及未付利息（如有），贖回本金總額最多35%的二零二零年九月到期票據（須受若干條件限制）。此外，本公司可於二零二零年九月二十日前隨時及不時，按二零二零年九月到期票據截至贖回日期的本金額100%的贖回價，另加於贖回日期的二零二零年九月適用溢價以及計至（惟不包括）贖回日期的應計及未付利息（如有），選擇贖回全部而非部分二零二零年九月到期票據。

「二零二零年九月適用溢價」指於任何贖回日期，就二零二零年九月到期票據而言，(1)二零二零年九月到期票據本金額的1.00%與(2)(A)(i)二零二零年九月到期票據於二零二零年九月二十日的贖回價加(ii)直至二零二零年九月二十日二零二零年九月到期票據所有規定餘下到期擬定利息付款（惟不包括直至贖回日期的應計及未付利息）的金額於有關贖回日期的現值（按每年2.50%的貼現率計算）超出(B)於有關贖回日期二零二零年九月到期票據本金額的款額兩者之間的較高者。

除於新加坡證券交易所有限公司（「新交所」）上市的二零二零年五月到期票據外，本公司發行的優先票據均於聯交所上市。彼等為本公司的無抵押優先責任，並由若干本公司現有附屬公司（不包括根據中國法律成立的附屬公司）擔保。該等擔保實際上從屬於各擔保人的其他已抵押責任，並以作為抵押的資產價值為限。

### 35. SENIOR NOTES (Continued)

Notes: (Continued)

- (f) On 20 September 2018, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of RMB1,000,000,000 (the “September 2020 due Notes”) which carry fixed interest of 7.75% per annum (interest payable semi-annually in arrears) and will be fully repayable by 20 September 2020.

For the September 2020 due Notes, at any time and from time to time prior to 20 September 2020, the Company may redeem up to 35% of the aggregate principal amount of the September 2020 due Notes at a redemption price of 107.75% of the principal amount of the September 2020 due Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, with the net cash proceeds from sales of its common stock in an equity offering, subject to certain conditions. In addition, at any time and from time to time prior to 20 September 2020, the Company may at its option redeem the September 2020 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the September 2020 due Notes plus the September 2020 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

“September 2020 Applicable Premium” means with respect to the September 2020 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such September 2020 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such September 2020 due Notes on 20 September 2020 plus (ii) all required remaining scheduled interest payments due on such September 2020 due Notes through 20 September 2020 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate of 2.50% per annum, over (B) the principal amount of such September 2020 due Notes on such redemption date.

The senior notes issued by the Company, other than the May 2020 due Notes which are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”), are listed on the Stock Exchange. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those established under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 35. 優先票據 (續)

董事認為，於初步確認及報告期末，提早贖回購股權的公平值並不重大。

以美元計值的優先票據於二零一八年十二月三十一日的賬面淨值以扣除發行開支合共2,023,662,000美元(相當於約人民幣13,020,148,000元(二零一七年：666,737,000美元(相當於約人民幣4,336,217,000元))後列示。

二零二零年六月到期票據、二零二二年一月到期票據、二零二三年一月到期票據、二零二一年四月到期票據、二零二零年五月到期票據及二零二零年九月到期票據的實際利率分別為每年9.06厘、6.28厘、5.87厘、8.14厘、8.53厘及9.27厘。

年內所有優先票據的變動載列如下：

#### 35. SENIOR NOTES (Continued)

In the opinion of the directors, the fair values of the early redemption options are insignificant at initial recognition and at the end of the reporting period.

The net carrying amounts of senior notes denominated in USD as at 31 December 2018 are stated at net of issue expenses totalling USD2,023,662,000 equivalent to approximately RMB13,020,148,000 (2017: USD666,737,000, equivalent to approximately RMB4,336,217,000).

The effective interest rates of the June 2020 due Notes, January 2022 due Notes, January 2023 due Notes, April 2021 due Notes, May 2020 due Notes and September 2020 due Notes are 9.06%, 6.28%, 5.87%, 8.14%, 8.53% and 9.27% per annum respectively.

The movements of all senior notes for the year are set out below:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	4,498,124	5,683,011
於發行日期的初步公平值	Initial fair values on the dates of issuance	9,702,142	1,864,953
提早贖回優先票據	Early redemption of senior notes	—	(2,636,953)
匯兌虧損(收益)	Exchange loss (gain)	798,894	(401,065)
利息開支(附註8)	Interest expense (note 8)	853,797	356,203
年內已付利息	Interest paid during the year	(559,343)	(368,025)
於十二月三十一日的賬面值	Carrying amount as at 31 December	15,293,614	4,498,124

經參考聯交所及新交所所報市價，所有優先票據於二零一八年十二月三十一日的公平值總額達約人民幣14,830,154,000元(二零一七年：人民幣4,590,669,000元)。

The aggregated fair value of all the senior notes at 31 December 2018 with reference to the quoted market price available on the Stock Exchange and the SGX-ST amounted to approximately RMB14,830,154,000 (2017: RMB4,590,669,000).



## 36. 公司債券

## 36. CORPORATE BONDS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
以人民幣計值的公司債券：	Corporate bonds denominated in RMB:		
二零一八年一月到期的公司債券(附註a)	Corporate bonds due in January 2018 (note a)	—	1,568,995
二零二零年十月及二零二零年十一月到期的公司債券(附註b)	Corporate bonds due in October 2020 & November 2020 (note b)	619,237	4,026,898
二零二一年九月到期的公司債券(附註c)	Corporate bonds due in September 2021 (note c)	4,035,767	4,032,077
二零二二年三月及二零二三年三月到期的公司債券(附註d)	Corporate bonds due in March 2022 & March 2023 (note d)	3,671,997	—
二零二一年八月到期的公司債券(附註e)	Corporate bonds due in August 2021 (note e)	2,545,479	—
二零二二年九月到期的公司債券(附註f)	Corporate bonds due in September 2022 (note f)	887,657	—
		11,760,137	9,627,970
減：計入流動負債內的一年內到期金額	Less: amounts due within one year included in current liabilities	(3,646,140)	(5,093,233)
計入非流動負債內的一年後到期金額	Amounts due after one year included in non-current liabilities	8,113,997	4,534,737

附註：

Notes:

(a) 於二零一六年一月二十二日，本公司全資附屬公司旭輝集團股份有限公司(「旭輝中國」)發行人民幣2,000,000,000元的非公開發行公司債券(「二零一八年一月到期人民幣債券」)，於上海證券交易所(「上交所」)上市。二零一八年一月到期人民幣債券按固定年利率4.99厘計息，並將於二零一八年一月二十二日到期，除非持有人提早向旭輝中國售回債券。

於二零一七年一月十九日，持有人按贖回價人民幣500,000,000元贖回二零一八年一月到期的本金額為人民幣500,000,000元的人民幣債券。

於二零一八年一月十九日，持有人按贖回價人民幣1,500,000,000元贖回二零一八年一月到期的本金額為人民幣1,500,000,000元的人民幣債券。

(a) On 22 January 2016, CIFI Group Co., Ltd. ("CIFI PRC"), a wholly owned subsidiary of the Company, issued non-public corporate bonds of RMB2,000,000,000 ("January 2018 due RMB Bond"), which are listed on the Shanghai Stock Exchange ("SSE"). January 2018 due RMB Bond carry fixed interest of 4.99% per annum and will mature on 22 January 2018 unless the holders sell back the bonds to CIFI PRC earlier.

On 19 January 2017, the holders redeemed RMB500,000,000 principle amount of the January 2018 due RMB Bond at a redemption price of RMB500,000,000.

On 19 January 2018, the holders redeemed the remaining RMB1,500,000,000 principle amount of January 2018 due RMB Bond at a redemption price of RMB1,500,000,000.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 36. 公司債券 (續)

附註：(續)

- (b) 於二零一五年十月十四日，旭輝中國發行的人民幣3,495,000,000元的公開發行公司債券(「首期二零二零年十月到期人民幣債券」，於上交所上市)。首期二零二零年十月到期人民幣債券以年利率4.95厘計息及利息每年支付一次。首期二零二零年十月到期人民幣債券將於二零二零年十月十三日到期，除非持有人提早向旭輝中國售回債券。

於二零一五年十一月十二日，旭輝中國發行人民幣500,000,000元的公開發行公司債券(「第二期二零二零年十一月到期人民幣債券」，於上交所上市)。第二期二零二零年十一月到期人民幣債券以年利率5.96厘計息及利息每年支付一次。第二期二零二零年十一月到期人民幣債券將於二零二零年十一月十一日到期。

於二零一八年八月八日，旭輝中國將首期二零二零年十月到期人民幣債券的年利率由4.95厘調整至5.2厘。有關調整自二零一八年十月十四日起生效。

於二零一八年九月十四日，持有人按贖回價人民幣3,374,438,000元贖回首期二零二零年十月到期人民幣債券本金額人民幣3,374,438,000元。

於起始日期後的第三年年末，旭輝中國(作為發行人)有權調整利率，而首期二零二零年十月到期人民幣債券的持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

- (c) 於二零一六年九月二十六日，旭輝中國發行人民幣4,000,000,000元的非公開發行公司債券(於上交所上市)，其中包括：(i)本金額人民幣3,500,000,000元(「首期二零二一年九月到期人民幣債券」)及(ii)本金額人民幣500,000,000元(「第二期二零二一年九月到期人民幣債券」)。首期二零二一年到期人民幣債券以年利率4.30厘計息及利息每年支付一次。首期二零二一年九月到期人民幣債券將於二零二一年九月二十六日到期，除非持有人提早向旭輝中國售回債券。第二期二零二一年到期人民幣債券以年利率5.50厘計息及利息每年支付一次。第二期二零二一年九月到期人民幣債券將於二零二一年九月二十六日到期。

於起始日期後的第三年年末，旭輝中國(作為發行人)有權調整利率，而首期二零二一年九月到期人民幣債券的持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

#### 36. CORPORATE BONDS (Continued)

Notes: (Continued)

- (b) On 14 October 2015, CIFI PRC issued public corporate bonds of RMB3,495,000,000 ("First Tranche October 2020 due RMB Bond") which are listed on the SSE. First Tranche October 2020 due RMB Bond carry interest at rate of 4.95% per annum and interest is payable annually. First Tranche October 2020 due RMB Bond will mature on 13 October 2020 unless the holders sell back the bonds to CIFI PRC earlier.

On 12 November 2015, CIFI PRC issued public corporate bonds of RMB500,000,000 ("Second Tranche November 2020 due RMB Bond") which are listed on the SSE. Second Tranche November 2020 due RMB Bond carry interest at rate of 5.96% per annum and interest is payable annually. Second Tranche November 2020 due RMB Bond will mature on 11 November 2020.

On 8 August 2018, CIFI PRC adjusted the interest rate of First Tranche October 2020 due RMB Bonds from 4.95% per annum to 5.2% per annum. Such adjustment became effective from 14 October 2018.

On 14 September 2018, the holders redeemed RMB3,374,438,000 principle amount of the First Tranche October 2020 due RMB Bond at a redemption price of RMB3,374,438,000.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche October 2020 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at any time prior to the maturity.

- (c) On 26 September 2016, CIFI PRC issued non-public corporate bonds of RMB4,000,000,000 which are listed on the SSE and comprise: (i) a principal amount of RMB3,500,000,000 ("First Tranche September 2021 due RMB Bond") and (ii) a principal amount of RMB500,000,000 ("Second Tranche September 2021 due RMB Bond"). First Tranche 2021 due RMB Bond carry interest at rate of 4.30% per annum and interest is payable annually. First Tranche September 2021 due RMB Bond will mature on 26 September 2021 unless the holders sell back the bonds to CIFI PRC earlier. Second Tranche September 2021 due RMB Bond carry interest at rate of 5.50% per annum and interest is payable annually. Second Tranche September 2021 due RMB Bond will mature on 26 September 2021.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche September 2021 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at anytime prior to the maturity.

### 36. 公司債券 (續)

附註：(續)

- (d) 於二零一八年三月二十二日，旭輝中國發行人民幣800,000,000元的非公開發行公司債券（「首期二零二二年三月到期人民幣債券」，於上交所上市）。首期二零二二年三月到期人民幣債券以年利率6.50厘計息及利息每年支付一次。首期二零二二年三月到期人民幣債券將於二零二二年三月二十二日到期，除非持有人提早向旭輝中國售回債券。

於二零一八年三月二十二日，旭輝中國發行人民幣2,700,000,000元的非公開發行公司債券（「第二期二零二三年三月到期人民幣債券」，於上交所上市）。第二期二零二三年三月到期人民幣債券以年利率6.80厘計息及利息每年支付一次。第二期二零二三年三月到期人民幣債券將於二零二三年三月二十二日到期。

於起始日期後的第二年年末，旭輝中國（作為發行人）有權調整利率，而第二期二零二三年三月到期人民幣債券的持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

於起始日期後的第三年年末，旭輝中國（作為發行人）有權調整利率，而第二期二零二三年三月到期人民幣債券持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

- (e) 於二零一八年八月九日，旭輝中國發行人民幣2,500,000,000元的公開發行公司債券（「二零二一年八月到期人民幣債券」，於上交所上市）。二零二一年八月到期人民幣債券以年利率5.46厘計息及利息每年支付一次。二零二一年八月到期人民幣債券將於二零二一年八月九日到期，除非持有人提早向旭輝中國售回債券。

於起始日期後的第二年年末，旭輝中國（作為發行人）有權調整二零二一年八月到期人民幣債券的利率，而二零二一年八月到期人民幣債券的持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

- (f) 於二零一八年九月十九日，旭輝中國發行人民幣875,000,000元的公開發行公司債券（「二零二二年九月到期人民幣債券」，於上交所上市）。二零二二年九月到期人民幣債券以年利率6.39厘計息及利息每年支付一次。二零二二年九月到期人民幣債券將於二零二二年九月十九日到期，除非持有人提早向旭輝中國售回債券。

於起始日期後的第三年年末，旭輝中國（作為發行人）有權調整利率，而二零二二年九月到期人民幣債券的持有人可選擇於到期前隨時按其本金額向旭輝中國售回全部或部分債券。

首期二零二零年十月到期人民幣債券、第二期二零二零年十一月到期人民幣債券、首期二零二一年九月到期人民幣債券、第二期二零二一年九月到期人民幣債券、首期二零二二年三月到期人民幣債券、第二期二零二三年三月到期人民幣債券、二零二一年八月到期人民幣債券以及二零二二年九月到期人民幣債券的實際年利率分別為5.04厘、6.06厘、4.41厘、5.61厘、6.62厘、6.90厘、5.61厘及6.51厘。

### 36. CORPORATE BONDS (Continued)

Notes: (Continued)

- (d) On 22 March 2018, CIFI PRC issued non-public corporate bonds of RMB800,000,000 ("First Tranche March 2022 due RMB Bond") which are listed on the SSE. First Tranche March 2022 due RMB Bond carry interest at rate of 6.50% per annum and interest is payable annually. First Tranche March 2022 due RMB Bond will mature on 22 March 2022 unless the holders sell back the bonds to CIFI PRC earlier.

On 22 March 2018, CIFI PRC issued non-public corporate bonds of RMB2,700,000,000 ("Second Tranche March 2023 due RMB Bond") which are listed on the SSE. Second Tranche March 2023 due RMB Bond carry interest at rate of 6.80% per annum and interest is payable annually. Second Tranche March 2023 due RMB Bond will mature on 22 March 2023.

At the end of the second year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of First Tranche March 2022 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at anytime prior to the maturity.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of Second Tranche March 2023 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at anytime prior to the maturity.

- (e) On 9 August 2018, CIFI PRC issued public corporate bonds of RMB2,500,000,000 ("August 2021 due RMB Bond") which are listed on the SSE. August 2021 due RMB Bond carry interest at rate of 5.46% per annum and interest is payable annually. August 2021 due RMB Bond will mature on 9 August 2021 unless the holders sell back the bonds to CIFI PRC earlier.

At the end of the second year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate of August 2021 due RMB Bond and the holders of August 2021 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at any time prior to the maturity.

- (f) On 19 September 2018, CIFI PRC issued public corporate bonds of RMB875,000,000 ("September 2022 due RMB Bond") which are listed on the SSE. September 2022 due RMB Bond carry interest at rate of 6.39% per annum and interest is payable annually. September 2022 due RMB Bond will mature on 19 September 2022 unless the holders sell back the bonds to CIFI PRC earlier.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate and the holders of September 2022 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount at anytime prior to the maturity.

The effective interest rates of the First Tranche October 2020 due RMB Bond, Second Tranche November 2020 due RMB Bond, First Tranche September 2021 due RMB Bond, Second Tranche September 2021 due RMB Bond, First Tranche March 2022 due RMB Bond, Second Tranche March 2023 due RMB Bond, August 2021 due RMB Bond and September 2022 due RMB Bond are 5.04%, 6.06%, 4.41%, 5.61%, 6.62%, 6.90%, 5.61% and 6.51% per annum respectively.

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#### 36. 公司債券 (續)

董事認為，有關公司債券的提早贖回權的公平值於初步確認時及於報告期末並不重大。

年內公司債券的變動載列如下：

#### 36. CORPORATE BONDS (Continued)

In the opinion of the directors, the fair values of the early redemption options related to the corporate bonds are insignificant at initial recognition and at the end of the reporting period.

The movements of the corporate bonds for the year are set out below:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	9,627,970	10,141,468
於發行日期的初步公平值	Initial fair values on the dates of issuance	6,847,500	–
利息開支(附註8)	Interest expense (note 8)	614,757	467,105
年內已付利息	Interest paid during the year	(455,652)	(480,603)
贖回	Redemption	(4,874,438)	(500,000)
於十二月三十一日的賬面值	Carrying amount as at 31 December	11,760,137	9,627,970

經參考上交所所報市價，公司債券於二零一八年十二月三十一日的公平值總額達約人民幣11,495,562,000元(二零一七年：人民幣9,419,040,000元)。

The aggregated fair values of the corporate bonds at 31 December 2018 with reference to the quoted market price available on the SSE amounted to approximately RMB11,495,562,000 (2017: RMB9,419,040,000).

#### 37. 可換股債券

年內於二零一九年到期可換股債券的債務及衍生工具部分變動載列如下：

#### 37. CONVERTIBLE BONDS

The movement of the debt and derivative components of the Convertible Bonds due in 2019 during the year are set out below:

		債務部分 Debt component 人民幣千元 RMB'000	衍生工具 部分 Derivative component 人民幣千元 RMB'000
於發行日期的初步公平值	Initial fair value on the date of issuance	2,163,091	99,432
利息開支(附註8)	Interest expense (note 8)	110,152	–
於損益確認的公平值變動	Change in fair value recognised in profit or loss	–	(99,182)
購回及註銷	Repurchase and cancelled	(1,544,692)	(4,379)
匯兌虧損	Exchange loss	179,173	4,129
於二零一八年十二月三十一日	As at 31 December 2018	907,724	–

### 37. 可換股債券(續)

於二零一八年二月十四日，本公司發行於新交所上市的2,790,000,000港元零息有擔保可換股債券(「二零一九年到期的可換股債券」)。二零一九年到期的可換股債券賦予持有人權利，可於二零一八年三月二十七日至二零一九年二月十二日前10日任何時間將其轉換為本公司普通股，每股轉換價為9.30港元。

轉換價可於發生若干指定事件後予以調整，即股份合併、分拆或重新分類、溢利或儲備、分派、供股或購股權資本化、股份發行、購股權、供股或認股權證價格低於市價95%、發行可轉換或交換為股份的證券、修改轉換權利以及若干其他具攤薄性的事件，包括(i)於本公司或其任何附屬公司就提呈發售(據此，股東一般有權參與安排，並透過安排收購有關證券)發行、出售或分派任何證券的情況下向股東提呈其他發售；及(ii)有關發生控制權變動的控制權變動通知。根據上述條款及條件，轉換價可就(其中包括)本公司所作出分派予以調整。因此，本公司宣佈，由於宣派末期股息，故於二零一九年到期的可換股債券的轉換價由每股9.30港元調整至每股9.04港元(「該調整」)。該調整自二零一八年五月三十一日(即緊隨於二零一八年五月三十日釐定股東收取末期股息資格的記錄日期後當日)起生效。本公司進一步宣佈，因宣派截至二零一八年六月三十日止六個月的中期股息，導致於二零一九年到期的可換股債券的轉換價由每股9.04港元調整至每股8.90港元(「第二次調整」)。第二次調整自二零一八年九月二十九日(即緊隨於二零一八年九月二十八日釐定股東收取中期股息資格的記錄日期後當日)起生效。

### 37. CONVERTIBLE BONDS (Continued)

On 14 February 2018, the Company issued HK\$2,790,000,000 zero coupon guaranteed convertible bonds (the “Convertible Bonds due in 2019”) which are listed on the SGX-ST. The Convertible Bonds due in 2019 entitle the holders to convert them into ordinary shares of the Company at any time starting from 27 March 2018 to 10 days before 12 February 2019 at a conversion price of HK\$9.30 per share.

The conversion price is subject to adjustment upon the occurrence of certain prescribed events namely, consolidation, subdivision or reclassification of shares, capitalisation of profits or reserves, distributions, rights issues or options over shares, issuance of or options, rights or warrants to acquire shares at less than 95% of the market price, issuance of securities convertible or exchangeable for shares, modification of rights of conversion and certain other dilutive events including (i) other offers to the shareholders under the circumstances which the Company or any of its subsidiaries issues, sells or distributes any securities in connection with which an offer pursuant to which the shareholders generally are entitled to participate in arrangements whereby such securities may be acquired by them; and (ii) the change of control notice in respect of the occurrence of a change of control. Pursuant to the above terms and conditions, the conversion price is subject to adjustment for, among other things, distributions made by the Company. The Company therefore announced that the conversion price of the Convertible Bonds due in 2019 was adjusted from HK\$9.30 per share to HK\$9.04 per share (the “Adjustment”) as a result of the declaration of the final dividend. The Adjustment became effective from 31 May 2018, being the day immediately after the record date for the determination of the entitlement to the final dividend payable to the shareholders on 30 May 2018. The Company further announced that the conversion price of the Convertible Bonds due in 2019 was adjusted from HK\$9.04 per share to HK\$8.90 per share (the “Second Adjustment”) as a result of the declaration of the interim dividend for the six months ended 30 June 2018. The Second Adjustment became effective from 29 September 2018, being the day immediately after the record date for the determination of the entitlement to the interim dividend payable to the shareholders on 28 September 2018.



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#### 37. 可換股債券(續)

於二零一九年到期的可換股債券由若干附屬公司按與本公司於本公司現有債務項下責任的同等基準擔保。

在向二零一九年到期的可換股債券持有人及花旗國際有限公司(作為受託人)發出不少於60日的通知的情況下，本公司可選擇於二零一九年二月十二日前的任何時間按提早贖回金額贖回當時尚未償還的全部而非部分二零一九年到期的可換股債券，金額相當於二零一九年到期的可換股債券每年淨收益率1.5%(按發行日期起直至贖回日期止每半年計算)，惟於該通知日期前原發行的二零一九年到期的可換股債券(包括已發行及合併並與二零一九年到期的可換股債券組成單一系列的任何其他債券)本金額至少90%已轉換、贖回或購買及註銷。

於截至二零一八年十二月三十一日止年度期間，本公司以總代價1,769,154,000港元(相當於人民幣1,549,071,000元)累計購回及後續註銷於二零一九年到期的可換股債券本金額為1,762,000,000港元。

二零一九年到期的可換股債券包含兩個部分，即債務部分及衍生工具(包括轉換權及提前贖回購股權)部分。債務部分的實際年利率為7%。衍生工具部分於初步確認時及報告期末按公平值計量，期內於損益中確認公平值變動人民幣99,182,000元。

於二零一八年十二月三十一日，參考於新交所可得所報市價釐定的二零一九年到期的可換股債券的公平值約為人民幣912,910,000元。

#### 37. CONVERTIBLE BONDS (Continued)

The Convertible Bonds due in 2019 is guaranteed by certain subsidiaries on a pari passu basis with the obligations of the Company under the existing indebtedness of the Company.

At any time prior to 12 February 2019, the Company may at its option, on giving not less than 60 days' notice to the holders of the Convertible Bonds due in 2019 and Citicorp International Limited as the trustee of the Convertible Bonds due in 2019 (which notice will be irrevocable), redeem in whole, but not in part, the Convertible Bonds due in 2019 for the time being outstanding at the amount which represents a gross yield of 1.5% per annum on the Convertible Bonds due in 2019, calculated on a semi-annual basis from the date of issuance up to the date of redemption provided that prior to the date of such notice at least 90 per cent in principal amount of the Convertible Bonds due in 2019 originally issued (including any further bonds issued and consolidated and forming a single series with the Convertible Bonds due in 2019) has already been converted, redeemed or purchased and cancelled.

During the year ended 31 December 2018, the Company made cumulative repurchases and subsequent cancellations of HK\$1,762,000,000 principle amount of the Convertible Bonds due in 2019, at an aggregate consideration of HK\$1,769,154,000 (equivalent to RMB1,549,071,000).

The Convertible Bonds due in 2019 contain two components, debt component and derivative (including conversion option and early redemption options) component. The effective interest rate of the debt component is 7% per annum. The derivative component is measured at fair value at initial recognition and at the end of the reporting period with change in fair value of RMB99,182,000 recognised in profit or loss during the year.

The fair value of the Convertible Bonds due in 2019 with reference to the quoted market price available on the SGX-ST amounted to approximately RMB912,910,000 as at 31 December 2018.

### 38. 永久資本工具

### 38. PERPETUAL CAPITAL INSTRUMENTS

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
以美元計值的永久資本工具	Perpetual capital instruments denominated in USD:		
於二零一七年八月發行的永久資本工具(附註a)	Perpetual capital instruments issued in August 2017 (note a)	1,924,545	1,923,081
於二零一七年十二月發行的永久資本工具(附註b)	Perpetual capital instruments issued in December 2017 (note b)	1,959,027	1,924,851
		3,883,572	3,847,932

附註：

Notes:

- (a) 於二零一七年八月十五日，本公司透過與一組金融機構訂立協議(「協議I」)，發行本金總額300,000,000美元的永久資本工具(「二零一七年八月永久資本工具」)。

根據協議I，二零一七年八月永久資本工具並無固定到期日，且本公司可選擇按本金額另加應計、未付或遞延分派付款於二零二二年八月二十四日或之後贖回。工具於發行日期至二零二二年八月二十三日的分派率為每年5.375%，之後每年增加5%。本集團並無就二零一七年八月永久資本工具作出任何擔保或質押。

- (b) 於二零一七年十二月十二日，本公司透過與一組金融機構訂立協議(「協議II」)，發行本金總額300,000,000美元的永久資本工具(「二零一七年十二月永久資本工具」)。

- (a) On 15 August 2017, the Company issued perpetual capital instruments (the “August 2017 Perpetual Capital Instruments”) with the aggregate principal amount of USD300,000,000 by entering into an agreement (the “Agreement I”) with a group of financial institutions.

Pursuant to the Agreement I, the August 2017 Perpetual Capital Instruments have no fixed maturity date and are redeemable on or after 24 August 2022 at the Company’s option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 5.375% per annum from date of issue to 23 August 2022, then increase by 5% per annum thereafter. No guarantee or pledge was made by the Group for August 2017 Perpetual Capital Instruments.

- (b) On 12 December 2017, the Company issued perpetual capital instruments (the “December 2017 Perpetual Capital Instruments”) with the aggregate principal amount of USD300,000,000 by entering into an agreement (the “Agreement II”) with a group of financial institutions.

根據協議II，二零一七年十二月永久資本工具並無固定到期日，且本公司可選擇按本金額另加應計、未付或遞延分派付款於二零二一年二月二十八日或之後贖回。工具於發行日期至二零二一年二月二十七日的分派率為每年5.375%，之後每年增加4%。本集團並無就二零一七年十二月永久資本工具作出任何擔保或質押。

Pursuant to the Agreement II, the December 2017 Perpetual Capital Instruments have no fixed maturity date and are redeemable on or after 28 February 2021 at the Company’s option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 5.375% per annum from date of issue to 27 February 2021, then increase by 4% per annum thereafter. No guarantee or pledge was made by the Group for December 2017 Perpetual Capital Instruments.

二零一七年八月及二零一七年十二月永久資本工具僅可由本公司選擇贖回，且本公司可酌情延遲分派付款，直至向本公司普通股持有人宣派或本公司結清二零一七年八月及二零一七年十二月永久資本工具為止。本公司並無責任就永久工具交付現金、支付利息或行使其贖回權利。因此，二零一七年八月永久資本工具及二零一七年十二月永久資本工具分類為股本工具，並於綜合財務狀況表呈列為股本的一部分。

Both August 2017 and December 2017 Perpetual Capital Instruments can only be redeemed at the Company’s option and the payments of distribution can be deferred at the discretion of the Company until declaration to ordinary shareholders of the Company by or the liquidation of the Company for both August 2017 and December 2017 Perpetual Capital Instruments. The Company has no obligation to deliver cash in respect of the perpetual instruments, pay interest nor exercise its right of redemption. Therefore, the August 2017 Perpetual Capital Instruments and December 2017 Perpetual Capital Instruments are classified as equity instruments and presented as a part of equity in the consolidated statement of financial position.



## Notes to the Consolidated Financial Statements

## 39. 股本

### 39. SHARE CAPITAL

		二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000
法定股本：	Authorised:		
10,000,000,000股 (二零一七年：10,000,000,000股) 每股面值0.1港元(二零一七年： 每股面值0.1港元)的普通股	10,000,000,000 (2017: 10,000,000,000) ordinary shares of HK\$0.1 each (2017: HK\$0.1 each)	1,000,000	1,000,000
已發行及繳足：	Issued and fully paid:		
於年初	At the beginning of the year	756,815	674,505
行使購股權時發行(附註a)	Issued upon exercise of share options (note a)	18,791	14,134
配售股份(附註b)	Placing of shares (note b)	–	68,000
以股代息發行(附註c)	Issued as scrip dividend (note c)	1,596	176
購回股份時註銷(附註d)	Cancelled upon repurchase of shares (note d)	(2,732)	–
於年末	At the end of the year	774,470	756,815
		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
於綜合財務報表呈列為	Shown in the consolidated financial statements as	626,271	611,951

股本變動如下：

The movements in share capital are as follows:

附註：

Notes:

- |     |  |     |   |
|-----|--|-----|---|
| (a) | <p>截至二零一八年十二月三十一日止年度，本公司於行使購股權時發行約187,912,255股(二零一七年：141,335,252股)每股面值0.10港元的普通股。年內，購股權的行使價介乎1.478港元至1.77港元(二零一七年：1.478港元至1.77港元)。新普通股與當時現有股份於各方面享有同等地位。</p> | (a) | <p>During the year ended 31 December 2018, the Company issued approximately 187,912,255 (2017: 141,335,252) ordinary shares of HK\$0.10 each upon exercise of share options. The exercise price of the share options during the year ranging from HK\$1.478 to HK\$1.77 (2017: HK\$1.478 to HK\$1.77). The new ordinary shares rank pari passu with the then existing shares in all respects.</p> |
| (b) | <p>截至二零一七年十二月三十一日止年度，本公司分別按每股3.50港元及每股3.82港元的價格發行545,000,000股及135,000,000股股份。配售所得款項淨額約為2,423,000,000港元(相當於人民幣2,026,000,000元)。</p>                            | (b) | <p>During the year ended 31 December 2017, the Company issued 545,000,000 shares at a price of HK\$3.50 per share and 135,000,000 shares at a price of HK\$3.82 per share. The net proceeds from the placing is approximately HK\$2,423 million (equivalent to RMB2,026 million).</p>   |
| (c) | <p>截至二零一八年十二月三十一日止年度，本公司約15,959,445股(二零一七年：1,764,948股)每股面值0.10港元的普通股按每股6.378港元(二零一七年：2.98港元)以股代息發行。</p>  | (c) | <p>During the year ended 31 December 2018, approximately 15,959,445 (2017: 1,764,948) ordinary shares of HK\$0.10 each in the Company were issued at HK\$6.378 (2017: HK\$2.98) per share as scrip dividend.</p>  |

### 39. 股本 (續)

附註：(續)

- (d) 截至二零一八年十二月三十一日止年度，本公司於透過聯交所購回及註銷27,316,000股股份如下：

購回月份	每股0.1港元 普通股的 數量	每股價格		所付 合共代價
		最高	最低	
十月	27,316,000	3.35港元	2.89港元	85,619,000港元

年內，概無本公司附屬公司購買、出售或贖回本公司上市證券。

- (e) 根據本公司組織章程細則第24.2條，本公司可通過股份溢價賬及保留利潤賬支付末期股息。

### 39. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) During the year ended 31 December 2018, the Company repurchased and cancelled upon 27,316,000 shares through the Stock Exchange as follows:

Month of repurchase	No. of ordinary shares of HK\$0.1 each	Price per share		Aggregate consideration paid
		Highest	Lowest	
October	27,316,000	HK\$3.35	HK\$2.89	HK\$85,619,000

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

- (e) Pursuant to article 24.2 of the Company's Articles of Association, the Company is permitted to pay out final dividend from share premium account and retained profits account.

有關參考上述本公司已發行股本及股份溢價變動的交易概述如下：

A summary of the transactions with reference to the above-mentioned movements in the Company's issued share capital and share premium is as follows:

		已發行繳足 普通股數目 Number of issued fully paid ordinary shares	普通股面值 Nominal value of ordinary shares 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	普通股面值 等值 nominal value of ordinary shares 人民幣千元 RMB'000	股份溢價 等值 Equivalent share premium 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一七年一月一日	At 1 January 2017	6,745,053,386	674,505	945,340	542,797	516,390	1,059,187
行使購股權時發行股份	Issue of shares upon exercise of share options	141,335,252	14,134	298,793	12,161	249,761	261,922
就以股代息發行股份	Issue of shares for scrip dividend	1,764,948	176	5,083	152	4,371	4,523
配售股份	Placing of shares	680,000,000	68,000	2,355,200	56,841	1,968,712	2,025,553
於二零一七年十二月三十一日	At 31 December 2017	7,568,153,586	756,815	3,604,416	611,951	2,739,234	3,351,185
行使購股權時發行股份	Issue of shares upon exercise of share options	187,912,255	18,791	395,478	15,302	325,102	340,404
就以股代息發行股份	Issue of shares for scrip dividend	15,959,445	1,596	100,193	1,397	87,729	89,126
於購回股份時註銷	Cancelled upon repurchase of shares	(27,316,000)	(2,732)	(82,887)	(2,379)	(72,363)	(74,742)
於二零一八年十二月三十一日	At 31 December 2018	7,744,709,286	774,470	4,017,200	626,271	3,079,702	3,705,973

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 40. 遞延稅項

以下為於年內確認的主要遞延稅項資產（負債）及其中變動：

#### 40. DEFERRED TAXATION

The following are the major deferred taxation assets (liabilities) recognised and movements thereon during the years:

		公司間交易 未變現收益 (虧損)的 臨時差額	投資物業 公平值	其他物業 公平值	稅務虧損	土地增值稅 撥備的 臨時差額	總計
		Temporary differences on unrealised gain (loss) arising from inter-company transactions	Fair value of investment properties	Fair value of other properties	Tax losses	Temporary differences on LAT provision	Total
		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
於二零一七年一月一日	At 1 January 2017	4,620	(992,939)	(143,693)	27,798	87,474	(1,016,740)
於損益(扣除)計入	(Charge) credit to profit or loss	(27,644)	(164,448)	235,556	33,824	407,260	484,548
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	–	–	(1,849,256)	–	–	(1,849,256)
於二零一七年十二月三十一日	At 31 December 2017	(23,024)	(1,157,387)	(1,757,393)	61,622	494,734	(2,381,448)
於損益計入(扣除)	Credit (charge) to profit or loss	37,775	(44,648)	2,118,833	147,287	602,097	2,861,344
於其他全面收入扣除	Charge to other comprehensive income	–	–	(186)	–	–	(186)
收購附屬公司(附註41)	Acquisitions of subsidiaries (note 41)	–	–	(3,260,077)	–	–	(3,260,077)
於二零一八年十二月三十一日	At 31 December 2018	14,751	(1,202,035)	(2,898,823)	208,909	1,096,831	(2,780,367)

為呈報綜合財務狀況表，若干遞延稅項資產（負債）已抵銷。以下為就財務報告作出的遞延稅項結餘分析：

For the presentation purposes on the consolidated statement of financial position, certain deferred taxation assets (liabilities) have been offset. The following is the analysis of the deferred taxation balances for financial reporting purposes:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
遞延稅項資產	Deferred taxation assets	1,021,876	502,637
遞延稅項負債	Deferred taxation liabilities	(3,802,243)	(2,884,085)
		(2,780,367)	(2,381,448)

#### 40. 遞延稅項 (續)

於二零一八年十二月三十一日，本集團擁有未動用稅務虧損約人民幣1,667,219,000元(二零一七年：人民幣1,144,557,000元)可供抵銷未來利潤。於二零一八年十二月三十一日，已就約人民幣835,636,000元(二零一七年：人民幣246,486,000元)虧損確認遞延稅項資產。由於不可預測未來利潤來源，故於二零一八年十二月三十一日概無就餘下虧損約人民幣831,583,000元(二零一七年：人民幣898,071,000元)確認遞延稅項資產。未確認稅務虧損將於下列年度屆滿：

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
二零一八年	2018	—	7,134
二零一九年	2019	2,135	56,721
二零二零年	2020	34,344	156,066
二零二一年	2021	79,131	245,653
二零二二年	2022	272,241	432,497
二零二三年	2023	443,732	—
		831,583	898,071

於二零一八年十二月三十一日，本集團來自有關建造物業的公司間交易及已竣工物業的公司間轉讓產生的可扣稅臨時差額約為人民幣109,200,000元(二零一七年：人民幣131,652,000元)。由於不大可能有應課稅利潤可供抵銷可扣稅臨時差額，故並無就該等可扣稅臨時差額確認遞延稅項資產。

根據《中國企業所得稅法》，由二零零八年一月一日起，就中國附屬公司賺取的利潤所宣派股息須徵收預提所得稅。綜合財務報表中未有就於二零一八年十二月三十一日的中國附屬公司累計利潤應佔臨時差額約人民幣24,236,638,000元(二零一七年：人民幣16,889,278,000元)作出遞延稅項撥備，乃因本集團能夠控制臨時差額撥回時間，且該等臨時差額在可見將來不大可能撥回。

#### 40. DEFERRED TAXATION (Continued)

At 31 December 2018, the Group had unused tax losses of approximately RMB1,667,219,000 (2017: RMB1,144,557,000) available to offset against future profits. Deferred taxation assets have been recognised in respect of such losses of approximately RMB835,636,000 (2017: RMB246,486,000) at 31 December 2018. No deferred taxation asset has been recognised in respect of the remaining losses of approximately RMB831,583,000 (2017: RMB898,071,000) at 31 December 2018 due to the unpredictability of future profit streams. The unrecognised tax losses will expire in the following years:

At 31 December 2018, the Group had deductible temporary differences arising from inter-company transactions in relation to construction of properties and inter-company transfer of completed properties amounted to approximately RMB109,200,000 (2017: RMB131,652,000). No deferred taxation asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the PRC enterprise income law, withholding income tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB24,236,638,000 (2017: RMB16,889,278,000) as at 31 December 2018, as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司

截至二零一八年十二月三十一日止年度

##### (a) 收購業務

- (i) 由於上海旭梭及蘇州凱合均入賬為本集團擁有34%權益的合營企業，此乃由於所有策略性財務及經營決策須獲彼等各自全體股東一致同意批准。於截至二零一八年十二月三十一日止年度，上海旭梭及蘇州凱合的全體股東訂立一項一致行動協議。透過簽立一致行動協議，在未達成共識時，其他股東同意遵循本集團的策略性財務及經營決策。由於本集團已取得投票權的實際控制權，以規管上海旭梭及蘇州凱合的相關活動，故於一致行動協議生效後，上海旭梭及蘇州凱合已於二零一八年四月成為本集團的附屬公司。本公司董事認為，由於上海旭梭及蘇州凱合持有物業及執行適用於該等物業的重大程序，故視作收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

#### 41. ACQUISITION OF SUBSIDIARIES

For the year ended 31 December 2018

##### (a) Acquisitions of businesses

- (i) Shanghai Xusuo and Suzhou Kaihe were both accounted for as 34%-interest joint ventures of the Group, as all of the strategic financial and operating decisions required approval by unanimous consent of all of their respective shareholders. During the year ended 31 December 2018, all shareholders of Shanghai Xusuo and Suzhou Kaihe entered into an acting in concert agreement. By execution of the acting in concert agreement, the other shareholders agreed to follow the strategic financial and operating decision made by the Group when unanimous consent has not reached. Since the Group obtained effective control of voting power to govern the relevant activities of Shanghai Xusuo and Suzhou Kaihe, Shanghai Xusuo and Suzhou Kaihe became subsidiaries of the Group in April 2018 upon the acting in concert agreement becoming effective. The directors of the Company are of the view that the deemed acquisition constitutes a business combination as Shanghai Xusuo and Suzhou Kaihe hold properties and significant processes are applied to the properties. The transactions have been accounted for using acquisition method accordingly.

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

###### (i) (續)

於收購日期的已收購資產及已  
確認負債如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisitions of businesses (Continued)

###### (i) (Continued)

Assets acquired and liabilities recognised at the date of acquisition  
are as below:

		人民幣千元 RMB'000
投資物業	Investment properties	1,122,000
物業、廠房及設備	Property, plant and equipment	103
擬作出售的開發中物業	Properties under development for sale	3,763,000
應收賬款及其他應收款項、按金以及 預付款項	Accounts and other receivables, deposits and prepayments	17,770
應收一名非控股股東款項	Amount due from a non-controlling interest	99,460
可收回稅項	Taxation recoverable	33,008
銀行結餘及現金	Bank balances and cash	33,938
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(318,368)
已收物業銷售按金	Deposits received from property sales	(853,359)
應付本集團款項	Amount due to the Group	(386,085)
銀行及其他借款	Bank and other borrowings	(656,000)
遞延稅項負債	Deferred taxation liabilities	(1,213,794)
		1,641,673
已轉撥代價， 以於合營企業的權益支付	Consideration transferred, satisfied by: Interests in joint ventures	(558,169)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(1,083,504)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	1,641,673
		—
現金流入淨額： 所收購的銀行結餘及現金	Net cash inflow: Bank balances and cash acquired	33,938
於上海旭梭及蘇州凱合的34%股權的公平值	Fair value of 34% equity interest in Shanghai Xusuo and Suzhou Kaihe	558,169
減：本集團所持有合營企業的權益	Less: Interests in joint ventures held by the Group	8,571
重新計量收益	Gain on remeasurement	566,740

附註：非控股權益乃按照按公平值計量的資產淨值分額  
計量。

Note: The non-controlling interests were measured in accordance with share of net assets at fair value.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

- (ii) 蘇州旭悅入賬為本集團擁有40%權益的合營企業，此乃由於所有策略性財務及經營決策均需經蘇州旭悅的全體股東及董事一致同意批准。於截至二零一八年十二月三十一日止年度，蘇州旭悅的全體股東訂立一項一致行動協議。透過簽立一致行動協議，在未達成共識時，其他股東同意遵循本集團的策略性財務及經營決策。由於本集團已取得投票權的實際控制權，以規管蘇州旭悅的相關活動，故於一致行動協議生效後，蘇州旭悅已於二零一八年四月成為本集團的附屬公司。本公司董事認為，由於蘇州旭悅持有物業及執行適用於該等物業的重大程序，故視作收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

於收購日期的已收購資產及已確認負債如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisitions of businesses (Continued)

- (ii) Suzhou Xuyue was accounted for as a 40%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Suzhou Xuyue. During the year ended 31 December 2018, all shareholders of Suzhou Xuyue entered into an acting in concert agreement. By execution of the acting in concert agreement, the other shareholders agreed to follow the strategic financial and operating decision made by the Group when unanimous consent has not reached. Since the Group obtained effective control of voting power to govern the relevant activities of Suzhou Xuyue, Suzhou Xuyue became a subsidiary of the Group in April 2018 upon the acting in concert agreement becoming effective. The directors of the Company are of the view that the deemed acquisition constitutes a business combination as Suzhou Xuyue holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

Assets acquired and liabilities recognised at the date of acquisition are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	305
擬作出售的開發中物業	Properties under development for sale	6,026,800
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	118,016
應收本集團款項	Amount due from the Group	617,845
應收一名非控股股東款項	Amount due from a non-controlling interest	927,632
可收回稅項	Taxation recoverable	174,828
銀行結餘及現金	Bank balances and cash	321,172
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(360,087)
已收物業銷售按金	Deposits received from property sales	(4,387,497)
遞延稅項負債	Deferred taxation liabilities	(687,514)
銀行及其他借款	Bank and other borrowings	(1,969,500)
		782,000



#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

###### (ii) (續)

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisitions of businesses (Continued)

###### (ii) (Continued)

		人民幣千元 RMB'000
已轉撥代價，	Consideration transferred, satisfied by:	
以於合營企業的權益支付	Interest in a joint venture	(312,800)
加：非控股權益(附註)	Add: Non-controlling interests (note)	(469,200)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	782,000
		—
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	321,172
於蘇州旭悅的40%股權的公平值	Fair value of 40% equity interests in Suzhou Xuyue	312,800
減：本集團所持有合營企業的權益	Less: Interest in a joint venture held by the Group	23,836
重新計量收益	Gain on remeasurement	336,636

附註：非控股權益乃按照按公平值計量的資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets at fair value.

(iii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣1,144,810,000元收購青島銀盛泰及其附屬公司50%股本權益。根據青島銀盛泰的組織章程大綱及細則，所有戰略財務及經營決策必須由董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得青島銀盛泰的實際控制權，故收購事項完成後，青島銀盛泰於二零一八年三月入賬列為本集團附屬公司。於收購日期，本公司董事認為，由於青島銀盛泰持有物業及執行適用於該等物業的重大程序，故收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

(iii) During the year ended 31 December 2018, the Group acquired 50% equity interests of Qingdao Yinshengtai and its subsidiaries at a consideration of RMB1,144,810,000. According to the memorandum and articles of association of Qingdao Yinshengtai, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Qingdao Yinshengtai, Qingdao Yinshengtai is accounted for as a subsidiary of the Group in March 2018 upon completion of the acquisition. At the date of acquisition, the directors of the Company are of the view that the acquisition constitutes a business combination as Qingdao Yinshengtai holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

#### (a) 收購業務 (續)

##### (iii) (續)

於收購日期的已收購資產及已  
確認負債如下：

### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

#### (a) Acquisitions of businesses (Continued)

##### (iii) (Continued)

Assets acquired and liabilities recognised at the date of acquisition  
are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	53,475
擬作出售的開發中物業	Properties under development for sale	10,242,719
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	2,484,248
可收回稅項	Taxation recoverable	130,938
銀行結餘及現金	Bank balances and cash	1,599,400
應收非控股股東款項	Amount due from non-controlling interests	25,000
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(2,296,069)
應付本集團款項	Amount due to the Group	(1,830,951)
已收物業銷售按金	Deposits received from property sales	(5,186,317)
遞延稅項負債	Deferred taxation liabilities	(1,358,769)
銀行及其他借款	Bank and other borrowings	(1,581,500)
非控股權益	Non-controlling interests	(469,274)
		1,812,900
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	(644,810)
就收購股權已付的按金	Deposit paid for acquisition of equity interests	(500,000)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(668,090)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	1,812,900
		—
現金流入淨額：	Net cash inflow:	
已付現金代價	Cash consideration paid	(644,810)
所收購的銀行結餘及現金	Bank balances and cash acquired	1,599,400
		954,590

附註：非控股權益乃按照按公平值計量的資產淨值分額  
計量。

Note: The non-controlling interests were measured in accordance with share of net assets at fair value.

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

###### (iii) (續)

年內利潤包括上海旭梭、蘇州凱合、蘇州旭悅及青島銀盛泰所產生額外業務應佔的人民幣2,025,284,000元。年內收入包括上海旭梭、蘇州凱合、蘇州旭悅及青島銀盛泰所產生的人民幣10,821,376,000元。

假設收購事項於年初生效，則本集團截至二零一八年十二月三十一日止年度的收入總額應為人民幣42,368,369,000元，而年內利潤金額則應為人民幣7,046,697,000元。備考財務資料僅供說明之用，不可作為假設收購事項已於年初完成時本集團實際所達致的收入及經營業績的指標，亦不擬作為未來業績的預測。

##### (b) 透過收購一間附屬公司收購資產及負債

長沙恒高入賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策均需經長沙恒高的全體股東及董事一致同意批准。於截至二零一八年十二月三十一日止年度，長沙恒高全體股東訂立補充協議。透過簽訂該補充協議，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得長沙恒高投票權的實際控制權，以規管長沙恒高的相關活動，故於補充協議生效後，長沙恒高於二零一八年十二月已成為本集團的附屬公司。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (a) Acquisitions of businesses (Continued)

###### (iii) (Continued)

Included in the profit for the year is RMB2,025,284,000 attributable to the additional businesses generated by Shanghai Xusuo, Suzhou Kaihe, Suzhou Xuyue and Qingdao Yinshengtai. Revenue for the year includes RMB10,821,376,000 generated from Shanghai Xusuo, Suzhou Kaihe, Suzhou Xuyue and Qingdao Yinshengtai.

Had the acquisition been effected at the beginning of the year, the total amount of revenue of the Group for the year ended 31 December 2018 would have been RMB42,368,369,000 and the amount of the profit for the year would have been RMB7,046,697,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

##### (b) Acquisition of assets and liabilities through deemed acquisition of a subsidiary

Changsha Henggao was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of their shareholders and directors of Changsha Henggao. During the year ended 31 December 2018, all shareholders of Changsha Henggao entered into a supplementary agreement. By execution of the supplementary agreement, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Changsha Henggao, Changsha Henggao became a subsidiary of the Group in December 2018 upon effective of the supplementary agreement.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (b) 透過收購一間附屬公司收購資產及負債 (續)

由於長沙恒高主要持有的物業並無執行適用於該等物業之重大程序，故此上述交易按透過收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (b) Acquisition of assets and liabilities through deemed acquisition of a subsidiary (Continued)

The above transaction is accounted for as acquisition of assets and liabilities through deemed acquisition of a subsidiary because Changsha Henggao mainly holds properties without significant processes applied to the properties. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	8
擬作出售的開發中物業	Properties under development for sale	558,345
其他應收款項、按金以及預付款項	Other receivables, deposits and prepayments	9,857
銀行結餘及現金	Bank balances and cash	56,209
應收一間合營企業款項	Amount due from a joint venture	237,113
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(26,970)
應付本集團款項	Amount due to the Group	(317,188)
銀行及其他借款	Bank and other borrowings	(80,000)
		437,374
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於合營企業的權益	Interest in a joint venture	218,687
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	218,687
本集團所收購資產淨值	Net assets acquired by the Group	437,374
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	56,209

附註：非控股權益乃按照資產淨值分額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債

- (i) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣345,460,000元收購武漢鴻源錦置業有限公司(「武漢鴻源錦」)的50%權益。根據武漢鴻源錦的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得武漢鴻源錦的實際控制權，故武漢鴻源錦已成為本集團的附屬公司。武漢鴻源錦持有一幅可用作房地產開發的地塊。

由於武漢鴻源錦於收購日期持有一幅用作房地產開發的土地，故此上述交易按透過收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries

- (i) During the year ended 31 December 2018, the Group acquired 50% equity interests of Wuhan Hongyuanjin Properties Co., Ltd. (武漢鴻源錦置業有限公司) ("Wuhan Hongyuanjin") at a consideration of RMB345,460,000. According to the memorandum and articles of association of Wuhan Hongyuanjin, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Wuhan Hongyuanjin, Wuhan Hongyuanjin became a subsidiary of the Group. Wuhan Hongyuanjin is holding a piece of land for property development.

The above transaction is accounted for as acquisition of assets and liabilities through acquisition of a subsidiary because Wuhan Hongyuanjin holds a piece of land for property development at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
擬作出售的發展中物業	Properties under development for sale	1,968,086
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	1,077
銀行結餘及現金	Bank balances and cash	54,956
應計開支	Accrued charges	(150)
應付本集團款項	Amount due to the Group	(897,192)
應付一名非控股股東款項	Amount due to a non-controlling interests	(686,333)
		440,444

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

(c) 透過收購附屬公司收購資產及負債  
(續)

(i) (續)

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

(c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

(i) (Continued)

		人民幣千元 RMB'000
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	345,460
非控股權益分佔資產淨值(附註)	Net assets shared by non-controlling interests (note)	94,984
本集團所收購資產淨值的公平值	Net assets acquired by the Group	440,444
現金流出淨額：	Net cash outflow:	
已付現金代價	Cash consideration paid	(345,460)
所收購的銀行結餘及現金	Bank balances and cash acquired	54,956
		(290,504)

附註：非控股權益乃按照資產淨值分額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

(ii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣3,400,000元收購西安沃呈房地產開發有限公司(「西安沃呈」)的34%權益。根據西安沃呈的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得西安沃呈的實際控制權，故西安沃呈已成為本集團的附屬公司。西安沃呈持有一幅可用作房地產開發的地塊。

(ii) During the year ended 31 December 2018, the Group acquired 34% equity interests of Xi'an Wocheng Properties Development Co., Ltd. (西安沃呈房地產開發有限公司) ("Xi'an Wocheng") at a consideration of RMB3,400,000. According to the memorandum and articles of association of Xi'an Wocheng, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Xi'an Wocheng, Xi'an Wocheng became a subsidiary of the Group. Xi'an Wocheng is holding a piece of land for property development.



#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

(c) 透過收購附屬公司收購資產及負債  
(續)

(iii) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,000,000元收購上海展驤實業發展有限公司(「上海展驤」)的50%權益。根據上海展驤的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中兩名董事及一名董事分別由本集團及其他股東提名。由於本集團取得上海展驤的實際控制權，故上海展驤已成為本集團的附屬公司。上海展驤持有一幅可用作房地產開發的地塊。

(iv) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,303,000元收購上海方茂置業有限公司(「上海方茂」)的34%權益。根據上海方茂的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得上海方茂的實際控制權，故上海方茂已成為本集團的附屬公司。上海方茂持有一幅可用作房地產開發的地塊。

(v) 於截至二零一八年十二月三十一日止年度，本集團以代價人民幣10,303,000元收購上海啟茂置業有限公司(「上海啟茂」)的34%權益。根據上海啟茂的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，當中三名董事及兩名董事分別由本集團及其他股東提名。由於本集團取得上海啟茂的實際控制權，故上海啟茂已成為本集團的附屬公司。上海啟茂持有一幅可用作房地產開發的地塊。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

(c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

(iii) During the year ended 31 December 2018, the Group acquired 50% equity interests of Shanghai Zhanxiang Development Co., Ltd. (上海展驤實業發展有限公司) (“Shanghai Zhanxiang”) at a consideration of RMB10,000,000. According to the memorandum and articles of association of Shanghai Zhanxiang, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Shanghai Zhanxiang, Shanghai Zhanxiang became a subsidiary of the Group. Shanghai Zhanxiang is holding a piece of land for property development.

(iv) During the year ended 31 December 2018, the Group acquired 34% equity interests of Shanghai Fangmao Development Co., Ltd. (上海方茂置業有限公司) (“Shanghai Fangmao”) at a consideration of RMB10,303,000. According to the memorandum and articles of association of Shanghai Fangmao, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Shanghai Fangmao, Shanghai Fangmao became a subsidiary of the Group. Shanghai Fangmao is holding a piece of land for property development.

(v) During the year ended 31 December 2018, the Group acquired 34% equity interests of Shanghai Qimao Development Co., Ltd. (上海啟茂置業有限公司) (“Shanghai Qimao”) at a consideration of RMB10,303,000. According to the memorandum and articles of association of Shanghai Qimao, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which three directors and two directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Shanghai Qimao, Shanghai Qimao became a subsidiary of the Group. Shanghai Qimao is holding a piece of land for property development.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

(c) 透過收購附屬公司收購資產及負債  
(續)

(vi) 蘇州旭邦列賬為擁有50%權益的合營企業。截至二零一八年十二月三十一日止年度，本集團以代價人民幣20,000,000元收購蘇州旭邦額外50%權益。此次收購完成後，本集團收購蘇州旭邦100%股權。蘇州旭邦持有一幅可用作房地產開發的地塊。

(vii) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣30,000,000元收購鄭州輝潤置業有限公司(「鄭州輝潤」)的60%股權。鄭州輝潤持有一幅可用作房地產開發的地塊。

(viii) 濟南輝明列賬為擁有49%權益的合營企業。截至二零一八年十二月三十一日止年度，本集團以代價人民幣1,139,800,000元收購濟南輝明的額外51%權益及人民幣1,139,800,000元的股東貸款。此次收購完成後，本集團持有濟南輝明的100%股權。濟南輝明持有一幅可用作房地產開發的地塊。

(ix) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣40,000,000元收購西安邦弘置業有限公司(「西安邦弘」)的80%股權。此次收購完成後，本集團持有西安邦弘的80%權益。西安邦弘持有一幅可用作房地產開發的地塊。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

(c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

(vi) Suzhou Xubang was accounted for as a 50%-interest joint venture. During the year ended 31 December 2018, the Group acquired another 50% equity interests of Suzhou Xubang at a consideration of RMB20,000,000. Upon the completion of this acquisition, the Group held 100% equity interests of Suzhou Xubang. Suzhou Xubang is holding a piece of land for property development.

(vii) During the year ended 31 December 2018, the Group acquired 60% equity interests of Zhengzhou Huirun Properties Co., Ltd. (鄭州輝潤置業有限公司) (“Zhengzhou Huirun”) at a consideration of RMB30,000,000. Zhengzhou Huirun is holding a piece of land for property development.

(viii) Jinan Huiming was accounted for as a 49%-interest joint venture. During the year ended 31 December 2018, the Group acquired another 51% equity interests and a shareholders' loan of RMB1,139,800,000 of Jinan Huiming at a consideration of RMB1,139,800,000. Upon the completion of this acquisition, the Group held 100% equity interests of Jinan Huiming. Jinan Huiming is holding a piece of land for property development.

(ix) During the year ended 31 December 2018, the Group acquired 80% equity interest of Xi'an Banghong Properties Co., Ltd. (西安邦弘置業有限公司) (“Xi'an Banghong”) at a consideration of RMB40,000,000. Upon the completion of this acquisition, the Group held 80% equity interests of Xi'an Banghong. Xi'an Banghong is holding a piece of land for property development.

#### 41. 收購附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

- (x) 武漢輝恒列賬為擁有30%權益的聯營公司。截至二零一八年十二月三十一日止年度，本集團以代價人民幣70,000,000元收購武漢輝恒的70%權益。此次收購完成後，本集團持有武漢輝恒的100%股權。武漢輝恒持有用作出售物業土地使用權按金。

因該等公司於收購日期僅持有多幅地塊及持作出售物業的土地使用權按金，故上述交易(ii)至(x)按透過收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisitions of subsidiaries (Continued)

- (x) Wuhan Huiheng was accounted for as a 30%-interest associate. During the year ended 31 December 2018, the Group acquired another 70% equity interests of Wuhan Huiheng at a consideration of RMB70,000,000. Upon the completion of this acquisition, the Group held 100% equity interests of Wuhan Huiheng. Wuhan Huiheng is holding deposits for land use rights for properties held for sale.

The above transactions (ii) to (x) are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies only hold pieces of land and deposits for land use rights for properties held for sale at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
於一間聯營公司的權益	Interest in an associate	145,938
物業、廠房及設備	Property, plant and equipment	1,301
擬作出售的發展中物業	Properties under development for sale	5,636,809
持作出售物業土地使用權按金	Deposit for land use rights for properties held for sale	1,175,420
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	272,877
銀行結餘及現金	Bank balances and cash	365,286
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(458,806)
應付本集團款項	Amount due to the Group	(3,267,006)
應付一名非控股股東款項	Amount due to a non-controlling interests	(1,590,734)
應付一間聯營公司款項	Amount due to an associate	(208,000)
銀行及其他借款	Bank and other borrowings	(600,000)
股東貸款	Shareholders' loan	(1,139,800)
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	1,139,800
		1,473,085
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	1,333,806
於合營企業的權益	Interests in joint ventures	38,943
於一間聯營公司的權益	Interest in an associate	29,172
非控股權益分佔資產淨值(附註)	Net assets shared by non-controlling interests (note)	71,164
本集團所收購資產淨值	Net assets acquired by the Group	1,473,085
現金流出淨額：	Net cash outflow:	
已付現金代價(包括貸款轉讓)	Cash consideration paid (including the loan assignments)	(1,333,806)
所收購的銀行結餘及現金	Bank balances and cash acquired	365,286
		(968,520)

附註：非控股權益乃按照資產淨值分額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度

##### (a) 收購業務

- (i) 東時投資有限公司(「東時」)及其附屬公司(「東時集團」)列賬為本集團擁有50%權益的合營企業，此乃由於所有策略性財務及經營決策均需經其董事會所有董事一致同意批准。於截至二零一七年十二月三十一日止年度，東時的合營企業夥伴訂立一項補充協議(「補充協議I」)，據此，合營企業夥伴同意就東時董事會的組成補充合作框架協議。透過簽立補充協議I，所有策略性財務及經營決策均需經董事會簡單大多數批准，其中四名董事及三名董事分別由本集團及另一名合營企業夥伴提名。由於本集團已取得投票權的實際控制權，以規管東時的相關活動，故東時已成為本集團的附屬公司。於收購日期，本公司董事認為，由於東時持有物業及執行適用於該等物業的重大程序，故收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017

##### (a) Acquisitions of businesses

- (i) Eastime Investment Limited (“Eastime”) and its subsidiaries (the “Eastime Group”) was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors of the board of directors. During the year ended 31 December 2017, the joint venture partner of Eastime entered into a supplemental agreement (the “Supplemental Agreement I”) pursuant to which the joint venture partner agreed to supplement the cooperation framework agreement with respect to the composition of the board of directors of Eastime. By execution of the Supplemental Agreement I, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which four directors and three directors are nominated by the Group and the other joint venture partner, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Eastime, Eastime became a subsidiary of the Group. At the date of acquisition, the directors of the Company are of the view that the acquisition constitutes a business combination as Eastime holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

###### (i) (續)

於收購日期的已收購資產及已  
確認負債如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (a) Acquisitions of businesses (Continued)

###### (i) (Continued)

Assets acquired and liabilities recognised at the date of acquisition  
are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	145
擬作出售的開發中物業	Properties under development for sale	4,260,000
應收賬款及其他應收款項、按金以及 預付款項	Accounts and other receivables, deposits and prepayments	68,280
應收本集團款項	Amounts due from the Group	2,076,862
應收非控股權益款項	Amounts due from non-controlling interests	2,081,977
可收回稅項	Taxation recoverable	95,823
銀行結餘及現金	Bank balances and cash	386,571
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(12,972)
已收物業銷售按金	Deposits received from property sales	(4,759,074)
遞延稅項負債	Deferred taxation liabilities	(744,110)
銀行及其他借款	Bank and other borrowings	(903,200)
		2,550,302

		人民幣千元 RMB'000
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by	
於合營企業的權益	Interest in a joint venture	(1,275,151)
加：非控股權益 (附註)	Add: Non-controlling interests (note)	(1,275,151)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	2,550,302
		—

現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	386,571
東時50%股權的公平值	Fair value of 50% equity interest of Eastime	1,275,151
減：本集團所持有合營企業的權益	Less: Interest in a joint venture held by the Group	(700,846)
重新計量收益	Gain on remeasurment	574,305

附註：非控股權益乃按照按公平值計量的資產淨值份額  
計量。

Note: The non-controlling interests were measured in accordance with share of net assets at fair value.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

- (ii) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣25,000,000元收購濟南銀盛泰房地產有限公司（「濟南銀盛泰」）的50%權益。根據濟南銀盛泰的組織章程大綱及細則，所有策略性財務及經營決策必須經董事會簡單大多數批准，其中兩名董事及一名董事分別由本集團及其他股東提名。由於本集團已取得對濟南銀盛泰的實際控制權，故濟南銀盛泰已成為本集團的附屬公司。於收購日期，本公司董事認為，由於濟南銀盛泰持有物業及執行適用於該等物業的重大程序，故收購事項構成業務合併。因此，該項交易已按收購會計法列賬。

於收購日期的已收購資產及已確認負債如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (a) Acquisitions of businesses (Continued)

- (ii) During the year ended 31 December 2017, the Group acquired 50% equity interests of Jinan Yinshengtai Property Co., Ltd. ("Jinan Yinshengtai") at a consideration of RMB25,000,000. According to the memorandum and articles of association of Jinan Yinshengtai, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Jinan Yinshengtai, Jinan Yinshengtai became a subsidiary of the Group. At the date of acquisition, the directors of the Company are of the view that the acquisition constitutes a business combination as Jinan Yinshengtai holds properties and significant processes are applied to the properties. The transaction has been accounted for using acquisition method accordingly.

Assets acquired and liabilities recognised at the date of acquisition are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	524
擬作出售的開發中物業	Properties under development for sale	1,903,000
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	428,730
可收回稅項	Taxation recoverable	42,303
銀行結餘及現金	Bank balances and cash	373,020
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(362)
應付本集團款項	Amount due to the Group	(81,907)
已收物業銷售按金	Deposits received from property sales	(1,468,896)
銀行及其他借款	Bank and other borrowings	(474,340)
遞延稅項負債	Deferred taxation liabilities	(301,448)
		420,624
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by	
現金	Cash	(25,000)
加：非控股權益 (附註i)	Add: Non-controlling interests (note i)	(195,594)
減：本集團所收購資產淨值的公平值	Less: Fair value of net assets acquired by the Group	420,624
業務合併收益 (附註ii)	Gain from business combination (note ii)	200,030

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (a) 收購業務 (續)

##### (ii) (續)

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (a) Acquisitions of businesses (Continued)

##### (ii) (Continued)

		人民幣千元 RMB'000
現金流入淨額：	Net cash inflow:	
已付的現金代價	Cash consideration paid	(25,000)
所收購的銀行結餘及現金	Bank balances and cash acquired	373,020
		348,020

附註：

- i) 非控股權益乃按照按公平值計量的資產淨值份額計量。
- ii) 據本公司董事所深知，業務合併收益乃由於賣方急需資金而提供的折扣。

Notes:

- i) The non-controlling interests were measured in accordance with share of net assets at fair value.
- ii) Gain from business combination was attributable to the discount offered by the seller for its immediate funding needs based on the best knowledge of the directors of the Company.

收購東時及濟南銀盛泰以繼續拓展本集團房地產開發業務。

Eastime Group and Jinan Yinshengtai were acquired so as to continue the expansion of the Group's property development business.

收購相關成本並不重大，已於本年度確認為一項開支及已計入綜合損益及其他全面收益表「行政開支」項目。

Acquisition-related costs were insignificant and have been recognised as an expense in the current year and included in the "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

東時及濟南銀盛泰帶來的額外業務應佔虧損人民幣621,539,000元計入年內利潤。年內收入包括東時所產生的人民幣2,776,017,000元。年內，濟南銀盛泰並無產生收入。

Included in the profit for the year is loss of RMB621,539,000 attributable to the additional businesses generated by Eastime and Jinan Yinshengtai. Revenue for the year includes RMB2,776,017,000 generated from Eastime. No revenue was generated by Jinan Yinshengtai for the year.

倘收購事項於年初進行，則本集團於截至二零一七年十二月三十一日止年度的收入總額應為人民幣31,824,288,000元，而年內利潤應為人民幣6,134,638,000元。備考資料僅供說明用途，且未必顯示本集團於年初完成收購時將實際達至的收入及經營業績，亦無意作為未來業績的預測。

Had the acquisition been effected at the beginning of the year, the total amount of revenue of the Group for the year ended 31 December 2017 would have been RMB31,824,288,000 and the amount of the profit for the year would have been RMB6,134,638,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (b) 透過視作收購附屬公司收購資產及負債

由於Coastwise Limited(「Coastwise」)及其附屬公司(「Coastwise集團」)所有策略性財務及經營決策須獲其董事會全體董事一致同意批准，故其已作為本集團擁有50%權益的合營企業列賬。截至二零一七年十二月三十一日止年度，Coastwise的合營企業夥伴訂立補充協議(「補充協議II」)，據此，合營企業夥伴同意就Coastwise的董事會成員組成補充合作框架協議。透過簽立補充協議II，所有策略性財務及經營決策必須由董事會簡單大多數成員批准，當中四名董事及三名董事分別由本集團及另一合營企業夥伴提名。由於本集團取得Coastwise的實際投票控制權，可管理Coastwise的相關活動，故Coastwise成為本集團的附屬公司。

由於Coastwise集團主要持有的物業並無執行適用於該等物業之重大程序，故此上述交易按透過視為收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (b) Acquisition of assets and liabilities through deemed acquisition of subsidiary

Coastwise Limited (“Coastwise”) and its subsidiaries (the “Coastwise Group”) was accounted for as a 50%-interest joint venture of the Group as all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors of the board of directors. During the year ended 31 December 2017, the joint venture partner of Coastwise entered into a supplemental agreement (the “Supplemental Agreement II”) pursuant to which the joint venture partner agreed to supplement the cooperation framework agreement with respect to the composition of the board of directors of Coastwise. By execution of the Supplemental Agreement II, all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which four directors and three directors are nominated by the Group and the other joint venture partner, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of Coastwise, Coastwise became a subsidiary of the Group.

The above transaction is accounted for as acquisition of assets and liabilities through deemed acquisition of subsidiaries because the Coastwise Group mainly holds properties without significant processes applied to the properties. Details of the assets acquired and liabilities assumed are as below:



#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

(b) 透過視作收購附屬公司收購資產及  
負債 (續)

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

(b) Acquisition of assets and liabilities through deemed acquisition of  
subsidiary (Continued)

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	114
投資物業	Investment properties	5,874,000
持作出售物業	Properties held for sale	738,635
擬作出售的開發中物業	Properties under development for sale	2,531,201
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	111,357
應收本集團款項	Amount due from the Group	1,982,574
應收一名非控股股東款項	Amount due from a non-controlling interests	1,961,488
可收回稅項	Taxation recoverable	236,918
銀行結餘及現金	Bank balances and cash	1,600,539
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(432,743)
已收物業銷售按金	Deposits received from property sales	(2,587,255)
應付稅項	Taxation payable	(157,719)
遞延稅項負債	Deferred taxation liabilities	(803,698)
銀行及其他借款－於一年內到期	Bank and other borrowings – due within one year	(3,464,469)
		7,590,942
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
於合營企業的權益	Interest in a joint venture	3,795,471
非控股權益分佔資產淨值 (附註)	Net assets shared by non-controlling interests (note)	3,795,471
本集團所收購資產淨值	Net assets acquired by the Group	7,590,942
現金流入淨額：	Net cash inflow:	
所收購的銀行結餘及現金	Bank balances and cash acquired	1,600,539

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債

- (i) 於截至二零一七年十二月三十一日止年度，本集團(i)透過收購旭皇有限公司(「旭皇」，其為本集團擁有25%權益的聯營公司，其擁有蘇州旭嘉置業有限公司(「蘇州旭嘉」)50%股本權益)額外75%股本權益間接收購蘇州旭嘉的全部股本權益，及(ii)收購蘇州旭盈投資諮詢有限公司(「蘇州旭盈」，其持有蘇州旭嘉另外50%股本權益)的全部股本權益，總代價為人民幣128,211,000元。旭皇及蘇州旭盈為投資控股公司，蘇州旭嘉則從事房地產開發業務。

上述收購事項完成後，本集團取得100%實際投票控制權，可管理旭皇、蘇州旭嘉及蘇州旭盈的相關活動。因此，該等公司其後作為本集團附屬公司入賬。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries

- (i) During the year ended 31 December 2017, the Group (i) indirectly acquired 100% equity interest of Suzhou Xujia Property Co., Ltd (“Suzhou Xujia”) through acquisition of additional 75% equity interest of Xu Huang Co., Ltd. (“Xu Huang”), which was the Group’s 25% owned associate. Xu Huang held 50% equity interest in Suzhou Xujia, and (ii) acquired 100% equity interest of Suzhou Xuying Investment Advisory Co., Ltd (“Suzhou Xuying”), which held another 50% equity interest in Suzhou Xujia, at a total consideration of RMB128,211,000. Xu Huang and Suzhou Xuying are investment holding companies and Suzhou Xujia is engaged in property development.

Upon the completion of the acquisitions mentioned above, the Group has 100% effective control of voting power to govern the relevant activities of Xu Huang, Suzhou Xujia, and Suzhou Xuying. Accordingly, they were accounted for as subsidiaries of the Group thereafter.

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

###### (i) (續)

由於該等公司於收購日期持有物業且並無適用於該等物業項目的重大程序，故此上述交易按透過收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

###### (i) (Continued)

The above transaction is accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies hold properties without significant process applied to the properties' projects at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	344
擬作出售的發展中物業	Properties under development for sale	2,240,718
其他應收款項	Other receivables	172,269
可收回稅項	Taxation recoverable	226,995
銀行結餘及現金	Bank balances and cash	15,407
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(350,275)
應付本集團款項	Amount due to the Group	(1,573,247)
銀行及其他借款－於一年內到期	Bank and other borrowings – due within one year	(604,000)
		128,211
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	128,211
本集團所收購資產淨值	Net assets acquired by the Group	128,211
現金流出淨額：	Net cash outflow:	
已付現金代價	Cash consideration paid	(128,211)
所收購的銀行結餘及現金	Bank balances and cash acquired	15,407
		(112,804)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

- (ii) 於截至二零一七年十二月三十一日止年度，本集團以總代價1,588,000,000港元(相當於約人民幣1,413,320,000元)收購裕恩發展有限公司(「裕恩」)100%股本權益及股東貸款550,494,000港元(相當於約人民幣489,939,000元)。裕恩從事房地產開發業務，且目前持有已完成待售物業。

上述收購完成後，本集團取得100%實際投票控制權，可管理裕恩的相關活動，該公司其後作為本集團附屬公司入賬。

由於該等公司於收購日期持有物業且並無適用於該等物業的重大程序，故上述交易按透過收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

- (ii) During the year ended 31 December 2017, the Group acquired 100% equity interest in Grace Wealth Development Limited. ("Grace Wealth") and a shareholder's loan of HK\$550,494,000 (equivalent to approximately RMB489,939,000) at a total consideration of HK\$1,588,000,000 (equivalent to approximately RMB1,413,320,000). Grace Wealth is engaged in property development and is holding completed properties for sale.

Upon the completion of the acquisition mentioned above, the Group has 100% effective control of voting power to govern the relevant activities of Grace Wealth, accordingly it was accounted for as a subsidiary of the Group thereafter.

The above transactions is accounted for as acquisition of assets and liabilities through acquisition of a subsidiary because the company held properties without significant processes applied to the properties at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
持作出售物業	Properties held for sale	1,413,172
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	119
銀行結餘及現金	Bank balances and cash	56
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(27)
股東貸款	Shareholder's loan	(489,939)
		923,381
轉讓予本集團的股東貸款	Shareholder's loan assigned to the Group	489,939
		1,413,320
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	1,271,273
就收購股權已付的按金	Deposits paid for acquisition of equity interests	142,047
本集團所收購資產淨值	Net assets acquired by the Group	1,413,320

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

- (c) 透過收購附屬公司收購資產及負債  
(續)  
(ii) (續)

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

- (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)  
(ii) (Continued)

		人民幣千元 RMB'000
現金流出淨額：	Net cash outflow:	
已付現金代價(包括貸款轉讓)	Cash consideration paid (including the loan assignments)	(1,271,273)
所收購的銀行結餘及現金	Bank balances and cash acquired	56
		(1,271,217)

- (iii) 於截至二零一七年十二月三十一日止年度，本集團以總代價人民幣425,335,000元收購蘇州市龍盈泰投資有限公司(「蘇州市龍盈泰」)100%股本權益及股東貸款人民幣225,334,000元。蘇州市龍盈泰持有一幅可用作房地產開發的地塊。

於上述收購完成後，本集團取得100%實際投票控制權，可管理蘇州市龍盈泰的相關活動，該公司其後作為本集團附屬公司入賬。

- (iii) During the year ended 31 December 2017, the Group acquired 100% equity interest in Suzhou Longyingtai Investment Co., Ltd. (蘇州市龍盈泰投資有限公司) ("Suzhou Longyingtai") and a shareholder's loan of RMB225,334,000 at a total consideration of RMB425,335,000. Suzhou Longyingtai is holding a piece of land for property development.

Upon the completion of the acquisition mentioned above, the Group has 100% effective control of voting power to govern the relevant activities of Suzhou Longyingtai, accordingly it was accounted for as a subsidiary of the Group thereafter.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

###### (iii) (續)

由於該等公司於收購日期持有一幅用於房地產發展的土地，故上述交易按透過收購一間附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

###### (iii) (Continued)

The above transaction is accounted for as acquisition of assets and liabilities through acquisition of a subsidiary because the company is holding a piece of land for property development at the date of the acquisition. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	18
擬作出售的發展中物業	Properties under development for sale	425,578
應收賬款及其他應收款項、按金以及預付款項	Accounts and other receivables, deposits and prepayments	97
銀行結餘及現金	Bank balances and cash	206
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(564)
股東貸款	Shareholder's loan	(225,334)
		200,001
轉讓予本集團的股東貸款	Shareholder's loan assigned to the Group	225,334
		425,335
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	175,335
就收購股權已付的按金	Deposits paid for acquisition of equity interests	250,000
本集團所收購資產淨值	Net assets acquired by the Group	425,335
現金流出淨額：	Net cash outflow:	
已付現金代價(包括貸款轉讓)	Cash consideration paid (including the loan assignments)	(175,335)
所收購的銀行結餘及現金	Bank balances and cash acquired	206
		(175,129)

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

(iv) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣100,000,000元收購合肥盛展房地產開發有限公司(「合肥盛展」)100%股本權益。合肥盛展持有一幅可用作房地產開發的地塊。

(v) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣60,000,000元收購安徽乾泰房地產開發有限公司(「安徽乾泰」)30%股本權益。根據安徽乾泰的組織章程大綱及細則，所有策略性財務及經營決策必須由董事會簡單大多數成員批准，當中四名董事及三名董事分別由本集團及其他股東提名。由於本集團取得安徽乾泰的實際控制權，故安徽乾泰已成為本集團的附屬公司。安徽乾泰持有一幅可用作房地產開發的地塊。

(vi) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣474,000元收購東萬投資有限公司(「東萬」)100%股本權益。東萬目前持有已完成待售物業。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

(iv) During the year ended 31 December 2017, the Group acquired 100% equity interests of Hefei Shengzhan Property Development Co., Ltd. (合肥盛展房地產開發有限公司) (“Hefei Shengzhan”) at a consideration of RMB100,000,000. Hefei Shengzhan is holding a piece of land for property development.

(v) During the year ended 31 December 2017, the Group acquired 30% equity interests of Anhui Qiantai Property Co., Ltd. (安徽乾泰房地產開發有限公司) (“Anhui Qiantai”) at a consideration of RMB60,000,000. According to the memorandum and articles of association of Anhui Qiantai, all of the strategic financial and operating decisions must be approved by simple majority of the board of directors, of which four directors and three directors are nominated by the Group and the other shareholders, respectively. Since the Group obtained effective control over Anhui Qiantai, Anhui Qiantai became a subsidiary of the Group. Anhui Qiantai is holding a piece of land for property development.

(vi) During the year ended 31 December 2017, the Group acquired 100% equity interest of Top Media Investment Limited. (“Top Media”) at a consideration of RMB474,000. Top Media is holding completed properties for sale.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

(c) 透過收購附屬公司收購資產及負債  
(續)

(vii) 於截至二零一七年十二月三十一日止年度，本集團以總代價人民幣225,851,000元收購豐萬投資有限公司(「豐萬」)100%股本權益及股東貸款人民幣220,000,000元。豐萬目前持有已完成待售物業。

(viii) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣125,536,000元收購西安地聯有限責任公司(「西安地聯」)95%股本權益。西安地聯目前持有一幅可用作房地產開發的地塊。

(ix) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣274,463,000元收購西安君都僑商置業有限公司(「西安君都僑商」)70%股本權益及股東貸款人民幣239,462,000元。西安君都僑商目前持有一幅可用作房地產開發的地塊。

(x) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣7,000,000元收購西安榮科置業有限責任公司(「西安榮科」)70%股本權益。西安榮科目前持有一幅可用作房地產開發的地塊。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

(c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

(vii) During the year ended 31 December 2017, the Group acquired 100% equity interests of Full Metro Investment Limited. (“Full Metro”) and a shareholder’s loan of RMB220,000,000 at a total consideration of RMB225,851,000. Full Metro is a holding completed properties for sale.

(viii) During the year ended 31 December 2017, the Group acquired 95% equity interest of Xi’an Dilian development Co., Ltd. (西安地聯有限責任公司) (“Xi’an Dilian”) at a consideration of RMB125,536,000. Xi’an Dilian is holding a piece of land for property development.

(ix) During the year ended 31 December 2017, the Group acquired 70% equity interest of Xi’an Jundu Qiaoshang Development Co., Ltd. (西安君都僑商置業有限公司) (“Xi’an Jundu Qiaoshang”) and a shareholder’s loan of RMB239,462,000 at a consideration of RMB274,463,000. Xi’an Jundu Qiaoshang is holding a piece of land for property development.

(x) During the year ended 31 December 2017, the Group acquired 70% equity interest of Xi’an Rongke development Co., Ltd. (西安榮科置業有限責任公司) (“Xi’an Rongke”) at a consideration of RMB7,000,000. Xi’an Rongke is holding a piece of land for property development.

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

(xi) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣132,000,000元收購青島山海秀都置業有限公司(「青島山海」)50%股本權益。根據青島山海的組織章程大綱及細則，所有策略性財務及經營決策必須由董事會三分之二投票權批准，當中兩名董事及一名董事分別由本集團及其他股東提名。由於本集團取得青島山海的實際控制權，故青島山海已成為本集團的附屬公司。青島山海持有一幅可用作房地產開發的地塊。

(xii) 於截至二零一七年十二月三十一日止年度，本集團以代價人民幣10,000,000元收購青島銀盛泰嘉博房地產有限公司(「青島銀盛泰嘉博」)50%股本權益。根據青島銀盛泰嘉博的組織章程大綱及細則，所有策略性財務及經營決策必須由董事會三分之二投票權批准，當中兩名董事及一名董事分別由本集團及其他股東提名。由於本集團取得青島銀盛泰嘉博的實際控制權，故青島銀盛泰嘉博已成為本集團的附屬公司。青島銀盛泰嘉博持有一幅可用作房地產開發的地塊。

於上述收購事項(iv)至(xii)完成後，本集團持有合肥盛展、東萬及豐萬全部股本權益、安徽乾泰的30%股本權益、西安地聯的95%股本權益、西安君都僑商及西安榮科的70%股本權益，以及青島山海及青島銀盛泰嘉博的50%股本權益，故該等公司其後成為本集團的附屬公司。

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

(xi) During the year ended 31 December 2017, the Group acquired 50% equity interest of Qingdao Shanhai Xiudu Development Co., Ltd. (青島山海秀都置業有限公司) (“Qingdao Shanhai”) at a consideration of RMB132,000,000. According to the memorandum and articles of association of Qingdao Shanhai, all of the strategic financial and operating decisions must be approved by two-thirds voting rights of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Qingdao Shanhai, Qingdao Shanhai became a subsidiary of the Group. Qingdao Shanhai is holding a piece of land for property development.

(xii) During the year ended 31 December 2017, the Group acquired 50% equity interest of Qingdao Yinshengtai Jiabo Property Development Co., Ltd. (青島銀盛泰嘉博房地產有限公司) (“Qingdao Yinshengtai Jiabo”) at a consideration of RMB10,000,000. According to the memorandum and articles of association of Qingdao Yinshengtai Jiabo, all of the strategic financial and operating decisions must be approved by two-thirds voting rights of the board of directors, of which two directors and one director are nominated by the Group and the other shareholder, respectively. Since the Group obtained effective control over Qingdao Yinshengtai Jiabo, Qingdao Yinshengtai Jiabo became a subsidiary of the Group. Qingdao Yinshengtai Jiabo is holding a piece of land for property development.

Upon the completion of the acquisitions mentioned from (iv) to (xii), the Group holds 100% equity interests in Hefei Shengzhan, Top Media and Full Metro, 30% equity interests in Anhui Qiantai, 95% equity interests in Xi'an Dilian, 70% equity interests in Xi'an Jundu Qiaoshang and Xi'an Rongke, 50% equity interest in Qingdao Shanhai and Qingdao Yinshengtai Jiabo and they become subsidiaries of the Group thereafter.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 41. 收購附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 透過收購附屬公司收購資產及負債 (續)

上述交易(iv)至(xii)按透過收購附屬公司收購資產及負債入賬。有關所收購資產及所承擔負債的詳情如下：

#### 41. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Acquisitions of assets and liabilities through acquisition of subsidiaries (Continued)

The above transactions (iv) to (xii) are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries. Details of the assets acquired and liabilities assumed are as below:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	5
擬作出售的發展中物業	Properties under development for sale	4,310,214
持作出售物業	Properties held for sale	788,212
其他應收款項、按金以及預付款項	Other receivables, deposits and prepayments	233,799
可收回稅項	Taxation recoverable	626
銀行結餘及現金	Bank balances and cash	40,896
應收賬款及其他應收款項以及應計開支	Accounts and other payables and accrued charges	(684,099)
應付本集團款項	Amount due to the Group	(1,398,671)
應付稅項	Taxation payable	(390)
銀行及其他借款	Bank and other borrowings	(827,658)
股東貸款	Shareholders' loans	(1,655,763)
		807,171
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	459,462
		1,266,633
已轉撥代價，以下列方式支付：	Consideration transferred, satisfied by:	
現金	Cash	935,324
非控股權益分佔資產淨值(附註)	Net assets shared by non-controlling interests (note)	331,309
本集團所收購資產淨值	Net assets acquired by the Group	1,266,633
現金流出淨額：	Net cash outflow:	
已付現金代價(包括貸款轉讓)	Cash consideration paid (including the loan assignments)	(935,324)
所收購的銀行結餘及現金	Bank balances and cash acquired	40,896
		(894,428)

附註：非控股權益乃按照資產淨值份額計量。

Note: The non-controlling interests were measured in accordance with share of net assets.

## 42. 出售附屬公司

截至二零一八年十二月三十一日止年度

### (a) 出售附屬公司

- (i) 截至二零一八年十二月三十一日止年度，本集團以總代價人民幣786,950,000元向一名獨立第三方出售其附屬公司鄭州旭輝博澳房地產開發有限公司（「鄭州博澳」）的全部股本權益，並轉讓股東貸款人民幣676,230,000元。
- (ii) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣418,499,000元向一名獨立第三方出售其附屬公司杭州藝輝商務諮詢有限公司的全部股本權益。

上述交易按出售附屬公司入賬。有關出售的資產淨值詳情概述如下：

## 42. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2018

### (a) Disposal of subsidiaries

- (i) During the year ended 31 December 2018, the Group disposed of the entire equity interest in its subsidiary, Zhengzhou Xuhui Boao Real Estate Development Co., Ltd (“Zhengzhou Boao”) and assigned a shareholder’s loan of RMB676,230,000 to an independent third party at a total consideration of RMB786,950,000.
- (ii) During the year ended 31 December 2018, the Group disposed of the entire equity interest in its subsidiary, Hangzhou Yihui to an independent third party at a consideration of RMB418,499,000.

The above transactions are accounted for as disposal of subsidiaries. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
於一間合營企業的權益	Interest in a joint venture	9,608
物業、廠房及設備	Property, plant and equipment	2
擬作出售的發展中物業	Properties under development for sale	723,893
其他應收款項	Other receivables	1,122,905
銀行結餘及現金	Bank balances and cash	66,150
應付本集團款項	Amount due to the Group	(676,230)
應付賬款及應計開支	Accounts payable and accrued charges	(1,140,178)
出售的資產淨值	Net assets disposed of	106,150
出售附屬公司的收益：	Gain on disposal of subsidiaries:	
現金代價	Cash consideration	529,219
非控股權益	Non-controlling interests	11,953
出售的資產淨值	Net assets disposed of	(106,150)
		435,022
現金流入淨額：	Net cash inflow:	
現金代價	Cash consideration	529,219
轉讓股東貸款	Assignment of shareholder’s loan	676,230
出售的銀行結餘及現金	Bank balances and cash disposed of	(66,150)
		1,139,299

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 42. 出售附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (b) 出售附屬公司部分權益導致失去控制權

截至二零一八年十二月三十一日止年度，本集團以總代價人民幣90,000,000元向一名獨立第三方出售其附屬公司北京樂優富拓投資有限公司(「北京樂優富拓」)的25%股本權益，並轉讓股東貸款人民幣90,000,000元。

於出售事項後，本集團持有北京樂優富拓25%股權，而北京樂優富拓成為本集團的合營企業。根據與股東訂立的協議，北京樂優富拓的相關活動需全體董事一致同意。

上述交易按出售附屬公司部分權益入賬。有關上述交易出售資產淨值詳情概述如下：

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (b) Disposal of partial interest in a subsidiary resulting in loss of control

During the year ended 31 December 2018, the Group disposed of 25% equity interest in its subsidiary, Beijing Leyoufutuo Investment Co., Ltd. ("Beijing Leyoufutuo") and assigned a shareholder's loan of RMB90,000,000 to an independent third party at a total consideration of RMB90,000,000.

Subsequent to the disposal, the Group held 25% equity interests in Beijing Leyoufutuo and Beijing Leyoufutuo became a joint venture of the Group in accordance with the shareholders' agreement, relevant activities of Beijing Leyoufutuo require unanimous consent of all directors.

The above transactions are accounted for as disposal of partial interest in a subsidiary. Details of the net assets disposed of in respect of the above transaction is summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
其他應收款項	Other receivables	1,064,249
銀行結餘及現金	Bank balances and cash	4
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(883,861)
應付本集團款項	Amounts due to the Group	(180,000)
出售的資產淨值	Net assets disposed of	392
出售附屬公司的虧損：	Loss on disposal of subsidiaries:	
於一間合營企業所保留股本權益的公平值	Fair value of the retained equity interest in a joint venture	98
非控股權益	Non-controlling interests	196
出售的資產淨值	Net assets disposed of	(392)
		(98)
現金流入：	Net cash inflow:	
轉讓股東貸款	Assignment of shareholders' loan	90,000
出售的銀行結餘及現金	Bank balances and cash disposed of	(4)
		89,996

#### 42. 出售附屬公司 (續)

截至二零一八年十二月三十一日止年度  
(續)

##### (c) 視作出售一間附屬公司導致失去控制權

太原旭晉安創企業管理諮詢有限公司及其附屬公司(「太原旭晉集團」)入賬為本集團非全資附屬公司，此乃由於所有戰略財務及經營決策必須經董事會簡單大多數批准，當中三名董事及一名董事分別由本集團及另一名股東提名。截至二零一八年十二月三十一日止年度，太原旭晉集團的股東訂立一份補充協議(「補充協議」)，據此，所有戰略財務及經營決策須獲其全體董事一致同意批准，而太原旭晉集團於交易完成後入賬為一間合營企業。

上述交易按出售一間附屬公司入賬。有關出售資產淨值詳情概述如下：

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2018 (Continued)

##### (c) Deemed disposal of a subsidiary resulting in loss of control

Taiyuan Xujin Anchuang Management Consulting Co., Ltd and its subsidiaries (“Taiyuan Xujin Group”) was accounted for as non-wholly owned subsidiaries of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which three directors and one director are nominated by the Group and the other shareholder, respectively. During the year ended 31 December 2018, the shareholders of Taiyuan Xujin Group entered into a supplemental agreement (the “Supplemental Agreement”). By execution of the Supplemental Agreement, all of the strategic financial and operating decisions required approval by unanimous consent of all of its directors and Taiyuan Xujin Group is accounted for as a joint venture upon completion of the transaction.

The above transaction is accounted for as disposal of a subsidiary. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
物業、廠房及設備	Property, plant and equipment	305
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale	5,499,011
其他應收款項	Other receivables	4,433
銀行結餘及現金	Bank balances and cash	38,034
應付本集團款項	Amount due to the Group	(2,911,897)
其他應付款項	Other payables	(2,329,886)
銀行及其他借款	Bank and other borrowings	(300,000)
出售的資產淨值	Net assets disposed of	—
現金流出淨額：	Net cash outflow:	
出售的銀行結餘及現金	Bank balances and cash disposed of	(38,034)



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度

##### (a) 出售一間附屬公司

於二零一七年一月二十六日，本集團與一間由本公司董事林偉先生及林峰先生實益擁有的關聯公司寧波昌瑞投資有限公司（「寧波昌瑞」）訂立買賣協議，內容有關向寧波昌瑞出售本集團間接全資附屬公司上海旭備實業有限公司（「上海旭備」）的全部已發行股本，代價為人民幣373,955,000元，包括現金代價人民幣1,000,000元及轉讓應付本集團的股東貸款人民幣372,955,000元。

上述交易按出售一間附屬公司入賬。有關出售的資產淨值詳情概述如下：

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017

##### (a) Disposal of a subsidiary

On 26 January 2017, the Group and a related company beneficially owned by Mr. Lin Wei and Mr. Lin Feng, the directors of the Company, namely Ningbo Changrui Investments Co., Ltd. ("Ningbo Changrui"), entered into a sale and purchase agreement relating to the sale of the entire issued share capital of Shanghai Xubei Enterprise Co., Ltd ("Shanghai Xubei"), an indirect wholly owned subsidiary of the Group, to Ningbo Changrui at a consideration of RMB373,955,000 which comprised of cash consideration of RMB1,000,000 and the assignment of shareholders' loan due to the Group of RMB372,955,000.

The above transaction is accounted for as disposal of a subsidiary. Details of the net assets disposed of are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
其他應收款項	Other receivables	373,950
銀行結餘及現金	Bank balances and cash	111
應付本集團款項	Amount due to the Group	(372,955)
出售的資產淨值	Net assets disposed of	1,106
出售一間附屬公司的虧損：	Loss on disposal of a subsidiary:	
現金代價	Cash consideration	1,000
出售的資產淨值	Net assets disposed of	(1,106)
		(106)
現金流入淨額：	Net cash inflow:	
現金代價	Cash consideration	1,000
轉讓股東貸款	Assignment of shareholders' loan	372,955
出售的銀行結餘及現金	Bank balances and cash disposed of	(111)
		373,844



#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

(b) 出售附屬公司部分權益導致失去控制權

- (i) 截至二零一七年十二月三十一日止年度，本集團以代價人民幣750,000元向一名獨立第三方出售其附屬公司上海旭技的75%股本權益。此項交易按出售一間附屬公司部分權益導致失去控制權入賬。上海旭技及上海輝羅從事房地產開發業務。

於出售事項後，上海旭技的餘下25%權益仍然由本集團持有，並成為本集團的聯營公司。

- (ii) 截至二零一七年十二月三十一日止年度，本集團以代價人民幣500,000元向一名獨立第三方出售其附屬公司上海旭沃的50%股本權益。此項交易按出售一間附屬公司部分權益導致失去控制權入賬。上海旭沃及上海輝均從事房地產開發業務。

於出售事項後，上海旭沃的餘下50%權益仍然由本集團持有，並根據股東協議成為本集團的合營企業，上海旭沃的相關活動須經全體董事一致同意。

- (iii) 截至二零一七年十二月三十一日止年度，本集團以代價人民幣243,000元向一名獨立第三方出售其附屬公司上海旭導的50%股本權益。此項交易按出售一間附屬公司部分權益導致失去控制權入賬。上海旭導從事房地產開發業務。

於出售事項後，上海旭導的餘下50%權益仍然由本集團持有，並根據股東協議成為本集團的聯營公司，上海旭導的相關活動須經董事會三分之二的投票權批准，其中一名董事及兩名董事分別由本集團及其他股東提名。

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

(b) Disposal of partial interest in subsidiaries resulting in loss of control

- (i) During the year ended 31 December 2017, the Group disposed of 75% equity interest in its subsidiary, Shanghai Xuji to an independent third party at a consideration of RMB750,000. This transaction was accounted for as disposal of partial interest in a subsidiary resulting in loss of control. Shanghai Xuji and Shanghai Huiluo were engaged in property development.

Subsequent to the disposal, the remaining 25% interest of Shanghai Xuji are still held by the Group and became an associate of the Group.

- (ii) During the year ended 31 December 2017, the Group disposed of 50% equity interest in its subsidiary, Shanghai Xuwo to an independent third party at a consideration of RMB500,000. This transaction was accounted for as disposal of partial interest in a subsidiary resulting in loss of control. Shanghai Xuwo and Shanghai Huijun were engaged in property development.

Subsequent to the disposal, the remaining 50%-interest of Shanghai Xuwo are still held by the Group and became a joint venture of the Group as in accordance with the shareholders' agreement, relevant activities of Shanghai Xuwo require unanimous consent of all directors.

- (iii) During the year ended 31 December 2017, the Group disposed of 50% equity interest in its subsidiary, Shanghai Xudao to an independent third party at a consideration of RMB243,000. This transaction was accounted for as disposal of partial interest in a subsidiary resulting in loss of control. Shanghai Xudao was engaged in property development.

Subsequent to the disposal, the remaining 50%-interest of Shanghai Xudao are still held by the Group and became an associate of the Group as in accordance with the shareholders' agreement, relevant activities of Shanghai Xudao were approved by two-thirds voting rights of the board of directors, of which one director and two directors are nominated by the Group and other shareholder.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

(b) 出售附屬公司部分權益導致失去控制權 (續)

- (iv) 截至二零一七年十二月三十一日止年度，本集團以代價人民幣10,200,000元向一名獨立第三方出售其附屬公司濟南輝明的51%股本權益。此項交易按出售一間附屬公司部分權益導致失去控制權入賬。濟南輝明從事房地產開發業務。

於出售事項後，濟南輝明的餘下49%權益仍然由本集團持有，並根據股東協議成為本集團的合營企業，濟南輝明的相關活動須經全體董事一致同意。

- (v) 截至二零一七年十二月三十一日，本集團以代價人民幣1,000,000元向一名獨立第三方出售其附屬公司北京盛創的50%股本權益。此項交易按出售一間附屬公司部分權益導致失去控制權入賬。北京盛創從事房地產開發業務。

於出售事項後，北京盛創的餘下50%權益仍然由本集團持有，並根據股東協議成為本集團的合營企業，北京盛創的相關活動須經全體股東一致同意。

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

(b) Disposal of partial interest in subsidiaries resulting in loss of control  
(Continued)

- (iv) During the year ended 31 December 2017, the Group disposed of 51% equity interest in its subsidiary, Jinan Huiming to an independent third party at a consideration of RMB10,200,000. This transaction was accounted for as disposal of partial interest in a subsidiary resulting in loss of control. Jinan Huiming was engaged in property development.

Subsequent to the disposal, the remaining 49% interest of Jinan Huiming are still held by the Group and became a joint venture of the Group as in accordance with the shareholders' agreement, relevant activities of Jinan Huiming require the unanimous consent of all directors.

- (v) During the year ended 31 December 2017, the Group disposed of 50% equity interest in its subsidiary, Beijing Shengchuang to an independent third party at a consideration of RMB1,000,000. This transaction was accounted for as disposal of partial interest in a subsidiary resulting in loss of control. Beijing Shengchuang was engaged in property development.

Subsequent to the disposal, the remaining 50% interest of Beijing Shengchuang are still held by the Group and became joint venture of the Group as in accordance with the shareholders' agreement, relevant activities of Beijing Shengchuang require the unanimous consent of all shareholders.

#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (b) 出售附屬公司部分權益導致失去控制權 (續)

上述交易按出售附屬公司部分權益入賬。有關上述交易出售負債淨額詳情概述如下：

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (b) Disposal of partial interest in subsidiaries resulting in loss of control (Continued)

The above transactions are accounted for as disposal of partial interest in subsidiaries. Details of the net liabilities disposed of in respect of the above transactions are summarised below:

		人民幣千元 RMB'000
支付轉讓代價方式：	Consideration transferred, satisfied by:	
現金	Cash	1,493
應收代價	Consideration receivable	11,200
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
物業、廠房及設備	Property, plant and equipment	31
於一間聯營公司的權益	Interest in an associate	35,938
擬作出售的發展中物業	Properties under development for sale	3,496,421
其他應收款項	Other receivables	756,383
銀行結餘及現金	Bank balances and cash	200,337
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(859,128)
應付本集團款項	Amounts due to the Group	(2,816,020)
銀行及其他借款	Bank and other borrowings	(815,000)
出售的負債淨額	Net liabilities disposed of	(1,038)
出售附屬公司的收益：	Gain on disposal of subsidiaries:	
現金代價	Cash consideration	1,493
應收代價	Consideration receivable	11,200
於聯營公司及合營企業所保留股本權益的公平值	Fair value of the retained equity interests in associates and joint ventures	21,050
出售的負債淨額	Net liabilities disposed of	1,038
		34,781
現金流出淨額：	Net cash outflow:	
現金代價	Cash consideration	1,493
出售的銀行結餘及現金	Bank balances and cash disposed of	(200,337)
		(198,844)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 視作出售附屬公司

- (i) 於二零一七年九月十九日，本集團過往全資附屬公司旭昌將其繳足股本由1美元增加至2美元。本公司獨立股東透過其全資附屬公司注資1美元。

注資後，本集團及獨立股東分別持有旭昌的50%股本權益。旭昌的經修訂組織章程大綱及細則規定董事會所作決策必須經全體董事批准。

經考慮上述因素及情況後，本公司董事得出結論，認為本集團對旭昌並無控制權，因此自二零一七年九月十九日起，本集團將於旭昌的權益分類為合營企業的權益。

- (ii) 於二零一七年六月二十一日，本公司過往全資附屬公司杭州茂輝將其繳足股本由人民幣100,000元增加至人民幣200,000元。杭州茂輝的獨立股東注資人民幣100,000元。

注資後，本集團及獨立股東分別持有杭州茂輝的50%股本權益。杭州茂輝的經修訂組織章程大綱及細則規定股東大會所作決策必須經過半數投票權批准。

經考慮上述因素及情況後，本公司董事得出結論，認為本集團對杭州茂輝並無控制權，因此自二零一七年六月二十一日起，本集團將於杭州茂輝的權益分類為合營企業的權益。

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Deemed disposal of subsidiaries

- (i) On 19 September 2017, Xu Chang, a previously wholly owned subsidiary of the Group, increased its paid up capital from USD1 to USD2. An independent shareholder of the Company, through its wholly owned subsidiary contributed USD1 for the capital injection.

After the capital injections, the Group and the independent shareholder held 50% and 50% equity interest of Xu Chang, respectively. The revised Memorandum and Articles of Association of Xu Chang has stipulated that decision made by board of directors must be approved by all directors.

After considering the above fact and circumstances, the directors of the Company conclude that the Group does not have the power of control over Xu Chang, therefore the Group classified interest in Xu Chang as interest in a joint venture since 19 September 2017.

- (ii) On 21 June 2017, Hangzhou Maohui, a previously wholly owned subsidiary of the Group, increased its paid up capital from RMB100,000 to RMB200,000. The independent shareholder of Hangzhou Maohui contributed RMB100,000 for the capital injection.

After the capital injection, each of the Group and the independent shareholder held 50% and 50% equity interest of Hangzhou Maohui, respectively. The revised Memorandum and Articles of Association of Hangzhou Maohui has stipulated that decision made by board of shareholders must be approved by over half of voting rights.

After considering the above fact and circumstances, the directors of the Company conclude that the Group does not have the power of control over Hangzhou Maohui, therefore the Group classified interest in Hangzhou Maohui as interest in a joint venture since 21 June 2017.

#### 42. 出售附屬公司 (續)

截至二零一七年十二月三十一日止年度  
(續)

##### (c) 視作出售附屬公司 (續)

上述交易按視作出售附屬公司部分權益入賬。有關上述交易出售負債淨額詳情概述如下：

#### 42. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2017 (Continued)

##### (c) Deemed disposal of subsidiaries (Continued)

The above transactions are accounted for as disposal of partial interest in subsidiaries. Details of the net liabilities disposed of in respect of the above transactions are summarised below:

		人民幣千元 RMB'000
就失去控制權的資產及負債分析：	Analysis of assets and liabilities over which control was lost:	
擬作出售的發展中物業	Properties under development for sale	434,588
其他應收款項	Other receivables	579
銀行結餘及現金	Bank balances and cash	11,419
應付本集團款項	Amount due to the Group	(409,258)
其他應付款項	Other payables	(38,434)
出售的負債淨額	Net liabilities disposed of	(1,106)
視作出售附屬公司收益：	Gain on deemed disposal of subsidiaries:	
於合營企業所保留50%股本權益的公平值	Fair value of the retained 50% equity interest in joint ventures	100
出售的負債淨額	Net liabilities disposed of	1,106
		1,206
現金流出淨額：	Net cash outflow:	
出售的銀行結餘及現金	Bank balances and cash disposed of	(11,419)

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 43. 退休福利計劃

根據中國相關法律及法規，本公司的中國附屬公司須參與地方市政府推行的定額供款退休計劃。本集團的中國附屬公司按地方市政府所規定平均僱員薪金的若干百分比向計劃供款，以就僱員的退休福利撥付資金。本集團有關退休福利計劃的主要責任為根據計劃作出規定供款。

本集團亦為香港所有合資格僱員參與強制性公積金計劃。該計劃的資產與本集團資產分開，存放於受託人管理的基金。本集團向該計劃作出的供款為有關薪金成本的5%，而僱員亦須作出同樣供款。

截至二零一八年十二月三十一日止年度，本集團已確認退休福利供款人民幣98,501,000元（二零一七年：人民幣60,531,000元）。

#### 44. 抵押資產

下列資產於報告期末予以抵押以擔保本集團獲授若干銀行及其他融資：

#### 43. RETIREMENT BENEFIT PLANS

According to the relevant laws and regulations of the PRC, the Company's PRC subsidiaries are required to participate in defined contribution retirement schemes administrated by the local municipal governments. The Group's PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as required by local municipal government to the scheme to fund the retirement benefits of the employees. The principal obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

The Group also operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The Group recognised the retirement benefit contribution of RMB98,501,000 (2017: RMB60,531,000) for the year ended 31 December 2018.

#### 44. PLEDGE OF ASSETS

The following assets were pledged to secure certain banking and other facilities granted to the Group at the end of the reporting period:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
投資物業	Investment properties	7,061,100	5,895,550
擬作出售的發展中物業	Properties under development for sale	50,541,639	16,644,281
持作出售物業	Properties held for sale	2,810,472	1,302,292
受限制銀行存款	Restricted bank deposits	1,290,000	—
按公平值計入損益的金融資產	Financial assets at FVTPL	105,350	259,587
物業、廠房及設備	Property, plant and equipment	34,055	—
於合營企業的權益	Interest in joint ventures	8,159	—
		61,850,775	24,101,710

本集團於若干持有上述若干已抵押的擬作出售的開發中物業的附屬公司的股本權益，已予以抵押，以擔保本集團獲授若干銀行融資。

The Group's equity interests in certain subsidiaries, which hold certain pledged properties under development for sale included above, have been pledged to secure certain banking facilities granted to the Group.

#### 45. 租賃安排

##### 本集團作為出租人

於報告期末，本集團已與租戶訂約的未來最低租賃付款如下：

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
一年內	Within one year	234,828	101,550
第二年至第五年(包括首尾兩年)	In the second to fifth year inclusive	635,208	346,313
五年後	After five years	431,072	296,153
		1,301,108	744,016

本集團持作租賃用途的投資物業擁有租期介乎一至十五年(二零一七年：一至九年)的已訂約租戶。投資物業的租約載有或然租金條款，而或然租金以租戶所賺取的營業額若干百分比釐定。由於租戶的未來收入不能夠可靠釐定，故上文並無計入有關或然租金，且上表僅計入最低租賃承擔。

#### 45. LEASE ARRANGEMENTS

##### The Group as a lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments as follows:

The investment properties held by the Group for rental purpose have committed tenants from one to fifteen years (2017: one to nine years). Lease of an investment property has clauses of contingent rentals determined by a certain percentage of turnover earned by the tenant. As the future revenue of the tenant could not be reliably determined, the relevant contingent rentals have not been included above and only the minimum lease commitments have been included in the table above.

##### 本集團作為承租人

##### The Group as a lessee

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
年內根據經營租約已付的 最低租賃付款	Minimum lease payments paid under operating lease during the year	81,089	35,805



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 45. 租賃安排 (續)

##### 本集團作為承租人(續)

於報告期末，本集團根據不可撤銷經營租賃就有關租賃物業支付的未來最低租賃付款如下：

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
一年內	Within one year	39,701	26,040
第二年至第五年(包括首尾兩年)	In the second to fifth year inclusive	54,555	27,524
		94,256	53,564

經營租賃付款指本集團就若干辦公室物業應付的租金。租金於簽署租賃協議日期確定。

#### 45. LEASE ARRANGEMENTS (Continued)

##### The Group as a lessee (Continued)

At the end of the reporting period, the Group had future minimum lease payments under non-cancellable operating leases in respect of leased properties as follows:

Operating lease payments represent rentals payable by the Group for certain of its office premises. The rentals are fixed at the date of signing of lease agreements.

#### 46. 承擔

於報告期末，本集團擁有下列承擔：

#### 46. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
已訂約但未於綜合財務報表內撥備的有關收購土地使用權的開支	Expenditure in respect of acquisition of land use rights contracted for but not provided for in the consolidated financial statements	3,525,621	7,694,441
已訂約但未於綜合財務報表內撥備的有關收購股權的開支	Expenditure in respect of acquisition of equity interests contracted for but not provided for in the consolidated financial statements	81,367	1,019,810
		3,606,988	8,714,251

#### 46. 承擔 (續)

本集團分佔與其他投資者就其合營企業共同作出的承擔如下：

#### 46. COMMITMENTS (Continued)

The Group's share of commitments made jointly with other investors relating to its joint ventures are as follows:

	二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
已訂約但未於綜合財務報表內撥備的 有關收購土地使用權的開支	Expenditure in respect of acquisition of land use rights contracted for but not provided for in the consolidated financial statements	
	1,662,493	2,530,970

#### 47. 或然負債

- (i) 本集團於二零一八年十二月三十一日就授予本集團已開發物業買家的按揭銀行貸款提供約人民幣19,067,896,000元(二零一七年：人民幣12,714,583,000元)的擔保。
- (ii) 本公司對這類開發其項目的合營企業及聯營公司的境外及境內銀行貸款項下尚未履行的責任按若干基準(包括按其各自持股比例)提供擔保。於二零一八年十二月三十一日，本集團就該等合營企業公司及聯營公司所產生貸款提供的應佔擔保分別合共約人民幣5,822,894,000元(二零一七年：人民幣1,666,392,000元)及約人民幣2,608,956,000元(二零一七年：人民幣965,510,000元)。

本公司董事認為，本集團該等財務擔保合約的公平值於初步確認時並非重大，且本公司董事認為有關訂約方違約的可能性極小，故於訂立擔保合約時及於二零一八年及二零一七年十二月三十一日的綜合財務狀況表內概無確認價值。

#### 47. CONTINGENT LIABILITIES

- (i) The Group provided guarantees amounting to approximately RMB19,067,896,000 (2017: RMB12,714,583,000) as at 31 December 2018 in respect of mortgage bank loans granted to purchasers of the Group's developed properties.
- (ii) The Company provided guarantees on several basis covering its respective equity shares of outstanding obligations under the offshore and onshore bank loan incurred by the joint venture and associate companies developing their projects. As at 31 December 2018, the Group's aggregate shares of such guarantees provided in respect of loans incurred by these joint venture companies amounted to approximately RMB5,822,894,000 (2017: RMB1,666,392,000) and associate companies amounted to approximately RMB2,608,956,000 (2017: RMB965,510,000).

In the opinion of the directors of the Company, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the directors of the Company consider that the possibility of the default of the parties involved is remote, accordingly, no value has been recognised at the inception of the guarantee contracts and on the consolidated statement of financial position as at 31 December 2018 and 2017.

**48. 以股份支付的交易****(a) 股份獎勵計劃**

於二零一七年十二月十八日，董事會採納股份獎勵計劃（「二零一七年股份獎勵計劃」），據此，Prosperity Fountain (PTC) Limited（「受託人」），即於受託人所訂立日期為二零一七年十二月十八日的信託契據（經不時重列、補充及修訂）（「信託契據」）中宣佈為信託的受託人，將以本集團付出的現金於公開市場購買或向本公司認購新股份以作為獎勵股份，並代由董事會所挑選參與二零一七年股份獎勵計劃的合資格人士經選定參與者以信託形式持有，直至有關股份根據二零一七年股份獎勵計劃的條文歸屬於相關參與者為止。二零一七年股份獎勵計劃旨在肯定若干任何(i)主要管理人員，包括董事會及本集團的高級管理層；及(ii)本集團任何成員公司的僱員的貢獻，並向彼等提供獎勵，以留聘彼等為本集團的持續營運及發展提供服務。二零一七年股份獎勵計劃將由董事會及受託人根據二零一七年股份獎勵計劃及信託契據的規則進行管理。

除非根據董事會可能決定提早終止，否則二零一七年股份獎勵計劃將自二零一七年十二月十八日起計十年期內有效及生效。

董事會不得進一步獎勵任何二零一七年的獎勵股份，以致獎勵股份總數將超過不時本公司已發行股份數目的5%。於任何十二個月期間內根據二零一七年股份獎勵計劃可向參與者授出的股份最高數目不得超過已發行股份數目的1%。

二零一七年股份獎勵計劃的主要條款及條件概要載列於本公司日期為二零一七年十二月十八日及二零一七年十二月二十九日的公告內。

年內，本公司已收購14,650,000股（二零一七年：無）本公司普通股，總成本約為75,890,000港元（相當於約人民幣66,631,000元）（二零一七年：無）。於二零一八年十二月三十一日，二零一七年股份獎勵計劃受託人共持有本公司11,720,000股普通股。受託人須於歸屬日期將相關股份轉讓予該等合資格人士。

**48. SHARE-BASED PAYMENT TRANSACTION****(a) Share award scheme**

On 18 December 2017, the board of directors adopted a share award scheme (the “2017 Share Award Scheme”), pursuant to which the shares to be awarded will be purchased by Prosperity Fountain (PTC) Limited as trustee (the “Trustee”) of the trust declared in the trust deed dated 18 December 2017 entered into by the Trustee (as restated, supplemented and amended from time to time) (the “Trust Deed”) from the open market or subscribed from the Company as new shares out of cash contributed by the Group and held on trust for the eligible persons selected by the board of directors for participation in the 2017 Share Award Scheme until such shares are vested with the relevant participants in accordance with the provisions of the 2017 Share Award Scheme. The purpose of the 2017 Share Award Scheme is to recognise the contributions by certain any of the (i) key management personnel including the board of directors and senior management of the Group; and (ii) employee of any member of the Group to provide them with incentives in order to retain them for the continual operation and development of the Group. The 2017 Share Award Scheme shall be subject to administration of the board of directors and the Trustee in accordance with the rules of the 2017 Share Award Scheme and the Trust Deed.

Subject to any early termination as may be determined by the board of directors, the 2017 Share Award Scheme shall be valid and effective for a term of 10 years commencing on 18 December 2017.

The board of directors shall not make any further award of 2017 awarded shares which will result in the total number of shares exceeding 5% of the number of issued shares from time to time. The maximum number of shares which may be awarded to a participant under the 2017 Share Award Scheme in any 12-month period shall not exceed 1% of the number of the shares in issue.

The summary of the principal terms and conditions of the 2017 Share Award Scheme were set out in the Company’s announcements dated 18 December 2017 and 29 December 2017.

During the year, 14,650,000 (2017: Nil) ordinary shares of the Company have been acquired at an aggregate cost of approximately HK\$75,890,000 (equivalent to approximately RMB66,631,000) (2017: Nil). A total of 11,720,000 ordinary shares of the Company were held by the trustee of the 2017 Share Award Scheme at 31 December 2018. The trustee shall transfer the relevant shares to those eligible persons on vesting date.

#### 48. 以股份支付的交易(續)

##### (a) 股份獎勵計劃(續)

有關年內所作授出的詳情如下：

	獎勵 股份數目 Number of awarded shares	歸屬日期 Vesting date	授出日期的 平均股價 Average share price on date of grant
授予僱員的股份獎勵：	2,930,000	100%於二零一八年八月十七日	4.34港元
— 於二零一八年八月十六日		100% on 17 August 2018	HK\$4.34
Share award granted to employees:			
— on 16 August 2018			

##### (b) 二零一二年購股權計劃

根據本公司於二零一二年十月九日採納的購股權計劃(「二零一二年購股權計劃」)，董事可邀請參與者按董事會釐定的價格獲得購股權，惟該價格須至少為以下三者的最高者：(a)於本公司向承授人提呈要約當日(該日須為營業日，「要約日期」)聯交所日報表列明的股份收市價；(b)緊接要約日期前5個營業日聯交所日報表列明本公司股份的平均收市價(惟發售價須用作本公司股份上市前期間任何營業日的收市價，而本公司已於要約日期前五個營業日內上市)；及(c)於要約日期當日本公司股份的面值。

根據二零一二年購股權計劃將予授出的所有購股權獲行使後可能發行的股份總數不得超過合共577,000,000股股份(相當於採納二零一二年購股權計劃當日已發行股份總數的10%)，除非本公司另行取得股東批准以更新上限。

除股東於本公司股東大會上另行批准外，於任何12個月期間內，每位參與者因行使根據二零一二年購股權計劃獲授的購股權(包括已行使及尚未行使購股權)而獲發行及將予發行的股份總數上限，不得超過已發行股份總數的1%。

#### 48. SHARE-BASED PAYMENT TRANSACTION(Continued)

##### (a) Share award scheme (Continued)

Details of the grants that existed during the year are as follows:

##### (b) 2012 Share option scheme

Pursuant to the share option scheme (“2012 Share Option Scheme”) adopted by the Company on 9 October 2012, the directors may invite participants to take up options at a price determined by the board of directors provided that it shall be at least the highest of (a) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date on which an offer is made by the Company to the grantee (which date must be a business day, “Offer Date”); (b) a price being the average of the closing prices of the shares of the Company as stated in the Stock Exchange’s daily quotations sheets for the 5 business days immediately preceding the Offer Date (provided that the offer price shall be used as the closing price for any business day falling within the period before listing of the shares of the Company where the Company has been listed for less than five business days as at the Offer Date); and (c) the nominal value of a share of the Company on the Offer Date.

The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Share Option Scheme shall not in aggregate exceed 557,000,000 shares, representing 10% of the total number of shares in issue as at the date of adoption of the 2012 Share Option Scheme unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the 2012 Share Option Scheme to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.

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#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

承授人可於董事會提呈要約時釐定及知會承授人的購股權期間內隨時根據二零一二年購股權計劃條款行使購股權，惟該期間不得於要約日期起計十年後屆滿。

根據二零一二年購股權計劃，四批購股權已於二零一八年十二月三十一日授出。該等購股權的公平值乃使用二項式模式計算。模式的輸入數據如下：

		於以下日期授出的購股權			
		Share options granted on			
		二零一三年 二月二十六日 26 February 2013	二零一三年 十月二十九日 29 October 2013	二零一五年 七月十三日 13 July 2015	二零一六年 一月二十日 20 January 2016
授出日期股價	Grant date share price	HK\$1.58港元	HK\$1.51港元	HK\$1.77港元	HK\$1.478港元
行使價	Exercise price	HK\$1.684港元	HK\$1.55港元	HK\$1.77港元	HK\$1.478港元
預期年期 (附註)	Expected life (note)	32個月 32 months	28個月 28 months	24個月 24 months	27個月 27 months
預期波幅	Expected volatility	60%	57%	55%	56%
股息收益率	Dividend yield	2.53%	2.65%	6.21%	9.52%
無風險利率	Risk-free interest rate	0.624%	0.830%	0.972%	1.288%

附註：購股權的預期年期按（歸屬期間 + 行使期間）／2的算式計算。

Note: Expected life of the option is calculated by the formula of (vesting period + exercise period)/2.

預期波幅乃根據可資比較公司每日回報的歷史波幅釐定。在管理層慎重估算下，模式中所用的預期年期已因應不可轉讓性、行使限制及行為考慮因素的影響而作出調整。

Expected volatility was determined by using the historical volatility of the daily return of comparable companies. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

於二零一八年十二月三十一日，根據二零一二年購股權計劃已授出而尚未行使的購股權所涉及的股份數目為110,059,000股（二零一七年：306,159,000股），佔本公司於二零一八年十二月三十一日股份數目的1%（二零一七年：4%）。

The number of shares in respect of which options had been granted and remained outstanding under the 2012 Share Option Scheme as at 31 December 2018 was 110,059,000 (2017: 306,159,000), representing 1% (2017: 4%) of the shares of the Company as at 31 December 2018.

#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

於二零一三年二月二十六日、二零一三年十月二十九日、二零一五年七月十三日及二零一六年一月二十日授出的購股權的估計公平值分別為人民幣83,349,000元、人民幣75,912,000元、人民幣39,125,000元及人民幣30,054,000元。

根據二零一二年購股權計劃的購股權行使期間如下：

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The estimated fair values of the options granted on 26 February 2013, 29 October 2013, 13 July 2015 and 20 January 2016 are RMB83,349,000, RMB75,912,000, RMB39,125,000 and RMB30,054,000 respectively.

The exercisable period of the share options under the 2012 Share Option Scheme is as follows:

於二零一三年二月二十六日授出的購股權	Share options granted on 26 February 2013
25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018
25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018
25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018
25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018

於二零一三年十月二十九日授出的購股權	Share options granted on 29 October 2013
25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018
25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018
25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018
25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使	25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018



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#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

於二零一五年七月十三日授出的購股權	Share options granted on 13 July 2015
25%：於二零一五年七月十三日歸屬，並自二零一五年七月十三日起至二零一九年六月三十日可行使	25%: vested on 13 July 2015 and exercisable from 13 July 2015 to 30 June 2019
25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一九年六月三十日可行使	25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2019
25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一九年六月三十日可行使	25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2019
25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零一九年六月三十日可行使	25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019

於二零一六年一月二十日授出的購股權	Share options granted on 20 January 2016
25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零二零年六月三十日可行使	25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2020
25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零二零年六月三十日可行使	25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2020
25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零二零年六月三十日可行使	25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2020
25%：於二零一九年七月一日歸屬，並自二零一九年七月一日起至二零二零年六月三十日可行使	25%: vested on 1 July 2019 and exercisable from 1 July 2019 to 30 June 2020



#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

本集團於截至二零一八年十二月三十一日止年度就本公司根據二零一二年購股權計劃授出的購股權確認開支總額為人民幣5,826,000元(二零一七年：人民幣19,711,000元)。

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The Group recognised the total expense of RMB5,826,000 (2017: RMB19,711,000) for the year ended 31 December 2018 in relation to share options granted by the Company under the 2012 Share Option Scheme.

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>截至二零一三年十二月三十一日</b>			
<b>止年度授出：</b>			
Granted during the year ended			
31 December 2013:			
授予董事的購股權：	2,400,000	25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使	四年
—於二零一三年二月二十六日		25%: vested on 1 July 2014 and exercisable from	4 years
Share options granted to directors:		1 July 2014 to 30 June 2018	四年
—on 26 February 2013		25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使	4 years
		25%: vested on 1 July 2015 and exercisable from	四年
		1 July 2015 to 30 June 2018	4 years
		25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使	四年
		25%: vested on 1 July 2016 and exercisable from	4 years
		1 July 2016 to 30 June 2018	
		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使	
		25%: vested on 1 July 2017 and exercisable from	
		1 July 2017 to 30 June 2018	
—於二零一三年十月二十九日	5,100,000	25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使	四年
—on 29 October 2013		25%: vested on 1 July 2014 and exercisable from	4 years
		1 July 2014 to 30 June 2018	四年
		25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使	4 years
		25%: vested on 1 July 2015 and exercisable from	四年
		1 July 2015 to 30 June 2018	4 years
		25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使	四年
		25%: vested on 1 July 2016 and exercisable from	4 years
		1 July 2016 to 30 June 2018	
		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使	
		25%: vested on 1 July 2017 and exercisable from	
		1 July 2017 to 30 June 2018	

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#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
授予僱員的購股權： — 於二零一三年二月二十六日 Share options granted to employees: — on 26 February 2013	150,000,000	25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018 25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018 25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018 25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018	四年 4 years 四年 4 years 四年 4 years 四年 4 years
— 於二零一三年十月二十九日 — on 29 October 2013	144,900,000	25%：於二零一四年七月一日歸屬，並自二零一四年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2014 and exercisable from 1 July 2014 to 30 June 2018 25%：於二零一五年七月一日歸屬，並自二零一五年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2015 and exercisable from 1 July 2015 to 30 June 2018 25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2018 25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一八年六月三十日可行使 25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2018	四年 4 years 四年 4 years 四年 4 years 四年 4 years

48. 以股份支付的交易 (續)

(b) 二零一二年購股權計劃 (續)

48. SHARE-BASED PAYMENT TRANSACTION (Continued)

(b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>截至二零一五年十二月三十一日止年度授出：</b>			
Granted during the year ended			
31 December 2015:			
授予董事的購股權：	4,600,000	25%：於二零一五年七月十三日歸屬，並自二零一五年七月十三日起至二零一九年六月三十日可行使	四年
— 於二零一五年七月十三日			4 years
Share options granted to directors:			
— on 13 July 2015		25%: vested on 13 July 2015 and exercisable from 13 July 2015 to 30 June 2019	四年
			4 years
		25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2019	四年
			4 years
		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2019	四年
			4 years
		25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	四年
			4 years
授予僱員的購股權：	95,400,000	25%：於二零一五年七月十三日歸屬，並自二零一五年七月十三日起至二零一九年六月三十日可行使	四年
— 於二零一五年七月十三日			4 years
Share options granted to employees:			
— on 13 July 2015		25%: vested on 13 July 2015 and exercisable from 13 July 2015 to 30 June 2019	四年
			4 years
		25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2019	四年
			4 years
		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2019	四年
			4 years
		25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零一九年六月三十日可行使	四年
		25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	四年
			4 years

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#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

	購股權數目 Number of options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>截至二零一六年十二月三十一日止年度授出：</b>			
Granted during the year ended			
31 December 2016:			
授予董事的購股權：			
— 於二零一六年一月二十日	100,000,000	25%：於二零一六年七月一日歸屬，並自二零一六年七月一日起至二零二零年六月三十日可行使	四年 4 years
Share options granted to directors:		25%: vested on 1 July 2016 and exercisable from 1 July 2016 to 30 June 2020	四年 4 years
— on 20 January 2016		25%：於二零一七年七月一日歸屬，並自二零一七年七月一日起至二零二零年六月三十日可行使	4 years
		25%: vested on 1 July 2017 and exercisable from 1 July 2017 to 30 June 2020	四年 4 years
		25%：於二零一八年七月一日歸屬，並自二零一八年七月一日起至二零二零年六月三十日可行使	四年
		25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2020	4 years
		25%：於二零一九年七月一日歸屬，並自二零一九年七月一日起至二零二零年六月三十日可行使	
		25%: vested on 1 July 2019 and exercisable from 1 July 2019 to 30 June 2020	

#### 48. 以股份支付的交易 (續)

##### (b) 二零一二年購股權計劃 (續)

下表披露董事及僱員根據二零一二年購股權計劃持有本公司購股權的詳情：

截至二零一八年十二月三十一日止年度

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (b) 2012 Share option scheme (Continued)

The following tables disclose details of the Company's share options held by the directors and employees under the 2012 Share Option Scheme:

For the year ended 31 December 2018

授出日期	每股 行使價	行使期間	購股權數目				於 二零一八年 十二月 三十一日 尚未行使
			於 二零一八年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share 港元 HK\$	Exercisable period	Outstanding at 1.1.2018	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2018
<b>購股權</b>							
Share option							
二零一三年二月二十六日		二零一四年七月一日至二零一八年六月三十日					
26 February 2013	1.684	1 July 2014 to 30 June 2018	72,439,356	–	(67,288,091)	(5,151,265)	–
二零一三年十月二十九日		二零一四年七月一日至二零一八年六月三十日					
29 October 2013	1.55	1 July 2014 to 30 June 2018	68,398,331	–	(65,362,164)	(3,036,167)	–
二零一五年七月十三日		二零一五年七月十三日至二零一九年六月三十日					
13 July 2015	1.77	13 July 2015 to 30 June 2019	77,630,000	–	(37,580,000)	–	40,050,000
二零一六年一月二十日		二零一六年七月一日至二零二零年六月三十日					
20 January 2016	1.478	1 July 2016 to 30 June 2020	87,691,000	–	(17,682,000)	–	70,009,000
<b>總計</b>			<b>306,158,687</b>	<b>–</b>	<b>(187,912,255)</b>	<b>(8,187,432)</b>	<b>110,059,000</b>
<b>期末可行使</b>							
Exercisable at the end of the period							85,059,000
<b>加權平均行使價(港元)</b>							
Weighted average exercise price							
(HK\$)			1.61	–	1.64	1.63	1.58
<b>於行使日期的加權平均行使價</b>							
(港元)							
Weighted average exercise price at							
the date of exercise (HK\$)					1.62		

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## Notes to the Consolidated Financial Statements

### 48. 以股份支付的交易 (續)

#### (b) 二零一二年購股權計劃 (續)

截至二零一七年十二月三十一日止年度

### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

#### (b) 2012 Share option scheme (Continued)

For the year ended 31 December 2017

授出日期	每股 行使價	行使期間	購股權數目				於 二零一八年 十二月 三十一日 尚未行使
			於 二零一七年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share 港元 HK\$	Exercisable period	Outstanding at 1.1.2017	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2017
購股權							
Share option							
二零一三年二月二十六日		二零一四年七月一日至二零一八年六月三十日					
26 February 2013	1.684	1 July 2014 to 30 June 2018	131,511,340	-	(59,071,984)	-	72,439,356
二零一三年十月二十九日		二零一四年七月一日至二零一八年六月三十日					
29 October 2013	1.55	1 July 2014 to 30 June 2018	123,453,599	-	(55,055,268)	-	68,398,331
二零一五年七月十三日		二零一五年七月十三日至二零一九年六月三十日					
13 July 2015	1.77	13 July 2015 to 30 June 2019	94,992,000	-	(17,362,000)	-	77,630,000
二零一六年一月二十日		二零一六年七月一日至二零二零年六月三十日					
20 January 2016	1.478	1 July 2016 to 30 June 2020	97,537,000	-	(9,846,000)	-	87,691,000
總計							
Total			447,493,939	-	(141,335,252)	-	306,158,687
期末可行使							
Exercisable at the end of the period							231,158,687
加權平均行使價(港元)							
Weighted average exercise price (HK\$)			1.62	-	1.63	-	1.61
於行使日期的加權平均行使價 (港元)							
Weighted average exercise price at the date of exercise (HK\$)					1.62		

除上文所披露者外，自二零一二年購股權計劃獲採納以來，概無據此授出其他購股權。

Save as disclosed above, no other option was granted under the 2012 Share Option Scheme since adoption.

#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃

根據本公司於二零一六年四月二十七日採納的購股權計劃(「二零一六年購股權計劃」)，董事可邀請參與者按董事會的絕對酌情權而釐定的價格獲得購股權，然而在任何情況下不得低於以下三者中的最高者：(a)本公司向承授人提呈要約當日(「授出日期」，必須為營業日)在聯交所發出的日報表列明的股份收市價；(b)緊接授出日期前5個營業日在聯交所發出的日報表列明的本公司股份平均收市價(惟發售價須用作本公司股份上市前期間任何營業日的收市價，而本公司已於要約日期前五個營業日內上市)；及(c)本公司股份於授出日期的面值。

根據二零一六年購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使後可予發行的股份總數不得超過合共666,640,000股股份(相當於二零一六年購股權計劃採納日期已發行股份總數的10%)，除非本公司另行取得股東批准以更新上限。

除股東於本公司股東大會上另行批准外，於任何12個月期間內，每位參與者因行使根據二零一六年購股權計劃獲授的購股權(包括已行使及尚未行使購股權)而獲發行及將予發行的股份總數上限，不得超過已發行股份總數的1%。

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme

Pursuant to the share option scheme (“2016 Share Option Scheme”) adopted by the Company on 27 April 2016, the directors may invite participants to take up options at a price determined by the board of directors in its absolute discretion but in any event shall not be less than the highest of (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date on which an offer is made by the Company to the grantee (“Date of Grant”) which must be a business day; (b) the average closing prices of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the Date of Grant (provided that the offer price shall be used as the closing price for any business day falling within the period before listing of the shares of the Company where the Company has been listed for less than five business days as at the Date of Grant); and (c) the nominal value of a share of the Company on the Date of Grant.

The total number of shares which may be issued upon exercise of all options to be granted under the 2016 Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 666,640,000 shares, representing 10% of the total number of shares in issue as at the date of adoption of the 2016 Share Option Scheme unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the 2016 Share Option Scheme to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.



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### Notes to the Consolidated Financial Statements

#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

承授人可於董事會提呈要約時釐定及知會承授人的購股權期間內隨時根據二零一六年購股權計劃條款行使購股權，惟該期間不得於要約日期起計十年後屆滿。

根據二零一六年購股權計劃，一批購股權已於二零一七年十二月三十一日授出。該等購股權的公平值乃使用二項式模式計算。模式的輸入數據如下：

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

The option may be exercised in accordance with the terms of the 2016 Share Option Scheme at any time during the option period which may be determined and notified by the board of directors to the grantee at the time of making an offer which shall not expire later than 10 years from the offer date.

One tranche of share options has been granted under the 2016 Share Option Scheme as at 31 December 2017. Fair value of these share options were calculated using the binomial model. The inputs into the model were as follows:

		於二零一七年 十月三日 授出的購股權 Share options granted on 3 October 2017
授出日期的股價	Grant date share price	HK\$4.34港元
行使價	Exercise price	HK\$4.34港元
預期年期(附註)	Expected life (note)	4年4 years
預期波幅	Expected volatility	38.1%
股息收益率	Dividend yield	4.15%
無風險利率	Risk-free interest rate	1.347%

附註：購股權的預期年期按（歸屬期間 + 行使期間）／2的算式計算。

Note: Expected life of the option is calculated by the formula of (vesting period + exercise period)/2.

#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

預期波幅乃根據可資比較公司每日回報的歷史波幅釐定。在管理層慎重估算下，模式中所用的預期年期已因應不可轉讓性、行使限制及行為考慮因素的影響而作出調整。

於二零一八年十二月三十一日，根據二零一六年購股權計劃已授出而尚未行使的購股權所涉及的股份數目為220,000,000股(二零一七年：220,000,000股)，佔本公司於二零一八年十二月三十一日股份數目的3%(二零一七年：3%)。

於二零一七年十月三日授出的購股權的估計公平值為人民幣202,568,000元。

根據二零一六年購股權計劃的購股權行使期間如下：

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

Expected volatility was determined by using the historical volatility of the daily return of comparable companies. The expected life used in the model has been adjusted, based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The number of shares in respect of which options had been granted and remained outstanding under the 2016 Share Option Scheme as at 31 December 2018 was 220,000,000 (2017: 220,000,000) representing 3% (2017: 3%) of the shares of the Company as at 31 December 2018.

The estimated fair value of the options granted on 3 October 2017 is RMB202,568,000.

The exercisable period of the share options under the 2016 Share Option Scheme is as follows:

於二零一七年十月三日授出的購股權	Share options granted on 3 October 2017
5%：於二零一九年一月一日歸屬， 並自二零一九年一月一日起至 二零二二年十二月三十一日可行使	5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022
10%：於二零二零年一月一日歸屬， 並自二零二零年一月一日起至 二零二二年十二月三十一日可行使	10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022
20%：於二零二一年一月一日歸屬， 並自二零二一年一月一日起至 二零二二年十二月三十一日可行使	20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022
65%：於二零二二年一月一日歸屬， 並自二零二二年一月一日起至 二零二二年十二月三十一日可行使	65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022

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### Notes to the Consolidated Financial Statements

#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

本集團於截至二零一八年十二月三十一日止年度就本公司根據二零一六年購股權計劃授出的購股權確認開支總額為人民幣62,380,000元(二零一七年：人民幣15,064,000元)。

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

The Group recognised the total expense of RMB62,380,000 (2017: RMB15,064,000) for the year ended 31 December 2018 in relation to share options granted by the Company under the 2016 Share Option Scheme.

	購股權數目 Number of Options	行使期間 Exercisable period	購股權 訂約年期 Contractual life of options
<b>於截至二零一七年十二月三十一日止年度授出：</b>			
Granted during the year ended			
31 December 2017:			
授予董事的購股權：	2,100,000	5%：於二零一九年一月一日歸屬，並自二零一九年一月一日起至二零二二年十二月三十一日可行使	四年
— 於二零一七年十月三日		5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	4 years
Share options granted to directors:		10%：於二零二零年一月一日歸屬，並自二零二零年一月一日起至二零二二年十二月三十一日可行使	四年
— on 3 October 2017		10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	4 years
		20%：於二零二一年一月一日歸屬，並自二零二一年一月一日起至二零二二年十二月三十一日可行使	四年
		20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	4 years
		65%：於二零二二年一月一日歸屬，並自二零二二年一月一日起至二零二二年十二月三十一日可行使	四年
		65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	
授予僱員的購股權：	217,900,000	5%：於二零一九年一月一日歸屬，並自二零一九年一月一日起至二零二二年十二月三十一日可行使	四年
— 於二零一七年十月三日		5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	4 years
Share options granted to employees:		10%：於二零二零年一月一日歸屬，並自二零二零年一月一日起至二零二二年十二月三十一日可行使	四年
— on 3 October 2017		10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	4 years
		20%：於二零二一年一月一日歸屬，並自二零二一年一月一日起至二零二二年十二月三十一日可行使	四年
		20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	4 years
		65%：於二零二二年一月一日歸屬，並自二零二二年一月一日起至二零二二年十二月三十一日可行使	四年
		65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	

#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

下表披露董事及僱員持有本公司購股權的詳情：

截至二零一八年十二月三十一日止年度

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### (c) 2016 Share option scheme (Continued)

The following table discloses details of the Company's share options held by the directors and employees:

For the year ended 31 December 2018

授出日期	每股 行使價	行使期間	購股權數目				於 二零一八年 十二月 三十一日 尚未行使
			於 二零一八年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share	Exercisable period	Outstanding at 1.1.2018	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2018
	港元 HK\$						
<b>購股權</b>							
Share option							
二零一七年十月三日		二零一九年一月一日至二零二二年十二月三十一日					
3 October 2017	4.34	1 January 2019 to 31 December 2022	220,000,000	–	–	–	220,000,000
<b>期末可行使</b>							
Exercisable at the end of the period							
<b>加權平均行使價(港元)</b>							
Weighted average exercise price							
(HK\$)			4.34	–	–	–	4.34

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#### 48. 以股份支付的交易 (續)

##### (c) 二零一六年購股權計劃 (續)

截至二零一七年十二月三十一日止年度

#### 48. SHARE-BASED PAYMENT TRANSACTION (Continued)

##### c. 2016 Share option scheme (Continued)

For the year ended 31 December 2017

授出日期	每股 行使價	行使期間	購股權數目				於 二零一七年 十二月 三十一日 尚未行使
			於 二零一七年 一月一日 尚未行使	年內授出	年內已行使	年內已失效	
Date of grant	Exercise price per share	Exercisable period	Outstanding at 1.1.2017	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2017
	港元						
	HK\$						
購股權							
Share option							
二零一七年十月三日		二零一九年一月一日至二零二二年十二月三十一日					
3 October 2017	4.34	1 January 2019 to 31 December 2022	-	220,000,000	-	-	220,000,000
期末可行使							
Exercisable at the end of the period							-
加權平均行使價(港元)							
Weighted average exercise price (HK\$)			-	4.34	-	-	4.34

除披露者外，自二零一六年購股權計劃獲採納以來，概無據此授出其他購股權。

Save as disclosed, no other option was granted under the 2016 Share Option Scheme since their adoption.

#### 49. 融資活動所產生負債的對賬

下表載列本集團自融資活動所產生的負債變動詳情，包括現金及非現金變動。融資活動所產生的負債為其現金流已經或未來現金流將會於本集團自融資活動的綜合現金流量表進行分類的負債。

#### 49. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

		銀行及 其他借款 Bank and other borrowings (附註34) (note 34) 人民幣千元 RMB'000	應付 非控股 權益款項 due to non- controlling interests (附註27) (note 27) 人民幣千元 RMB'000	應付 合營企業 款項 Amounts due to joint ventures (附註28) (note 28) 人民幣千元 RMB'000	應付 聯營公司 款項 Amounts due to associates (附註28) (note 28) 人民幣千元 RMB'000	優先票據 Senior notes (附註35) (note 35) 人民幣千元 RMB'000	公司債券 Corporate bonds (附註36) (note 36) 人民幣千元 RMB'000	可換股債券 Convertible bonds (附註37) (note 37) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一七年一月一日	At 1 January 2017	13,566,647	965,649	8,023,842	6,395,599	5,683,011	10,141,468	–	44,776,216
融資現金流量	Financing cash flow	13,510,675	10,719,532	(1,326,614)	(2,302,297)	(1,258,489)	(980,603)	–	18,362,204
收購附屬公司	Acquisitions of subsidiaries	6,273,667	1,196,301	–	–	–	–	–	7,469,968
出售附屬公司	Disposal of subsidiaries	(815,000)	–	–	–	–	–	–	(815,000)
外匯換算	Foreign exchange translation	(910,439)	(38,906)	(17,887)	(31,041)	(401,065)	–	–	(1,399,338)
利息開支	Interest expense	1,487,465	–	–	–	356,203	467,105	–	2,310,773
提早贖回優先票據虧損	Loss on early redemption of senior notes	–	–	–	–	118,464	–	–	118,464
於二零一七年十二月三十一日	At 31 December 2017	33,113,015	12,842,576	6,679,341	4,062,261	4,498,124	9,627,970	–	70,823,287
融資現金流量	Financing cash flows	9,393,688	1,451,682	1,824,165	2,745,349	9,142,799	1,517,410	713,452	26,788,545
收購附屬公司	Acquisitions of subsidiaries	4,887,000	2,277,067	–	208,000	–	–	–	7,372,067
出售附屬公司	Disposal of subsidiaries	(300,000)	–	–	–	–	–	–	(300,000)
外匯換算	Foreign exchange translation	–	–	–	–	798,894	–	183,302	982,196
利息開支	Interest expense	2,809,857	–	–	–	853,797	614,757	110,152	4,388,563
可換股債券衍生工具 部分公平值變動	Change in fair value of derivative component for convertible bonds	–	–	–	–	–	–	(99,182)	(99,182)
於二零一八年十二月三十一日	At 31 December 2018	49,903,560	16,571,325	8,503,506	7,015,610	15,293,614	11,760,137	907,724	109,955,476

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### Notes to the Consolidated Financial Statements

#### 50. 關聯方披露

本集團年內與其關聯方進行以下重大交易並擁有重大結餘：

##### (a) 與關聯方交易

#### 50. RELATED PARTY DISCLOSURES

During the year, the Group entered into the following significant transactions and had significant balances with its related parties:

##### (a) Transactions with related parties

關聯方 Related party	交易性質 Nature of transaction	二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
林中先生、林偉先生及 林峰先生控制的關聯公司 A related company controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng	租金收入 Rental income	2,286	2,286
聯營公司 Associates	公寓租賃及裝修服務收入 Apartment leasing and renovation services income	8,540	28,870
	項目管理服務關支 Property management services expense	161,563	154,426
	預製建築材料供應及相關安裝與技術服務開支 Prefabricated construction materials supply and related installation and technical services expense	3,119	1,771



50. 關聯方披露 (續)

(b) 合營企業及聯營公司結餘

50. RELATED PARTY DISCLOSURES (Continued)

(b) Balances with joint ventures and associates

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
應收合營企業款項	Amounts due from joint ventures	19,020,212	8,308,615
應收聯營公司款項	Amounts due from associates	8,778,213	9,143,176
		27,798,425	17,451,791
應付合營企業款項	Amounts due to joint ventures	8,503,506	6,679,341
應付聯營公司款項	Amounts due to associates	7,015,610	4,062,261
		15,519,116	10,741,602

(c) 於年內已付及應付兼任本公司董事的本集團主要管理人員的薪酬載於附註11。

(d) 於截至二零一七年十二月三十一日止年度，本集團將其附屬公司上海旭備的全部股權出售予寧波昌瑞。詳情載於附註42。

(e) 於截至二零一七年十二月三十一日止年度，本集團與一間由本公司董事林中先生及林峰先生實益擁有的關聯公司(即上海旭輝企業發展有限公司)以及其他獨立投資者訂立資本投資協議，據此，本集團同意向上海領昱注入人民幣30,000,000元。緊隨上述資本投資後，上海領昱成為本集團的聯營公司。於截至二零一八年十二月三十一日止年度，本集團進一步向上海領昱注入人民幣200,000,000元。

(c) The remuneration paid and payable to the key management personnel of the Group who are also the directors of the Company for the year is set out in note 11.

(d) During the year ended 31 December 2017, the Group disposed of its entire equity interest in its subsidiary, Shanghai Xubei to Ningbo Changrui. Details are set out in note 42.

(e) During the year ended 31 December 2017, the Group entered into capital investment agreement with a related company beneficially owned by Mr. Lin Zhong and Mr. Lin Feng, the directors of the Company, namely Shanghai Xuhui Enterprise Development Co., Ltd. and other independent investors, which the Group agreed to contribute RMB30,000,000 in Shanghai Lingyu. Immediately after the aforesaid capital investment, Shanghai Lingyu became an associate of the Group. During the year ended 31 December 2018, the Group further contributed RMB200,000,000 in Shanghai Lingyu.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 51. 資本風險管理

本集團管理其資本以確保本集團旗下實體將可持續經營，同時透過改善債務與股本權益的平衡為股東帶來最大回報。本集團的整體策略與去年維持不變。

本集團的資本架構包括淨負債，而淨負債包括附註34、35、36及37各自所披露的銀行及其他借款、優先票據、公司債券及可換股債券（扣除現金及現金等價物）及本公司擁有人應佔股本權益（包含已發行股本、儲備及保留利潤）。

本公司董事定期檢討資本架構。作為是項檢討其中一環，本公司董事考量資本成本及與各類資本有關的風險，並採取適當行動平衡整體資本架構。

#### 52. 金融工具

##### a. 金融工具的類別

#### 51. 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. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank and other borrowings, senior notes, corporate bonds and convertible bonds disclosed in notes 34, 35, 36 and 37, respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance its overall capital structure.

#### 52. FINANCIAL INSTRUMENTS

##### a. Categories of financial instruments

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>金融資產</b>	<b>Financial assets</b>		
按公平值計入損益	FVTPL		
強制性按公平值計入損益計量	Mandatorily measured at FVTPL		
— 持作買賣	— Held-for-trading	705,386	521,250
— 於物業項目的投資	— Investments in property projects	582,722	622,143
— 其他	— Others	564,553	—
		1,852,661	1,143,393
按公平值計入其他全面收入的股本工具	Equity instruments at FVTOCI	919,274	—
可供出售投資	Available-for-sale investments	—	623,630
按攤銷成本列賬的金融資產	Financial assets at amortised cost	87,449,827	—
貸款及應收款項（包括現金及現金等價物）	Loans and receivables (including cash and cash equivalents)	—	66,443,977
<b>金融負債</b>	<b>Financial liabilities</b>		
衍生金融工具	Derivative financial instruments	74,949	333,193
攤銷成本	Amortised cost	121,012,983	84,363,282

## 52. 金融工具(續)

### b. 財務風險管理目標及政策

本集團的主要金融工具包括衍生金融工具、貿易應收款項、其他應收款項、按公平值計入損益的金融資產、按公平值計入其他全面收入／可供出售投資的股本工具、房地產項目投資、受限制銀行存款、銀行結餘及現金、應收／應付非控股權益、合營企業及聯營公司款項、貿易應付款項、其他應付款項、銀行及其他借款、優先票據、公司債券以及可換股債券。該等金融工具的詳情載於相關附註。與此等金融工具有關的風險及如何減低該等風險的政策載列如下。管理層管理及監控該等風險，確保及時有效地採取適當措施。

### c. 市場風險

本集團的業務主要面對利率、外幣匯率變動的市場風險及其他價格風險(參見下文)。

本集團於年內面對的市場風險或其管理及衡量風險的方式概無重大變動。

#### 利率風險

由於銀行存款與銀行及其他借款(按恒生銀行人民幣最優惠利率、香港銀行同業拆息及倫敦銀行同業拆息所報的利率計算浮動利息)的現行市場利率波動，因此本集團承受現金流量利率風險。

本集團的公平值利率風險主要與按固定利率計息的銀行及其他借款、公司債券、可換股債券以及優先票據有關。本集團現時並無利用任何衍生工具合約對沖其面對的利率風險。然而，管理層於有需要時會考慮對沖重大利率風險。

於兩個年度內，所有利息收入及利息開支(詳情載於附註7及附註8)分別來自按攤銷成本列賬的金融資產及按攤銷成本列賬的金融負債。

## 52. FINANCIAL INSTRUMENTS (Continued)

### b. Financial risk management objectives and policies

The Group's major financial instruments include derivative financial instruments, trade receivables, other receivables, financial assets at FVTPL, equity instruments at FVTOCI/available-for-sale investments, investments in property projects, restricted bank deposits, bank balances and cash, amounts due from/to non-controlling interests, joint ventures and associates, trade payables, other payables, bank and other borrowings, senior notes, corporate bonds and convertible bonds. Details of these financial instruments are set out in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### c. Market risk

The Group's activities expose primarily to the market risks of changes in interest rates, foreign currency exchange rates and other price risk (see below).

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk over the year.

#### Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and bank and other borrowings which carry at variable rates based on the interest rates quoted by Hang Seng Bank RMB Prime rate, HIBOR and LIBOR.

The Group's fair value interest rate risk relates primarily to its fixed rate bank and other borrowings, corporate bonds, convertible bonds and senior notes. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

All interest income and interest expense, as detailed in note 7 and note 8, are derived from financial assets at amortised cost and financial liabilities at amortised cost, respectively, for both years.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 52. 金融工具(續)

##### c. 市場風險(續)

##### 利率風險(續)

##### 利率敏感度

以下敏感度分析乃根據非衍生工具(銀行結餘以及銀行及其他借款)利率風險編製。分析乃假設於報告期末未到期金融工具於整年內均未到期而編製。向主要管理人員內部匯報利率風險時會以升跌100個基點(就銀行及其他借款而言)及升跌50個基點(就銀行存款而言)為基準，即管理人員分別對銀行及其他借款以及銀行存款利率可能變動的評估。

於報告期末，倘利率上升／下降100及50個基點(分別就銀行及其他借款以及銀行存款而言)，而所有其他變數維持不變，則本集團截至二零一八年十二月三十一日止年度的除稅前利潤會減少／增加約人民幣207,486,000元(二零一七年：人民幣148,402,000元)。

##### 外幣風險

本集團以人民幣收取其所有收入，而大部分支出(包括物業銷售產生的支出以及資本開支)亦以人民幣計值。

本集團進行若干以外幣計值的交易，因而承受所產生的匯率波動風險。本集團目前並無外幣對沖政策。然而，管理層會監察外匯風險承受程度及於有需要時考慮對沖重大的外幣風險。

於二零一八年十二月三十一日，本集團擁有以外幣計值的衍生金融工具、按公平值計入損益的金融資產、銀行結餘及現金、銀行及其他借款、優先票據及可換股債券(分別載於附註21、29、31、34、35及37)，使本集團承受外幣風險。本集團已訂立遠期合約以減輕借款的外幣風險。

#### 52. FINANCIAL INSTRUMENTS (Continued)

##### c. Market risk (Continued)

##### Interest rate risk (Continued)

##### Interest rate sensitivity

The sensitivity analyses below have been prepared based on the exposure to interest rates for non-derivative instruments (bank balances and bank and other borrowings). The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point increase or decrease for bank and other borrowings and a 50 basis point increase or decrease for bank deposits are used when reporting interest rate risk internally to key management personnel and represent management's assessment of the possible change in interest rate in respect of bank and other borrowings and bank deposits respectively.

At the end of the reporting period, if interest rates had been increased/decreased by 100 and 50 basis points in respect of bank and other borrowings and bank deposits respectively and all other variables were held constant, the Group's profit before taxation would decrease/increase by approximately RMB207,486,000 (2017: RMB148,402,000) for the year ended 31 December 2018.

##### Foreign currency risk

The Group collects all of its revenue in RMB and most of the expenditures including expenditures incurred in property sales as well as capital expenditures are also denominated in RMB.

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2018, the Group had derivative financial instruments, financial assets at FVTPL, bank balances and cash, bank and other borrowings, senior notes, and convertible bonds denominated in foreign currencies as set out in notes 21, 29, 31, 34, 35 and 37, respectively, which expose the Group to foreign currency risk. The Group has entered into forward contracts for mitigating the foreign currency exposure in relation to the borrowings.

## 52. 金融工具 (續)

### c. 市場風險 (續)

#### 外幣風險 (續)

##### 外幣匯率敏感度

下表詳列本集團對人民幣兌相關外幣升值及貶值5%的敏感度。5%為向主要管理人員內部報告外幣風險所使用的敏感度，指管理層對外幣匯率可能合理變動的評估。敏感度分析僅包括以外幣計值的未到期貨幣項目，並於報告期末就外幣匯率的5%變動調整其換算。當人民幣相對於相關貨幣升值5%時，下表中的正數表示利潤增加；當人民幣相對於相關貨幣貶值5%時，會對利潤產生一個相等並相反的影響，以下結餘也將變成負數。

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
港元	HK\$	456,646	287,972
美元	USD	1,073,265	573,383
其他貨幣	Other currencies	(1,522)	—

### d. 信貸風險及減值評估

於二零一八年十二月三十一日，除其賬面值最能代表最大信貸風險的金融資產外，本集團面對因與本集團所提供財務擔保有關的或然負債金額而產生將對本集團造成財務損失的最大信貸風險於附註47披露。

## 52. FINANCIAL INSTRUMENTS (Continued)

### c. Market risk (Continued)

#### Foreign currency risk (Continued)

##### Foreign currency rate sensitivity

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust their translation at the end of the reporting period of 5% changes in foreign currency rates. A positive number below indicates an increase in profit where RMB strengthen 5% against the relevant currency. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be negative.

### d. Credit risk and impairment assessment

As at 31 December 2018, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group is disclosed in note 47.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 52. 金融工具 (續)

##### d. 信貸風險及減值評估 (續)

##### 因客戶合約產生的貿易應收款項

為將信貸風險降至最低，本集團已實行監控措施，以確保採取跟進措施收回逾期債項。此外，於報告期末，本集團定期評估各個別帳戶的可收回金額，以確保就不可收回金額作出充足減值虧損。此外，本集團在應用國際財務報告準則第9號後按預期信貸虧損模式（二零一七年：已產生虧損模式）對貿易結餘單獨或基於撥備矩陣進行減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

就賬面總值人民幣647,233,000元的貿易應收款項而言，本集團已應用國際財務報告準則第9號的簡化法，以計量全期預期信貸虧損的虧損撥備。本集團透過使用內部信貸評級組成的撥備矩陣圖就該等項目釐定預期信貸虧損。於二零一八年十二月三十一日，本集團已就客戶合約產生的貿易應收款項計提信貸虧損（全期信貸減值）撥備人民幣1,768,000元。

##### 其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘及現金、受限制銀行存款及財務擔保合約

其他應收款項、應收合營企業、聯營公司及非控股權益款項的信貸風險透過內部程序管理。在作出墊款之前會對各交易對手的信貸質素進行調查。本集團亦積極監控各債務人的欠款，並及時識別任何信貸風險，以降低信貸相關損失的風險。再者，本集團密切監控合營企業及聯營公司的財務表現。此外，本集團在應用國際財務報告準則第9號後按預期信貸虧損模式（二零一七年：已產生虧損模式）對未償還結餘進行減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

#### 52. FINANCIAL INSTRUMENTS (Continued)

##### d. Credit risk and impairment assessment (Continued)

##### Trade receivables arising from contracts with customers

In order to minimise the credit risk, the monitoring procedures are carried out to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual accounts at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 (2017: incurred loss model) on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For trade receivables, with gross carrying amount of RMB647,233,000, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance of lifetime ECL. The Group determines the expected credit loss on these items by using a provision matrix grouped by internal credit rating. As at 31 December 2018, the Group has RMB1,768,000 allowance for credit losses (life-time credit-impaired) on trade receivable arising from contracts with customers.

##### Other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances and cash, restricted bank deposits and financial guarantees contracts

The credit risk of other receivables, amounts due from joint ventures, associates and non-controlling interests are managed through an internal process. The credit quality of each counterparty is investigated before an advance is made. The Group also actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Further, the Group closely monitors the financial performance of the joint ventures and associates. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 (2017: incurred loss model) on the outstanding balances. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

## 52. 金融工具 (續)

### d. 信貸風險及減值評估 (續)

其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘及現金、受限制銀行存款及財務擔保合約 (續)

就賬面總值合共為人民幣44,617,561,000元的銀行結餘及現金以及受限制銀行存款而言，本集團按12個月預期信貸虧損計量虧損撥備。銀行結餘及現金以及受限制銀行存款的信貸虧損有限，皆因交易對手均為獲國際信貸評級機構頒予高信貸評級的銀行或中國的國有銀行。

除銀行結餘及現金以及受限制銀行存款（存放於多間高信貸評級的銀行）的信貸集中風險外，本集團並無任何重大信貸集中風險，其風險分佈於眾多交易對手及客戶。

就賬面總值人民幣974,992,000元的其他應收款項而言，本集團按12個月預期信貸虧損計量虧損撥備。於二零一八年十二月三十一日，本集團已就其他應收款項計提信貸虧損（全期信貸減值）撥備人民幣3,230,000元。

就賬面總值分別人民幣19,020,212,000元、人民幣8,778,213,000元及人民幣13,416,613,000元的應收合營企業、聯營公司及非控股權益款項而言，本集團按12個月預期信貸虧損計量虧損撥備。根據交易對手的過往還款記錄及其後結算，本公司董事認為彼等的信用度良好。本公司董事認為，該等交易對手的違約風險並不重大，而本集團評估該等結餘的預期信貸風險並不重大。

## 52. FINANCIAL INSTRUMENTS (Continued)

### d. Credit risk and impairment assessment (Continued)

*Other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances and cash, restricted bank deposits and financial guarantees contracts (Continued)*

For bank balances and cash and restricted bank deposits with gross carrying amount RMB44,617,561,000 in total, the Group measures the loss allowance at 12M ECL. The credit risk on bank balances and cash and restricted bank deposits is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies or state-owned banks in the PRC.

Other than concentration of credit risk on bank balances and cash and restricted bank which are deposited with several banks with high credit ratings, the Group has no significant concentration of credit risk, which exposure spread over a number of counterparties and customers.

For other receivable with gross carrying amount of RMB974,992,000, the Group measures the loss allowance at 12m ECL. As at 31 December 2018, the Group has provide RMB3,230,000 allowance for credit losses (life-time credit-impaired) on other receivable.

For amounts due from joint ventures, associates and non-controlling interests with gross carrying amount of RMB19,020,212,000, RMB8,778,213,000 and RMB13,416,613,000 respectively, the Group measures the loss allowance at 12M ECL. The directors of the Company consider the counterparties with good credit worthiness based on their past repayment history and subsequent settlement. In the opinion of the directors of the Company, the risk of default by these counterparties is not significant and the Group assessed that the ECL on these balances are insignificant.



## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 52. 金融工具 (續)

##### d. 信貸風險及減值評估 (續)

其他應收款項、應收合營企業、聯營公司及非控股權益款項、銀行結餘及現金、受限制銀行存款及財務擔保合約 (續)

就已預售但未完成開發的物業而言，本集團通常就客戶為購買物業籌集資金所借入按揭貸款而向銀行提供擔保，擔保金額最高為個別物業購買價的70%至80%。倘買方於擔保期間未能償還按揭，則持有按揭的銀行可要求本集團償還未償還貸款及任何有關應計利息。在此等情況下，本集團可沒收已收取的銷售訂金並重新銷售收回物業。因此，管理層認為本集團所提供擔保引致的任何虧損均有可能收回。管理層認為，由於該等融資以物業作擔保，而物業的市價高於擔保金額，故提供予物業買方的財務擔保所承受的信貸風險有限。就此而言，本公司董事認為，本集團的信貸風險已顯著降低。

##### e. 流動資金風險

本集團的目標是在經營活動所得資金的持續性與透過使用借款的靈活性之間取得平衡。本公司董事嚴密監察流動資金狀況，並預期會有足夠資金來源撥付本集團的項目及業務。

下表詳列本集團金融負債及衍生工具的預期剩餘合約到期日。該表按本集團可能須付款的最早日期的金融負債未貼現現金流量編製，表中包括利息及本金現金流量。

#### 52. FINANCIAL INSTRUMENTS (Continued)

##### d. Credit risk and impairment assessment (Continued)

*Other receivables, amounts due from joint ventures, associates and non-controlling interests, bank balances and cash, restricted bank deposits and financial guarantees contracts (Continued)*

For properties that are presold but development has not been completed, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% to 80% of the purchase price of the individual property. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the sales deposit received and re-sell the repossessed properties. Therefore, the management considers it would likely recover any loss incurred arising from the guarantee by the Group. The management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties and the market prices of the properties are higher than the guaranteed amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

##### e. Liquidity risk

The Group's objective is to maintain a balance between continuity of funding generated from operating activities and the flexibility through the use of borrowings. The directors of the Company closely monitor the liquidity position and expect to have adequate sources of funding to finance the Group's projects and operations.

The following table details the Group's expected remaining contractual maturity for its financial liabilities and derivative instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

## 52. 金融工具 (續)

### e. 流動資金風險 (續)

此外，下表詳列本集團對其衍生金融工具的流動性分析。本集團的衍生金融工具分析乃按照管理層參照房地產開發項目進度估計的到期日編製。

## 52. FINANCIAL INSTRUMENTS (Continued)

### e. Liquidity risk (Continued)

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The analysis for the Group's derivative financial instruments are prepared based on the maturities estimated by the management with reference to the progress of property development projects.

		於二零一八年 十二月三十一日 的賬面值 Carrying amount at 31 December							未貼現 現金流量總額 Total
		0至60日	61至180日	181至365日	1至2年	2至3年	3年以上	undiscounted	
		2018	0–60 days	61 to 180 days	181 to 365 days	1–2 years	2–3 years	Over 3 years	
		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	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
二零一八年	2018								
衍生工具－結算淨額	Derivatives – net settlement								
外匯遠期合約	Foreign exchange forward contracts	79,949	–	74,949	–	–	–	74,949	

		於二零一八年 十二月三十一日 的賬面值 Carrying amount at 31 December 2018 人民幣千元 RMB'000							未貼現 現金流量總額 Total undiscounted cash flows 人民幣千元 RMB'000
		利率 Interest rate	0至60日 0-60 days 人民幣千元 RMB'000	61至180日 61 to 180 days 人民幣千元 RMB'000	181至365日 181 to 365 days 人民幣千元 RMB'000	1至2年 1-2 years 人民幣千元 RMB'000	2至3年 2-3 years 人民幣千元 RMB'000	3年以上 Over 3 years 人民幣千元 RMB'000	
二零一八年	2018								
非衍生金融負債	Non-derivative financial liabilities								
不計息	Non-interest bearing	–	43,147,948	43,147,948	–	–	–	–	43,147,948
定息工具	Fixed interest rate instruments	3.54%-10%	34,807,640	1,293,151	2,168,239	5,972,671	12,079,080	8,217,265	36,059,858
浮息工具	Variable interest rate instruments	1.88%-7.13%	43,057,395	1,172,385	3,135,806	3,819,181	18,994,367	15,767,680	47,837,302
財務擔保	Financial guarantees	–	–	19,070,896	57,060	140,280	1,226,302	5,989,220	27,499,746

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 52. 金融工具 (續)

##### e. 流動資金風險 (續)

#### 52. FINANCIAL INSTRUMENTS (Continued)

##### e. Liquidity risk (Continued)

		於二零一七年 十二月三十一日 的賬面值							未貼現 現金流量總額
		Carrying amount							Total
		at 31 December	0至60日	61至180日	181至365日	1至2年	2至3年	3年以上	undiscounted
		2017	0-60 days	61 to 180 days	181 to 365 days	1-2 years	2-3 years	Over 3 years	cash flows
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

二零一七年	2017								
衍生工具－結算淨額	Derivatives – net settlement								
外匯遠期合約	Foreign exchange forward contracts	333,193	6,608	98,516	228,069	–	–	–	333,193

		於二零一七年 十二月三十一日 的賬面值							未貼現 現金流量總額
		Carrying amount							Total
		利率	at 31 December	0至60日	61至180日	181至365日	1至2年	2至3年	3年以上
		Interest rate	2017	0-60 days	61 to 180 days	181 to 365 days	1-2 years	2-3 years	Over 3 years
			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
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

二零一七年	2017								
非衍生金融負債	Non-derivative financial liabilities								
不計息	Non-interest bearing	–	37,124,173	37,124,173	–	–	–	–	37,124,173
定息工具	Fixed interest rate instruments	4.3% – 10%	17,505,439	1,627,419	1,942,118	4,457,942	836,491	8,605,441	19,538,672
浮息工具	Variable interest rate instruments	1.46% – 6.65%	29,733,670	801,416	678,052	4,405,458	6,238,200	13,571,758	7,315,589
財務擔保	Financial guarantees	–	–	12,714,583	38,500	53,500	695,000	235,010	1,609,892

上表包含的財務擔保合約金額為在擔保交易對手索償情況下，本集團根據安排可能須結付全數擔保金額的最高金額。根據各報告期末的預期，本集團認為須根據安排付款的機會極微。然而，該估計將視乎交易對手根據擔保提出索償的可能性而有所改變，而提出索償的可能性則取決於交易對手所持獲擔保財務應收款項出現信貸虧損的可能性。

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 expectations at the end of each 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 financial receivables held by the counterparty which are guaranteed suffer credit losses.

### 53. 金融工具的公平值計量

按經常性基準以公平值計量的本集團金融資產及負債的公平值

本集團的部分金融資產及負債按於各報告期末的公平值計量。下表提供有關如何釐定該等金融資產及負債公平值的資料(特別是所用的估值方法及輸入數據)，以及根據公平值計量輸入數據的可觀察程度而將公平值計量分類到所屬公平值架構級別(第一級至第三級)。

- 第一級公平值計量乃根據相同資產或負債於活躍市場中所報價格(未經調整)得出；
- 第二級公平值計量乃除第一級計入的報價外，根據資產或負債可直接(即價格)或間接(即自價格衍生)觀察的輸入數據得出；及
- 第三級公平值計量乃指由包含並非依據可觀察的市場數據的資產或負債的輸入數據(不可觀察輸入數據)的估值方法得出的公平值計量。

### 53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

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

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 53. 金融工具的公平值計量 (續)

按經常性基準以公平值計量的本集團金融資產及負債的公平值 (續)

### 53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

金融資產及負債 Financial assets and liabilities	於以下日期的公平值 Fair value as at		公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
	二零一八年 十二月三十一日 31 December 2018	二零一七年 十二月三十一日 31 December 2017		
	人民幣千元 RMB'000	人民幣千元 RMB'000		
分類為按公平值計入損益的金融資產的 無報價股本權益 Unquoted equity interests classified as financial assets at FVTPL — 非上市私人基金 — unlisted private fund	資產 Assets  530,256	資產 Assets  不適用 N/A	第三級 Level 3	過往交易法—股本融資資料 Prior transaction method – Equity financing information
分類為按公平值計入損益的金融資產的 上市債務證券 Listed debt securities classified as financial assets at FVTPL — 在香港上市 — listed in HK	資產 Assets  34,297	資產 Assets  不適用 N/A	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
分類為按公平值計入損益的金融資產的 股本工具 Equity instruments classified as financial assets at FVTPL — 在香港上市 — listed in HK — 在中國上市 — listed in the PRC	資產 Assets  255,431 449,955 705,386	資產 Assets  70,741 450,509 521,250	第一級 Level 1 第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market. 活躍市場所報買入價。 Quoted bid prices in an active market.
按公平值計入其他全面收入的股本工具 (二零一七年十二月三十一日： 可供出售投資) Equity instruments at FVTOCI (31 December 2017: available-for-sales investments) — 非上市股本投資 — unlisted equity investment — 於中國上市的股本投資 — listed equity investments in the PRC	資產 Assets  779,774 139,500 919,274	資產 Assets  不適用 N/A 138,750 138,750	第三級 Level 3 第一級 Level 1	過往交易法—股本融資資料 Prior transaction method – Equity financing information 活躍市場所報買入價。 Quoted bid prices in an active market.

### 53. 金融工具的公平值計量 (續)

並非按經常性基準以公平值計量的本集團金融資產及負債的公平值

### 53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and liabilities that are not measured at fair value on a recurring basis

金融資產及負債 Financial assets and liabilities	於以下日期的公平值 Fair value as at		公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
	二零一八年 十二月三十一日 31 December 2018	二零一七年 十二月三十一日 31 December 2017		
	人民幣千元 RMB'000	人民幣千元 RMB'000		
分類為按公平值計入損益的金融資產的物業項目投資 Investments in property projects classified as financial assets at FVTPL	資產 Assets 582,722	資產 Assets 622,143		折現現金流量－未來現金流量根據預期回報及合同投資成本進行估計，並以反映各物業項目的內部回報率的利率折現。 Discounted cash flow – Future cash flows are estimated based on expected return, and the contracted investment costs, discounted at a rate that reflects the internal rate of return of various property projects.
衍生金融工具－外幣遠期合約 Derivative financial instruments – foreign currency forward contracts	負債 Liabilities (74,949)	負債 Liabilities (333,193)	第二級 Level 2	折現現金流量－未來現金流量根據遠期利率（得自報告期末可觀察的遠期利率）及合同利率進行估計，並以反映各交易對手的信貸風險的利率折現。 Discounted cash flow – Future cash flows are estimated based on forward interest rates (from observable forward interest rates at the end of the reporting period) and the contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties.
可換股債券的衍生工具部分 Derivative component of convertible bonds	負債 Liabilities –	負債 Liabilities –	第三級 Level 3	二項式模式－公平值按到期日、股價、轉換價、無風險利率、折現率、預期波幅及預期股息估計。 Binomial model – Fair value is estimated based on time-to-maturity, stock price, conversion price, risk-free rate, discount rate, expected volatility and expected dividend.

除分別於附註35、36及37所披露具有公平值的優先票據及公司債券外，本集團管理層認為，綜合財務報表中以攤銷成本入賬的其他金融資產及金融負債的賬面值與其於報告期末的公平值相若。

本集團以攤銷成本入賬的其他金融資產及金融負債的公平值根據按照折現現金流量分析建立的公認定價模式而釐定。

Except for the senior notes, corporate bonds and convertible bonds with fair value as disclosed in notes 35, 36 and 37, respectively, the management of the Group consider that the carrying amounts of the other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period.

The fair value of the other financial assets and financial liabilities of the Group recorded at amortised cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 54. 本公司財務狀況表及儲備

(a) 本公司財務狀況表：

### 54. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) Statement of financial position of the Company:

		二零一八年 2018 人民幣千元 RMB'000	二零一七年 2017 人民幣千元 RMB'000
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>		
物業、廠房及設備	Property, plant and equipment	21	41
於一間附屬公司的投資	Investment in a subsidiary	1,934,080	1,150,630
應收附屬公司款項	Amounts due from subsidiaries	40,404,746	28,438,917
		42,338,847	29,589,588
<b>流動資產</b>	<b>CURRENT ASSETS</b>		
應收賬款及其他應收款項、 按金及預付款項	Accounts and other receivables, deposits and prepayments	122,771	240,738
應收合營企業款項	Amounts due from joint ventures	2,423,341	2,511,064
銀行結餘及現金	Bank balances and cash	510,803	1,234,711
		3,056,915	3,986,513
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>		
應付賬款及應計開支	Accounts payables and accrued charges	28	27
應付附屬公司款項	Amounts due to subsidiaries	764,337	798,450
應付合營企業款項	Amounts due to joint ventures	707,548	671,929
衍生金融工具	Derivate financial instruments	74,949	333,193
銀行借款－於一年內到期	Bank borrowings – due within one year	4,419,608	3,392,111
可換股債券的債務部分	Debt component of convertible bonds	907,724	–
		6,874,194	5,195,710
<b>流動資產淨值</b>	<b>NET CURRENT LIABILITIES</b>	(3,817,279)	(1,209,197)
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	38,521,568	28,380,391
<b>資本及儲備</b>	<b>CAPITAL AND RESERVES</b>		
股本	Share capital	626,271	611,951
儲備	Reserves	9,988,544	12,230,167
本公司股東權益應佔股本權益	Equity attributable to equity owners of the company	10,614,815	12,842,118
永久資本工具擁有人	Owners of perpetual capital instruments	3,883,572	3,847,932
<b>股本權益總額</b>	<b>TOTAL EQUITY</b>	14,498,387	16,690,050
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>		
優先票據	Senior notes	15,293,614	4,498,124
銀行借款－於一年後到期	Bank borrowings – due after one year	8,729,567	7,192,217
		24,023,181	11,690,341
		38,521,568	28,380,391



## 54. 本公司財務狀況表及儲備 (續)

## 54. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

## (b) 本公司儲備變動：

## (b) Movements of the reserves of the Company:

		就股份獎勵計劃持有股份				出資儲備		總計
		股份溢價	股份獎勵儲備	Share award reserve	購股權儲備	Capital contribution reserve	保留利潤	
		Share premium	Shares held for share award scheme	Share award reserve	Share option reserve	contribution reserve	Retained profits	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於二零一七年一月一日	At 1 January 2017	516,390	–	–	173,750	39,440	11,324,334	12,053,914
年內虧損及全面收入總額	Loss and total comprehensive expense for the year	–	–	–	–	–	(931,645)	(931,645)
行使購股權時發行股份	Issue of shares upon exercise of shares options	249,761	–	–	(63,835)	–	–	185,926
就以股代息發行股份	Issue of shares for scrip dividend	4,371	–	–	–	–	–	4,371
配售股份	Placing of shares	1,968,712	–	–	–	–	–	1,968,712
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	–	–	–	34,775	–	–	34,775
已宣派股息	Dividend declared	–	–	–	–	–	(1,085,886)	(1,085,886)
於二零一七年十二月三十一日	At 31 December 2017	2,739,234	–	–	144,690	39,440	9,306,803	12,230,167
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	–	–	–	–	–	(813,460)	(813,460)
根據股份獎勵計劃購買股份	Purchase of shares under the share award scheme	–	(66,631)	–	–	–	–	(66,631)
已歸屬股份獎勵	Share awards vested	–	12,700	(10,723)	–	–	(1,977)	–
行使購股權時發行股份	Issue of shares upon exercise of shares options	325,102	–	–	(90,228)	–	–	234,874
就以股代息發行股份	Issue of shares for scrip dividend	87,729	–	–	–	–	–	87,729
購回股份時註銷	Cancellation upon repurchase of shares	(72,363)	–	–	–	–	–	(72,363)
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	–	–	10,723	68,206	–	–	78,929
沒收購股權	Forfeiture of share options	–	–	–	(4,160)	–	4,160	–
已宣派股息	Dividend declared	–	–	–	–	–	(1,690,701)	(1,690,701)
於二零一八年十二月三十一日	At 31 December 2018	3,079,702	(53,931)	–	118,508	39,440	6,804,825	9,988,544

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 55. 主要附屬公司詳情

本公司的主要附屬公司於二零一八年及二零一七年十二月三十一日的詳情載列如下：

#### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2018 and 2017 are set out below:

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
旭昇有限公司 Xu Sheng Limited	英屬處女群島 二零一一年五月九日 BVI 9 May 2011	100	100	註冊資本 50,000美元 實繳資本 1美元 Registered USD50,000 paid up capital USD1	香港 Hong Kong	投資控股 Investment holding
北京旭輝順欣置業有限公司 Beijing Xuhui Shunxin Property Co., Ltd.	中國 二零一一年十二月十二日 PRC 12 December 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝陽光置業有限公司 Beijing Xuhui Sunshine Property Co., Ltd.	中國 二零一一年一月十三日 PRC 13 January 2011	80	80	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝興勝置業有限公司 Beijing Xuhui Xingsheng Property Co. Ltd.	中國 二零一一年六月十六日 PRC 16 June 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
北京旭科置業有限公司 Beijing Xuke Property Co., Ltd.	中國 二零一三年三月十九日 PRC 19 March 2013	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
北京旭興城置業有限公司 Beijing Xuxingcheng Property Co., Ltd.	中國 二零一一年一月十三日 PRC 13 January 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
北京旭輝興科置業有限公司 Beijing Xuhui Xingke Property Co., Ltd.	中國 二零零九年八月十二日 PRC 12 August 2009	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝興騰置業有限公司 Beijing Xuhui Xingteng Property Co., Ltd.	中國 二零零九年八月十二日 PRC 12 August 2009	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
北京永旭置業有限公司 Beijing Yongxu Property Co., Ltd.	中國 二零零四年四月五日 PRC 5 April 2004	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
長沙鼎尊房地產開發有限公司 Changsha Dingzun Real Estate Development Co. Ltd.	中國 二零一二年十二月六日 PRC 6 December 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
長沙旭海房地產開發有限公司 Changsha Xuhai Real Estate Development Co., Ltd.	中國 二零一一年六月十日 PRC 10 June 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
湖南融惠房地產開發有限公司 Hunan Ronghui Real Estate Development Co., Ltd.	中國 二零一二年十二月十八日 PRC 18 December 2012	80	80	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海旭互實業有限公司 Shanghai Xugen Enterprise Co., Ltd.	中國 二零一四年十一月五日 PRC 5 November 2014	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
重慶旭昌房地產開發有限公司 Chongqing Xuchang Real Estate Development Co., Ltd.	中國 二零一一年三月十日 PRC 10 March 2011	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
重慶旭鵬房地產開發有限公司 Chongqing Xupeng Real Estate Development Co., Ltd.	中國 二零零五年七月四日 PRC 4 July 2005	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
重慶旭中房地產開發有限公司 Chongqing Xuzhong Real Estate Development Co., Ltd.	中國 二零一四年八月十九日 PRC 19 August 2014	92 (附註d) (note d)	100	註冊資本 50,000,000美元 實繳資本 50,000,000美元 Registered USD50,000,000 paid up capital USD50,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
旭輝中國 CIFI PRC	中國 二零零零年八月十五日 PRC 15 August 2000	100	100	註冊資本 人民幣3,500,000,000元 實繳資本 人民幣3,500,000,000元 Registered RMB3,500,000,000 paid up capital RMB3,500,000,000	中國 PRC	投資控股 Investment holding
旭輝企發有限公司 CIFI Enterprises Co. Limited	香港 二零一一年五月十二日 Hong Kong 12 May 2011	100	100	法定資本 10,000港元 繳足資本 1港元 Authorised HK\$10,000 paid up capital HK\$1	香港 Hong Kong	投資控股 Investment holding
福州萬誠房地產開發有限公司 Fuzhou Wancheng Real Estate Development Co., Ltd.	中國 二零零四年七月十四日 PRC 14 July 2004	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
杭州旭廣置業有限公司 Hangzhou Xuguang Property Co., Ltd.	中國 二零一四年六月二十日 PRC 20 June 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
合肥旭濱房地產開發有限公司 Hefei Xubin Real Estate Development Co., Ltd.	中國 二零一一年一月十九日 PRC 19 January 2011	100	100	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
合肥旭海房地產開發有限公司 Hefei Xuhai Real Estate Development Co., Ltd.	中國 二零零七年十一月十二日 PRC 12 November 2007	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
合肥旭皖房地產開發有限公司 Hefei Xuwan Real Estate Development Co., Ltd.	中國 二零一四年六月七日 PRC 7 June 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
合肥旭遠房地產開發有限公司 Hefei Xuyuan Real Estate Development Co., Ltd.	中國 二零一四年七月二日 PRC 2 July 2014	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
湖南隆晟置業發展有限公司 Hunan Longsheng Property Development Co., Ltd.	中國 二零零六年五月二十九日 PRC 29 May 2006	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
蘇州旭盈 Suzhou Xuying	中國 二零一三年十月十日 PRC 10 October 2013	100	100 (附註41) (note 41)	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資控股 Investment holding
嘉興旭誠置業有限公司 Jiaxing Xucheng Property Co., Ltd.	中國 二零一四年十一月一日 PRC 1 November 2014	100	100	註冊資本 60,000,000美元 實繳資本 60,000,000美元 Registered USD60,000,000 paid up capital USD60,000,000	中國 PRC	房地產開發 Property development
嘉興旭領置業有限公司 Jiaxing Xuling Property Co., Ltd.	中國 二零一四年三月六日 PRC 6 March 2014	100	100	註冊資本 25,500,000美元 實繳資本 25,500,000美元 Registered USD25,500,000 paid up capital USD25,500,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
嘉興旭美商業管理有限公司 Jiaxing Xumei Business Management Co., Ltd.	中國 二零一一年一月二十日 PRC 20 January 2011	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	物業管理 Property management
上海海際 Shanghai Haiji	中國 二零零五年三月十一日 PRC 11 March 2005	100 (附註c) (note c)	53	註冊資本 人民幣170,000,000元 實繳資本 人民幣170,000,000元 Registered RMB170,000,000 paid up capital RMB170,000,000	中國 PRC	房地產開發 Property development
上海漢普卡商業管理有限公司 Shanghai Hanpuka Commercial Management Co., Ltd.	中國 二零一一年八月十七日 PRC 17 August 2011	100	100	註冊資本 10,000,000美元 實繳資本 10,000,000美元 Registered USD10,000,000 paid up capital USD10,000,000	中國 PRC	投資控股 Investment holding
上海旭邦置業有限公司 Shanghai Xubang Property Co., Ltd.	中國 二零一一年四月十四日 PRC 14 April 2011	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情 (續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海旭和置業有限公司 Shanghai Xuhe Property Co., Ltd.	中國 二零一二年十月二十四日 PRC 24 October 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭強置業有限公司 Shanghai Xuqiang Property Co., Ltd.	中國 二零一一年九月十九日 PRC 19 September 2011	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭為置業有限公司 Shanghai Xuwei Property Co. Ltd.	中國 二零一二年十二月十日 PRC 10 December 2012	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
上海旭祥置業有限公司 Shanghai Xuxiang Property Co. Ltd.	中國 二零一二年十二月十日 PRC 10 December 2012	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海旭煜置業有限公司 Shanghai Xuyu Property Co. Ltd.	中國 二零一一年一月十二日 PRC 12 January 2011	100	100	註冊資本 人民幣44,000,000元 實繳資本 人民幣44,000,000元 Registered RMB44,000,000 paid up capital RMB44,000,000	中國 PRC	房地產開發 Property development
上海旭柏置業有限公司 Shanghai Xubai Property Co., Ltd.	中國 二零一四年一月五日 PRC 5 January 2014	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
上海旭協酒店管理有限公司 Shanghai Xuxie Hotel Management Co., Ltd.	中國 二零一五年五月三日 PRC 3 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海豐旭置業有限公司 Shanghai Fengxu Property Co., Ltd	中國 二零一四年 十二月二十五日 PRC 25 December 2014	45 (附註b) (note b)	45	註冊資本 人民幣220,000,000元 實繳資本 人民幣220,000,000元 Registered RMB220,000,000 paid up capital RMB220,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
瀋陽旭全置業有限公司 Shengyeng Xuquan Property Co., Ltd	中國 二零一四年十月二十一日 PRC 21 October 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海同碩房地產發展有限公司 Shanghai Tongshuo Real Estate Development Co., Ltd.	中國 二零零五年二月一日 PRC 1 February 2005	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海欣博房地產有限公司 Shanghai Xinbo Real Estate Co., Ltd	中國 二零零三年三月十三日 PRC 13 March 2003	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
上海鑫辰置業發展有限公司 Shanghai Xincheng Property Development Co., Ltd.	中國 一九九八年四月十四日 PRC 14 April 1998	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
上海新置建築工程有限公司 Shanghai Xinzhi Construction Co., Ltd.	中國 二零零五年七月二十日 PRC 20 July 2005	100	100	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	物業建設 Property construction
上海旭輝投資諮詢有限公司 Shanghai Xuhui Investment Advisory Co., Ltd.	中國 二零零六年十一月九日 PRC 9 November 2006	100	100	註冊資本 人民幣160,000,000元 實繳資本 人民幣160,000,000元 Registered RMB160,000,000 paid up capital RMB160,000,000	中國 PRC	投資控股 Investment holding
上海旭美商業投資管理 有限公司 Shanghai Xumei Business Investment Management Co., Ltd.	中國 二零一零年六月八日 PRC 8 June 2010	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	物業管理 Property management
上海旭創置業有限公司 Shanghai Xuchuang Property Co., Ltd.	中國 二零零七年九月十一日 PRC 11 September 2007	100	100	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
上海旭匯置業有限公司 Shanghai Xuhui Property Co., Ltd.	中國 二零零九年十月十四日 PRC 14 October 2009	100	100	註冊資本 人民幣35,000,000元 實繳資本 人民幣35,000,000元 Registered RMB35,000,000 paid up capital RMB35,000,000	中國 PRC	房地產開發 Property development
上海旭通置業有限公司 Shanghai Xutong Property Co., Ltd.	中國 二零一二年八月八日 PRC 8 August 2012	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
蘇州旭名置業有限公司 Suzhou Xu Ming Property Development Co., Ltd.	中國 二零一二年五月二十九日 PRC 29 May 2012	100	100	註冊資本 人民幣560,000,000元 實繳資本 人民幣560,000,000元 Registered RMB560,000,000 paid up capital RMB560,000,000	中國 PRC	房地產開發 Property development
蘇州旭峰置業有限公司 Suzhou Xufeng Property Co., Ltd	中國 二零一四年二月二十二日 PRC 22 February 2014	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development



## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
蘇州旭輝高科置業有限公司 Suzhou Xuhui High-Tech Property Co., Ltd.	中國 二零零九年十二月三日 PRC 3 December 2009	100	100	註冊資本 人民幣649,000,000元 實繳資本 人民幣649,000,000元 Registered RMB649,000,000 paid up capital RMB649,000,000	中國 PRC	房地產開發 Property development
蘇州旭輝置業有限公司 Suzhou Xuhui Property Co. Ltd.	中國 二零零七年三月十三日 PRC 13 March 2007	100	100	註冊資本 人民幣140,000,000元 實繳資本 人民幣140,000,000元 Registered RMB140,000,000 paid up capital RMB140,000,000	中國 PRC	房地產開發 Property development
蘇州旭輝興騰置業有限公司 Suzhou Xuhui Xingpeng Property Co., Ltd.	中國 二零零九年十二月三日 PRC 3 December 2009	100	100	註冊資本 人民幣191,000,000元 實繳資本 人民幣191,000,000元 Registered RMB191,000,000 paid up capital RMB191,000,000	中國 PRC	房地產開發 Property development
上海旭明置業有限公司 Shanghai Xuming Property Co., Ltd.	中國 二零一零年 十二月二十八日 PRC 28 December 2010	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
上海旭浦置業有限公司 Shanghai Xupu Property Co., Ltd.	中國 二零零三年十一月五日 PRC 5 November 2003	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
上海旭盛房地產經紀有限公司 Shanghai Xusheng Real Estate Agency Co., Ltd.	中國 二零零六年 十一月二十七日 PRC 27 November 2006	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	提供房地產代理服務 Provision of property agency service
上海旭豐房地產開發有限公司 Shanghai Xufeng Real Estate Development Co., Ltd.	中國 二零零五年一月二十五日 PRC 25 January 2005	100	100	註冊資本 人民幣80,000,000元 實繳資本 人民幣80,000,000元 Registered RMB80,000,000 paid up capital RMB80,000,000	中國 PRC	房地產開發 Property development
上海旭泰房地產有限公司 Shanghai Xutai Real Estate Co., Ltd.	中國 二零一零年十一月五日 PRC 5 November 2010	100	100	註冊資本 人民幣59,000,000元 實繳資本 人民幣59,000,000元 Registered RMB59,000,000 paid up capital RMB59,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海永匯房地產開發有限公司 Shanghai Yonghui Real Estate Development Co., Ltd.	中國 二零零一年四月十八日 PRC 18 April 2001	100	100	註冊資本 人民幣8,000,000元 實繳資本 人民幣8,000,000元 Registered RMB8,000,000 paid up capital RMB8,000,000	中國 PRC	房地產開發 Property development
上海藝建建築設計諮詢有限公司 Shanghai Yijian Architectural Design & Consulting Co., Ltd.	中國 二零零二年八月十二日 PRC 12 August 2002	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	提供諮詢服務 Provision of consultancy services
天津旭濱創意產業園 管理有限公司 Tianjin Xu Bin Creative Industrial Park Managements Limited	中國 二零一二年七月二十五日 PRC 25 July 2012	100	100	註冊資本 20,000,000美元 實繳資本 20,000,000美元 Registered USD20,000,000 paid up capital USD20,000,000	中國 PRC	房地產開發 Property development
天津旭海房地產開發有限公司 Tianjin Xuhai Real Estate Development Co., Ltd.	中國 二零一一年八月五日 PRC 5 August 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
武漢市旭潤投資 諮詢有限責任公司 Wuhan Xurun Investment Advisory Co., Ltd	中國 二零一四年五月二十九日 PRC 29 May 2014	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	提供諮詢服務 Provision of consultancy services
旭名(香港)有限公司 Xu Ming (HK) Limited	香港 二零一一年九月二十七日 Hong Kong 27 September 2011	100	100	法定資本 10,000港元 實繳資本 1港元 Authorised HK\$10,000 paid up capital HK\$1	香港 Hong Kong	投資控股 Investment holding
旭名有限公司 Xu Ming Limited	英屬處女群島 二零一一年九月二十日 BVI 20 September 2011	100	100	註冊資本 50,000美元 實繳資本 1美元 Registered USD50,000 paid up capital USD1	香港 Hong Kong	投資控股 Investment holding
旭凱(上海)投資顧問有限公司 Xukai (Shanghai) Investment Consultant Co., Ltd.	中國 二零零五年四月八日 PRC 8 April 2005	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	投資控股 Investment holding

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
浙江旭輝置業有限公司 Zhejiang Xuhui Property Co., Ltd.	中國 二零零六年八月二十三日 PRC 23 August 2006	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
鎮江市旭潤房地產開發 有限公司 Zhenjiang City Xurun Real Estate Development Co., Ltd.	中國 二零一零年七月十九日 PRC 19 July 2010	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
中石房地產開發有限公司 Zhongshi Real Estate Development Co., Ltd.	中國 二零零六年十一月十四日 PRC 14 November 2006	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
上海旭康置業有限公司 Shanghai Xukang Property Co., Ltd.	中國 二零一三年五月十日 PRC 10 May 2013	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
蘇州旭陽置業有限公司 Suzhou Xuyang Property Co., Ltd.	中國 二零一二年 十二月二十二日 PRC 22 December 2012	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
北京旭輝德龍置業有限公司 Beijing Xuhui Delong Property Co., Ltd.	中國 二零一五年三月二日 PRC 2 March 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
北京旭輝企業管理有限公司 Beijing Xuhui Business Management Co., Ltd	中國 二零一五年二月二十八日 PRC 28 February 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資管理 Investment management
北京德順富興投資有限公司 Beijing Deshun Investment Co., Ltd.	中國 二零一五年四月八日 PRC 8 April 2015	55	55	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	投資管理 Investment management

## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海旭奕置業有限公司 Shanghai Xuyi Property Co., Ltd	中國 二零一五年二月十六日 PRC 16 February 2015	75	75	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海新安亭置業有限公司 Shanghai Xinanting Property Co., Ltd	中國 二零零五年三月二十四日 PRC 24 March 2005	68	68	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
南京寧康投資管理有限公司 Nanjing Ningkang Investment Management Co., Ltd.	中國 二零一五年五月七日 PRC 7 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management
蘇州旭高房地產開發有限公司 Suzhou Xugao Property Development Co., Ltd	中國 二零一五年四月十四日 PRC 14 April 2015	50 (附註b) (note b)	50	註冊資本 240,000,000美元 實繳資本 240,000,000美元 Registered USD240,000,000 paid up capital USD240,000,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
上海永磐實業有限公司 Shanghai Yongpan Enterprise Co., Ltd.	中國 二零一四年四月十四日 PRC 14 April 2014	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
上海旭度實業有限公司 Shanghai Xudu Enterprise Co., Ltd.	中國 二零一五年十一月四日 PRC 4 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海友築實業有限公司 Shanghai Youzhu Enterprise Co., Ltd.	中國 二零一五年十一月六日 PRC 6 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
上海友導實業有限公司 Shanghai Youdao Enterprise Co., Ltd.	中國 二零一五年十一月六日 PRC 6 November 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
天津旭元房地產資訊 諮詢有限公司 Tianjin Xuyuan Real Estate Information Consulting Co., Ltd.	中國 二零一四年十月十日 PRC 10 October 2014	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	物業資訊諮詢 Property information consulting
天津旭輝企業管理有限公司 Tianjin Xuhui Business Management Co., Ltd.	中國 二零一五年五月二十日 PRC 20 May 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭唯房地產開發有限公司 Tianjin Xuwei Property Development Co., Ltd.	中國 二零一五年五月二十日 PRC 20 May 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭津房地產開發有限公司 Tianjin Xujiang Property Development Co., Ltd.	中國 二零一三年二月二十六日 PRC 26 February 2013	100	100	註冊資本 人民幣103,000,000元 實繳資本 人民幣103,000,000元 Registered RMB103,000,000 paid up capital RMB103,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
瀋陽旭強商業管理有限公司 Shenyang Xuqiang Business Management Co., Ltd.	中國 二零一五年一月一日 PRC 1 January 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
瀋陽旭盛企業管理有限公司 Shenyang Xusheng Business Management Co., Ltd.	中國 二零一五年十月十六日 PRC 16 October 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
南京旭寧房地產開發有限公司 Nanjing Xuning Real Estate Development Co., Ltd.	中國 二零一四年 十二月二十六日 PRC 26 December 2014	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
南京旭城房地產開發有限公司 Nanjing Xucheng Real Estate Development Co., Ltd.	中國 二零一四年 十二月三十一日 PRC 31 December 2014	51	51	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

## 51. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
南京寧博投資管理有限公司 Nanjing Ningbo Investment Management Co., Ltd.	中國 二零一五年五月七日 PRC 7 May 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management
蘇州旭嘉 Suzhou Xujia	中國 二零一五年一月五日 PRC 5 January 2015	50 (附註b) (note b)	50 (附註41) (note 41)	註冊資本 人民幣1,300,000,000元 實繳資本 人民幣1,300,000,000元 Registered RMB1,300,000,000 paid up capital RMB1,300,000,000	中國 PRC	房地產開發 Property development
南京寧卓投資管理有限公司 Nanjing Ningzhuo Investment Management Co., Ltd.	中國 二零一五年九月一日 PRC 1 September 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	投資及投資管理 Investment and investment management
蘇州旭蘇投資諮詢有限公司 Suzhou Xusu Investment Advisory Co., Ltd.	中國 二零一五年一月二十九日 PRC 29 January 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
蘇州旭利投資諮詢有限公司 Suzhou Xuli Investment Advisory Co., Ltd.	中國 二零一四年 十二月二十五日 PRC 25 December 2014	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation
蘇州旭諧投資諮詢有限公司 Suzhou Xuxie Investment Advisory Co., Ltd.	中國 二零一五年一月二十九日 PRC 29 January 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢 Investment consultation
合肥旭榮置業有限公司 Hefei Xurong Property Co., Ltd.	中國 二零一五年五月五日 PRC 5 May 2015	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
合肥旭輝企業管理有限公司 Hefei Xuhui Business Management Co., Ltd.	中國 二零一五年五月十八日 PRC 18 May 2015	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	企業管理 Business management

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
杭州旭辰投資有限公司 Hangzhou Xuchen Investment Co., Ltd.	中國 二零一五年一月五日 PRC 5 January 2015	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
杭州卓德投資管理有限公司 Hangzhou Zhoude Investment Management Co., Ltd.	中國 PRC	100	100	註冊資本 人民幣100,000元 實繳資本 人民幣100,000元 Registered RMB100,000 paid up capital RMB100,000	中國 PRC	投資管理 Investment management
上海旭登實業有限公司 Shanghai Xudeng Enterprise Co., Ltd.	中國 二零一五年二月九日 PRC 9 February 2015	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
杭州旭輝置業有限公司 Hangzhou Xuhui Property Co., Ltd.	中國 二零一五年四月二十日 PRC 20 April 2015	100	100	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
武漢旭輝企業管理有限公司 Wuhan Xuhui Business Management Co., Ltd.	中國 二零一五年七月十三日 PRC 13 July 2015	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	投資諮詢公司 Investment consultancy corporation
武漢惠譽樂恒置業有限公司 Wuhan Huiyu Yuheng Property Co., Ltd	中國 二零一二年八月二日 PRC 2 August 2012	55	55	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
武漢旭程置業有限公司 Wuhan Xucheng Property Co., Ltd.	中國 二零一三年九月五日 PRC 5 September 2013	100	100	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development
上海旭涇置業有限公司 Shanghai Xujing Property Co., Ltd	中國 二零一四年十月十一日 PRC 11 October 2014	50 (附錄b) (note b)	50	註冊資本 人民幣4,200,000,000元 實繳資本 人民幣4,200,000,000元 Registered RMB4,200,000,000 paid up capital RMB4,200,000,000	中國 PRC	房地產開發 Property development



## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
旭安有限公司 Xu An Co., Limited	英屬處女群島 二零一三年一月十七日 BVI 17 January 2013	50 (附註b) (note b)	50	註冊資本 50,000美元 實繳資本 2美元 Registered USD50,000 Paid up capital USD2	中國 PRC	投資控股 Investment holding
上海旭弘置業有限公司 Shanghai Xuhong Property Co., Ltd	中國 二零一三年十二月二十日 PRC 20 December 2013	50 (附註b) (note b)	50	註冊資本 220,000,000美元 實繳資本 220,000,000美元 Registered USD220,000,000 paid up capital USD220,000,000	中國 PRC	房地產開發 Property development
杭州旭開置業有限公司 Hangzhou Xukai Property Co., Ltd.	中國 二零一三年八月二十二日 PRC 22 August 2013	100	100	註冊資本 130,000,000美元 實繳資本 130,000,000美元 Registered USD130,000,000 paid up capital USD130,000,000	中國 PRC	房地產開發 Property development
湖南物華投資發展有限公司 Hunan Wuhua Investment Development Co., Ltd.	中國 二零一一年 十一月二十八日 PRC 28 November 2011	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 Paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
旭正有限公司 Xu Zheng Co., Limited.	英屬處女群島 二零一二年九月六日 BVI 6 September 2012	100	100	註冊資本 50,000美元 實繳資本 100美元 Registered USD50,000 Paid up capital USD100	中國 PRC	投資控股 Investment holding
天津旭達房地產信息 諮詢有限公司 Tianjin Xuda Real Estate Consultant Co., Ltd.	中國 二零一四年十二月八日 PRC 8 December 2014	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 Paid up capital RMB10,000,000	中國 PRC	投資控股 Investment holding
天津旭科房地產 開發有限公司 Tianjin Xu Kue Real Estate Development Co., Ltd.	中國 二零一五年四月三日 PRC 3 April 2015	100	100	註冊資本 人民幣700,000,000元 實繳資本 人民幣700,000,000元 Registered RMB700,000,000 Paid up capital RMB700,000,000	中國 PRC	房地產開發 Property development
佛山市華祥房地產 開發有限公司 Foshan Huaxiang Real Estate Development Co., Ltd.	中國 二零零六年三月六日 PRC 6 March 2006	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 Paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
佛山匯金恒天房地產 開發有限公司 Foshan Huijin Hengtian Real Estate Development Co., Ltd.	中國 二零零五年 十二月二十九日 PRC 29 December 2005	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	房地產開發 Property development
武漢惠譽華天置業有限公司 Wuhan Huiyu Huatian Property Co., Ltd	中國 二零一二年七月十九日 PRC 19 July 2012	100	100 (附註41) (note 41)	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰嘉博 Qingdao Yinshengtai Jiabo	中國 二零一七年五月九日 PRC 9 May 2017	50 (附註b) (note b)	50 (附註41) (note 41)	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
濟南銀盛泰 Jinan Yinshengtai	中國 二零一五年七月三十日 PRC 30 Jul 2015	50 (附註b) (note b)	50 (附註41) (note 41)	註冊資本 人民幣10,000,000.00元 實繳資本 人民幣10,000,000.00元 Registered RMB10,000,000.00 paid up capital RMB10,000,000.00	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
青島山海 Qingdao Shanhai	中國 二零一六年三月二十三日 PRC 23 Mar 2016	50 (附註b) (note b)	50 (附註41) (note 41)	註冊資本 人民幣20,000,000.00元 實繳資本 人民幣20,000,000.00元 Registered RMB20,000,000.00 paid up capital RMB20,000,000.00	中國 PRC	房地產開發 Property development
寧波旭鄞置業有限公司 Ningbo Xuying Property Co., Ltd.	中國 二零一六年六月十三日 PRC 13 June 2016	70	70	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
天津旭明房地產開發有限公司 Tianjin Xuming Enterprise Co., Ltd.	中國 二零一六年十二月七日 PRC 7 December 2016	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development
天津旭同房地產開發有限公司 Tianjin Xutong Real Estate Development Co., Ltd.	中國 二零一五年 十一月二十五日 PRC 25 November 2015	100	100	註冊資本 人民幣30,000,000元 實繳資本 人民幣30,000,000元 Registered RMB30,000,000 paid up capital RMB30,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
瀋陽金地順成房地產 開發有限公司 Shenyang Jindi Shuncheng Property Development Co., Ltd.	中國 二零一五年十一月三日 PRC 3 November 2015	50 (附註b) (note b)	50	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
瀋陽旭傑企業管理有限公司 Shenyang Xujie Business Management Co., Ltd	中國 二零一五年十二月一日 PRC 1 December 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
瀋陽旭輝企業管理有限公司 Shenyang Xuhui Business Management Co., Ltd.	中國 二零一五年十一月四日 PRC 4 November 2015	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	企業管理 Business management
瀋陽輝能置業有限公司 Shenyang Huineng Property Co., Ltd.	中國 二零一六年三月十六日 PRC 16 March 2016	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
武漢旭恒管理諮詢 有限責任公司 Wuhan Xuheng Management Consultancy Co., Ltd.	中國 二零一六年一月十一日 PRC 11 January 2016	100	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	企業管理 Business management
合肥輝泰房地產開發有限公司 Hefei Huitai Property Development Co., Ltd.	中國 二零一六年四月十五日 PRC 15 April 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
重慶輝平房地產開發有限公司 Chongqing Huiping Property Development Co., Ltd.	中國 二零一六年四月十四日 PRC 14 April 2016	70	70	註冊資本 人民幣8,000,000元 實繳資本 人民幣8,000,000元 Registered RMB8,000,000 paid up capital RMB8,000,000	中國 PRC	房地產開發 Property development
佛山輝泰昌房地產開發 有限公司 Foshan Huitaichang Property Development Co., Ltd.	中國 二零一六年五月十二日 PRC 12 May 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
鄭州輝秀企業管理諮詢 有限公司 Zhengzhou Huixiu Business Management Consultancy Co., Ltd	中國 二零一六年四月十五日 PRC 15 April 2016	100	100	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	企業管理 Business management
北京輝拓置業有限公司 Beijing Huituo Property Co., Ltd.	中國 二零一六年 十二月二十二日 PRC 22 December 2016	33.4 (附註b) (note b)	33.4	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
重慶盛尊房地產開發有限公司 Chongqing Shengzun Property Development Co., Ltd.	中國 二零一七年三月二十七日 PRC 27 March 2017	50 (附註b) (note b)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
武漢輝韻置業有限公司 Wuhan Huiyun Property Co., Ltd.	中國 二零一六年十二月六日 PRC 6 December 2016	51 (附註e) (note e)	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
堆龍德慶智旭企業管理 有限公司 Duilong Deqin Zhixu Business Management Co., Ltd.	中國 二零一六年十一月十六日 PRC 16 November 2016	100	100	註冊資本 人民幣1,000,000元 實繳資本 人民幣1,000,000元 Registered RMB1,000,000 paid up capital RMB1,000,000	中國 PRC	企業管理 Business management
青島旭輝置業有限公司 Qingdao Xuhui Property Co., Ltd	中國 二零一七年二月二十八日 PRC 28 February 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
合肥盛恩房地產開發有限公司 Hefei Shengen Property Development Co., Ltd.	中國 二零一七年三月二十四日 PRC 24 March 2017	67	67	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
北京盛拓置業有限公司 Beijing Shengtuo Property Co., Ltd.	中國 二零一七年八月十日 PRC 10 August 2017	100	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
嘉善盛誠置業有限公司 Jiashan Shengchen Property Co., Ltd.	中國 二零一七年七月十日 PRC 10 July 2017	51 (附註m) (note m)	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
平湖盛平置業有限公司 Pinghu Shengping Property Co., Ltd.	中國 二零一七年八月二日 PRC 2 August 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
嘉善盛安置業有限公司 Jiashan Shengan Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	50 (附註f) (note f)	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
南京輝煜企業管理有限公司 Nanjing Huiyu Business Management Co., Ltd.	中國 二零一六年十一月八日 PRC 8 November 2016	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	業務發展 Business development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情 (續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
武漢盛全置業有限公司 Wuhan Shengquan Property Co., Ltd.	中國 二零一七年八月三日 PRC 3 August 2017	51	51	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
武漢旭祥置業有限公司 Wuhan Xuxiang Property Co., Ltd.	中國 二零一七年八月十四日 PRC 14 August 2017	34.68 (附註b) (note b)	34.68	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
河北盛韻房地產開發有限公司 Hebei Shengyun Property Development Co., Ltd.	中國 二零一七年四月十九日 PRC 19 April 2017	65 (附註g) (note g)	75	註冊資本 人民幣5,000,000元 實繳資本 人民幣5,000,000元 Registered RMB5,000,000 paid up capital RMB5,000,000	中國 PRC	房地產開發 Property development
大連盛拓房地產開發有限公司 Dalian Shengtuo Property Development Co., Ltd.	中國 二零一七年八月二日 PRC 2 August 2017	100	100	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
合肥盛哲房地產開發有限公司 Hefei Shengzhe Property Development Co., Ltd.	中國 二零一七年八月一日 PRC 1 August 2017	51	51	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
杭州盛哲商務資訊諮詢 有限公司 Hangzhou Shengzhe Business Consultancy Co., Ltd.	中國 二零一七年十一月二十八 日 PRC 28 November 2017	100	100	註冊資本 人民幣100,000元 實繳資本 人民幣100,000元 Registered RMB100,000 paid up capital RMB100,000	中國 PRC	業務發展 Business development
溫州裕園房地產開發有限公司 Wenzhou Yuyuan Property Development Co., Ltd.	中國 二零一七年七月二十四日 PRC 24 July 2017	50 (附註b) (note b)	50	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
湖南盛創房地產開發有限公司 Hunan Shengchuang Property Development Co., Ltd.	中國 二零一七年二月二十一日 PRC 21 February 2017	70	70	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
溫州佳盛置業有限公司 Wenzhou Jiasheng Property Co., Ltd.	中國 二零一七年八月四日 PRC 4 August 2017	34 (附註b) (note b)	34	註冊資本 人民幣29,412,000元 實繳資本 人民幣29,412,000元 Registered RMB29,412,000 paid up capital RMB29,412,000	中國 PRC	房地產開發 Property development
蘇州市龍盈泰 Suzhou Longyingtai	中國 二零零六年十一月二日 PRC 2 November 2006	100	100 (附註41) (note 41)	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	建設 Construction
合肥盛展 Hefei Shengzhan	中國 二零一七年三月九日 PRC 9 March 2017	100	100 (附註41) (note 41)	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
安徽乾泰 Anhui Qiantai	中國 二零一七年三月十日 PRC 10 March 2017	30 (附註b) (note b)	30 (附註41) (note 41)	註冊資本 人民幣200,000,000元 實繳資本 人民幣200,000,000元 Registered RMB200,000,000 paid up capital RMB200,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
西安地聯 Xi'an Dilian	中國 二零一二年七月二日 PRC 2 July 2012	100 (附註n) (note n)	95 (附註41) (note 41)	註冊資本 人民幣48,000,000元 實繳資本 人民幣48,000,000元 Registered RMB48,000,000 paid up capital RMB48,000,000	中國 PRC	房地產開發 Property development
西安君都僑商 Xi'an Jundu Qiaoshang	中國 二零一一年五月二十六日 PRC 26 May 2011	70	70 (附註41) (note 41)	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	業務發展 Business development
西安榮科 Xi'an Rongke	中國 二零一六年七月四日 PRC 4 July 2016	70	70 (附註41) (note 41)	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
東萬投資有限公司 Top Media	香港 二零一五年五月二十四日 HK 24 May 2015	100	100 (附註41) (note 41)	註冊資本 10,000港元 實繳資本 10,000港元 Registered HK\$10,000 paid up capital HK\$10,000	香港 HK	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
豐萬 Full Metro	香港 二零一五年五月二十日 HK 20 May 2015	100	100 (附註41) (note 41)	註冊資本 10,000港元 實繳資本 10,000港元 Registered HK\$10,000 paid up capital HK\$10,000	香港 HK	房地產開發 Property development
杭州旭海置業有限公司 Hangzhou Xuhai Property Co., Ltd.	中國 二零一六年十月十九日 PRC 19 October 2016	30 (附註b) (note b)	30	註冊資本 人民幣66,666,000元 實繳資本 人民幣66,666,000元 Registered RMB66,666,000 paid up capital RMB66,666,000	中國 PRC	房地產開發 Property development
蘇州輝煜置業有限公司 Suzhou Huiyu Property Co., Ltd.	中國 二零一六年七月七日 PRC 7 July 2016	50 (附註b) (note b)	50	註冊資本 人民幣1,000,000,000元 實繳資本 人民幣1,000,000,000元 Registered RMB1,000,000,000 paid up capital RMB1,000,000,000	中國 PRC	房地產開發 Property development
瀋陽輝明置業有限公司 Shenyang Huiming Property Co., Ltd.	中國 二零一六年八月十七日 PRC 17 August 2016	70	70	註冊資本 人民幣15,000,000元 實繳資本 人民幣15,000,000元 Registered RMB15,000,000 paid up capital RMB15,000,000	中國 PRC	房地產開發 Property development



## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
瀋陽輝羽置業有限公司 Shenyang Huiyu Property Co., Ltd.	中國 二零一六年十一月十一日 PRC 11 November 2016	50 (附註b) (note b)	50	註冊資本 人民幣203,000,000元 實繳資本 人民幣203,000,000元 Registered RMB203,000,000 paid up capital RMB203,000,000	中國 PRC	房地產開發 Property development
Coastwise	英屬處女群島 二零一五年三月二十三日 BVI 23 March 2015	50	50 (附註41) (note 41)	註冊資本 2美元 實繳資本 2美元 Registered USD2 paid up capital USD2	中國 PRC	房地產開發 Property development
Eastime	英屬處女群島 二零零八年一月二日 BVI 2 January 2008	50	50 (附註41) (note 41)	註冊資本 2美元 實繳資本 2美元 Registered USD2 paid up capital USD2	中國 PRC	房地產開發 Property development
瀋陽輝創置業有限公司 Shenyang Huichuang Property Co. Ltd.	中國 二零一七年 十二月二十九日 PRC 29 December 2017	100	100	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情 (續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
杭州傲盛商務信息 諮詢有限公司 Hangzhou Aosheng Business Consultancy Co., Ltd.	中國 二零零七年八月八日 PRC 8 August 2007	60 (附註o) (note o)	100	註冊資本 人民幣200,000元 實繳資本 人民幣200,000元 Registered RMB200,000 paid up capital RMB200,000	中國 PRC	房地產信息諮詢 Property information consulting
廣州輝拓昌房地產 開發有限公司 Guangzhou Huituochang Property Development Co., Ltd.	中國 二零一六年十月二十七日 PRC 27 October 2016	55 (附註p) (note p)	100	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
武漢旭興管理諮詢 有限責任公司 Wuhan Xuxing Management Consultancy Co., Ltd.	中國 二零一六年一月十一日 PRC 11 January 2016	58 (附註q) (note q)	100	註冊資本 人民幣500,000元 實繳資本 人民幣500,000元 Registered RMB500,000 paid up capital RMB500,000	中國 PRC	房地產信息諮詢 Property information consulting
蘇州昌明置業有限公司 Suzhou Changming Property Co., Ltd.	中國 二零一八年一月十日 PRC 10 January 2018	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年 二零一七年				
		2018	2017			
		%	%			
南寧盛協房地產開發有限公司 Nanjing Shengxie Real Estate Development Co. Ltd.	中國 二零一八年一月十二日 PRC 12 January 2018	90 (附註a) (note a)	—	註冊資本 人民幣11,111,100元 實繳資本 人民幣11,111,100元 Registered RMB11,111,100 paid up capital RMB11,111,100	中國 PRC	房地產開發 Property development
成都市盛部房地產開發 有限公司 Chengdu Shengbu Real Estate Development Co., Ltd.	中國 二零一八年一月十五日 PRC 15 January 2018	34 (附註 a及b) (notes a & b)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
廈門昌創房地產開發有限公司 Xiamen Changchuang Real Estate Development Co. Ltd.	中國 二零一八年一月十六日 PRC 16 January 2018	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
西安旭昌文華置業有限公司 Xi'an Xuchangwenhua Property Co. Ltd.	中國 二零一八年一月二十四日 PRC 24 January 2018	60 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
台州昌洪置業有限公司 Taizhou Changhong Property Co., Ltd.	中國 二零一八年一月二十五日 PRC 25 January 2018	95 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
合肥昌哲房地產開發有限公司 Hefei Changzhe Real Estate Development Co. Ltd.	中國 二零一八年二月六日 PRC 6 February 2018	36 (附註 a及b) (notes a & b)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
成都昌拓房地產開發有限公司 Chengdu Changtuo Real Estate Development Co., Ltd.	中國 二零一八年二月七日 PRC 7 February 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
北京盛智房地產有限公司 Beijing Shengzhi Real Estate Co., Ltd	中國 二零一八年二月七日 PRC 7 February 2018	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
北京盛湖房地產有限公司 Beijing Shenghu Real Estate Co. Ltd.	中國 二零一八年二月七日 PRC 7 February 2018	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
徐州錦川房地產開發有限公司 Xuzhou Jinchuan Real Estate Development Co. Ltd.	中國 二零一八年二月十一日 PRC 11 February 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣762,600,000元 實繳資本 人民幣762,600,000元 Registered RMB762,600,000 paid up capital RMB762,600,000	中國 PRC	房地產開發 Property development
重慶昌禦房地產開發有限公司 Chongqing Changyu Real Estate Development Co. Ltd.	中國 二零一八年三月十六日 PRC 16 March 2018	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 無 Registered RMB50,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
重慶昌熙房地產開發有限公司 Chongqing Changxi Real Estate Development Co. Ltd.	中國 二零一八年三月十六日 PRC 16 March 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
南昌正茂置業有限公司 Nanchang Zhengmao Property Co. Ltd.	中國 二零一八年四月四日 PRC 4 April 2018	34 (附註 a及b) (notes a & b)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
貴州昌行房地產開發有限公司 Guizhou Changxing Business Management Co., Ltd	中國 二零一八年四月十七日 PRC 17 April 2018	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
江陰昌鋒置業有限公司 Jiangyin Changfeng Property Co. Ltd.	中國 二零一八年四月二十三日 PRC 23 April 2018	72 (附註a) (note a)	—	註冊資本 人民幣1,610,000,000元 實繳資本 人民幣1,610,000,000元 Registered RMB1,610,000,000 paid up capital RMB1,610,000,000	中國 PRC	房地產開發 Property development
山東旭輝銀盛泰集團有限公司 Shandong Xuhui Yinshengtai Group limited.	中國 二零一八年四月二十五日 PRC 25 April 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣750,000,000元 實繳資本 人民幣750,000,000元 Registered RMB750,000,000 paid up capital RMB750,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
許昌旭輝房地產開發有限公司 Xuchang Xuhui Real Estate Development Co. Ltd.	中國 二零一八年五月三日 PRC 3 May 2018	87.1 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 無 Registered RMB50,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
石獅昌拓房地產開發有限公司 Shishi Changtuo Real Business Information Advisory Co., Ltd.	中國 二零一八年五月三日 PRC 3 May 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
佛山市昌重房地產開發 有限公司 Foshan Changchong Real Estate Development Co. Ltd.	中國 二零一八年五月十日 PRC 10 May 2018	33 (附註 a及b) (notes a & b)	—	註冊資本 人民幣8,333,300元 實繳資本 人民幣8,333,300元 Registered RMB8,333,300 paid up capital RMB8,333,300	中國 PRC	房地產開發 Property development
佛山雅旭房地產開發有限公司 Foshan Yaxu Real Estate Development Co. Ltd.	中國 二零一八年五月十五日 PRC 15 May 2018	34 (附註 a及b) (notes a & b)	—	註冊資本 人民幣15,170,000元 實繳資本 人民幣15,170,000元 Registered RMB15,170,000 paid up capital RMB15,170,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
杭州昌勝置業有限公司 Hangzhou Changsheng Property Co., Ltd.	中國 二零一八年五月十七日 PRC 17 May 2018	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000元 實繳資本 無 Registered RMB5,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
無錫雅輝房地產開發有限公司 Wuxi Yahui Real Estate Development Co. Ltd.	中國 二零一八年五月十七日 PRC 17 May 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development
重慶昌赫房地產開發有限公司 Chongqing Changhe Real Estate Development Co. Ltd.	中國 二零一八年五月十八日 PRC 18 May 2018	70 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
衢州旭盛置業有限公司 Quzhou Xusheng Property Co. Ltd.	中國 二零一八年五月二十三日 PRC 23 May 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣60,000,000元 實繳資本 人民幣60,000,000元 Registered RMB60,000,000 paid up capital RMB60,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
湘潭長廈錦城房地產開發 開發有限公司 Xiangtan Changxia Real Estate Development Co. Ltd.	中國 二零一八年六月十二日 PRC 12 June 2018	35 (附註 a及b) (notes a & b)	—	註冊資本 人民幣19,800,000元 實繳資本 人民幣19,800,000元 Registered RMB19,800,000 paid up capital RMB19,800,000	中國 PRC	房地產開發 Property development
常州昌赫置業有限公司 Changzhou Changhe Property Co., Ltd.	中國 二零一八年六月二十九日 PRC 29 June 2018	100 (附註a) (note a)	—	註冊資本 200,000,000美元 實繳資本 200,000,000美元 Registered USD200,000,000 paid up capital USD200,000,000	中國 PRC	房地產開發 Property development
瀋陽昌勝置業有限公司 Shengyang Changsheng Property Co., Ltd	中國 二零一八年七月三日 PRC 3 July 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
重慶寰峰房地產開發有限公司 Chongqing Huanfeng Real Estate Development Co. Ltd.	中國 二零一八年七月十一日 PRC 11 July 2018	100 (附註a) (note a)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
衢州旭輝置業有限公司 Quzhou Xuhui Property Co., Ltd.	中國 二零一八年七月十三日 PRC 13 July 2018	100 (附註a) (note a)	—	註冊資本 人民幣9,900,000元 實繳資本 無 Registered RMB9,900,000 paid up capital Nil	中國 PRC	房地產開發 Property development
佛山昌彰煜房地產 開發有限公司 Foshan Changzhangyu Real Estate Development Co. Ltd.	中國 二零一八年七月十九日 PRC 19 July 2018	100 (附註a) (note a)	—	註冊資本 人民幣2,000,000元 實繳資本 無 Registered RMB2,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
貴州昌薩房地產開發有限公司 Guizhou Changsa Real Estate Development Co. Ltd.	中國 二零一八年七月二十四日 PRC 24 July 2018	100 (附註a) (note a)	—	註冊資本 人民幣25,000,000元 實繳資本 無 Registered RMB25,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
煙台旭煜企業管理有限公司 Yantai Xuyu Business Management Co., Ltd	中國 二零一八年八月六日 PRC 6 August 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
煙台輝煜企業管理有限公司 Yantai Huiyu Business Management Co., Ltd	中國 二零一八年八月六日 PRC 6 August 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
杭州昌赫置業有限公司 Hangzhou Changhe Property Co., Ltd.	中國 二零一八年八月八日 PRC 8 August 2018	53 (附註a) (note a)	—	註冊資本 人民幣2,600,000,000元 實繳資本 人民幣1,132,028,000元 Registered RMB2,600,000,000 paid up capital RMB1,132,028,000	中國 PRC	房地產開發 Property development
江門昌能房地產開發有限公司 Jiangmen Changneng Real Estate Development Co. Ltd.	中國 二零一八年八月二十八日 PRC 28 August 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
南寧市美旭房地產 開發有限公司 Nanning Meixu Real Co. Ltd.	中國 二零一八年九月十八日 PRC 18 September 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣150,000,000元 實繳資本 人民幣150,000,000元 Registered RMB150,000,000 paid up capital RMB150,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
合肥昌恩房地產開發有限公司 Hefei Changen Real Estate Development Co. Ltd.	中國 二零一八年十一月十三日 PRC 13 November 2018	100 (附註a) (note a)	—	註冊資本 人民幣400,000,000元 實繳資本 人民幣400,000,000元 Registered RMB400,000,000 paid up capital RMB400,000,000	中國 PRC	房地產開發 Property development
嘉興楓碩房地產開發有限公司 Jiaxing Fengshuo Real Estate Development Co. Ltd.	中國 二零一八年十一月十四日 PRC 14 November 2018	50 (附註 a及b) (notes a & b)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
煙台泰博房地產有限公司 Yantai Taibo Real Estate Co. Ltd.	中國 二零一八年十一月三十日 PRC 30 November 2018	90 (附註a) (note a)	—	註冊資本 人民幣542,000,000元 實繳資本 人民幣487,800,000元 Registered RMB542,000,000 paid up capital RMB487,800,000	中國 PRC	房地產開發 Property development
煙台泰恒房地產有限公司 Yantai Taiheng Real Estate Co. Ltd.	中國 二零一八年十一月三十日 PRC 30 November 2018	90 (附註a) (note a)	—	註冊資本 人民幣393,000,000元 實繳資本 人民幣353,700,000元 Registered RMB393,000,000 paid up capital RMB353,700,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
成都昌謙房地產開發有限公司 Chengdu Changqian Real Estate Development Co. Ltd.	中國 二零一八年十二月十七日 PRC 17 December 2018	100 (附註a) (note a)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
上海方茂 Shanghai Fangmao	中國 二零一七年五月九日 PRC 9 May 2017	34 (附註41) (note 41)	—	註冊資本 人民幣30,303,000元 實繳資本 人民幣20,303,000元 Registered RMB30,303,000 paid up capital RMB20,303,000	中國 PRC	房地產開發 Property development
上海啟茂 Shanghai Qimao	中國 二零一七年五月十日 PRC 10 May 2017	34 (附註41) (note 41)	—	註冊資本 人民幣30,303,000元 實繳資本 人民幣20,303,000元 Registered RMB30,303,000 paid up capital RMB20,303,000	中國 PRC	房地產開發 Property development
溫州翔茂置業有限公司 Wenzhou Xiangmao Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	34 (附註h) (note h)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
溫州坤茂置業有限公司 Wenzhou Kunmao Property Co., Ltd.	中國 二零一七年八月二十二日 PRC 22 August 2017	34 (附註i) (note i)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
武漢鴻源錦 Wuhan Hongyuanjin	中國 二零一八年一月二十九日 PRC 29 January 2018	29 (附註41) (note 41)	—	註冊資本 人民幣190,830,000元 實繳資本 人民幣190,830,000元 Registered RMB190,830,000 paid up capital RMB190,830,000	中國 PRC	房地產開發 Property development
西安沃呈 Xi'an Wocheng	中國 二零一七年十二月二十九日 PRC 29 December 2017	34 (附註41) (note 41)	—	註冊資本 人民幣10,869,566元 實繳資本 人民幣10,869,566元 Registered RMB10,869,566 paid up capital RMB10,869,566	中國 PRC	房地產開發 Property development
蘇州旭邦 Suzhou Xubang	中國 二零一三年十二月二十九日 PRC 29 December 2013	100 (附註41) (note 41)	—	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development



## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
鄭州輝潤 Zhengzhou Huirun	中國 二零一三年六月二十一日 PRC 21 June 2013	60 (附註41) (note 41)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
上海展驤 Shanghai Zhanxiang	中國 二零一六年四月二十九日 PRC 29 April 2016	50 (附註41) (note 41)	—	註冊資本 人民幣20,000,000元 實繳資本 無 Registered RMB20,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
杭州展驤實業有限公司 Hangzhou Zhanxiang Enterprise Co., Ltd.	中國 二零一六年四月二十九日 PRC 29 April 2016	50 (附註j) (note j)	—	註冊資本 人民幣500,000,000元 實繳資本 人民幣500,000,000元 Registered RMB500,000,000 paid up capital RMB500,000,000	中國 PRC	房地產開發 Property development
上海旭梭 Shanghai Xusuo	中國 二零一三年十一月五日 PRC 5 November 2013	34 (附註41) (note 41)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
蘇州凱合 Suzhou Kaihe	中國 二零一五年一月二十九日 PRC 29 January 2015	34 (附註41) (note 41)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
上海旭亨置業有限公司 Shanghai Xuting Property Co., Ltd.	中國 二零一五年十二月十一日 PRC 11 December 2015	34 (附註k) (note k)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
濟南輝明 Jinan Huiming	中國 二零一六年九月二十一日 PRC 21 September 2016	100 (附註41) (note 41)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
長沙恒高 Changsha Henggao	中國 二零一六年八月三十日 PRC 30 August 2016	50 (附註41) (note 41)	—	註冊資本 560,000,000港元 實繳資本 560,000,000港元 Registered HK\$560,000,000 paid up capital HK\$560,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
西安邦弘 Xi'an Banghong	中國 二零一四年四月二十九日 PRC 29 April 2014	48 (附註41) (note 41)		註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
武漢輝恒 Wuhan Huiheng	中國 二零一六年四月十三日 PRC 13 April 2016	100 (附註41) (note 41)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
蘇州旭悅 Suzhou Xuyue	中國 二零一五年十一月五日 PRC 5 November 2015	40 (附註41) (note 41)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰 Qingdao Yinshengtai	中國 一九九八年六月二十六日 PRC 26 June 1998	50 (附註41) (note 41)	—	註冊資本 人民幣250,000,000元 實繳資本 人民幣250,000,000元 Registered RMB250,000,000 paid up capital RMB250,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
濟南萬杰置業有限公司 Jinan Wanjie Property Co., Ltd.	中國 二零一六年二月二日 PRC 2 February 2016	25.5 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
濟南銀盛泰博豐置業有限公司 Jinan Yinshengtai Bofeng Property Co., Ltd.	中國 二零一七年四月十九日 PRC 19 April 2017	25.5 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
濟南銀盛泰博盛置業有限公司 Jinan Yinshengtai Bosheng Property Co., Ltd.	中國 二零一七年八月二十三日 PRC 23 August 2017	22.5 (附註1) (note 1)	—	註冊資本 人民幣250,000,000元 實繳資本 人民幣250,000,000元 Registered RMB250,000,000 paid up capital RMB250,000,000	中國 PRC	房地產開發 Property development
濟南銀盛泰恒泰置業有限公司 Jinan Yinshengtai Hengtai Property Co., Ltd.	中國 二零一六年三月七日 PRC 7 March 2016	50 (附註1) (note 1)	—	註冊資本 人民幣890,000,000元 實繳資本 人民幣450,000,000元 Registered RMB890,000,000 paid up capital RMB450,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
濟南銀盛泰泰德置業有限公司 Jinan Yinshengtai Taide Property Co., Ltd.	中國 二零一六年十二月二十三 日 PRC 23 December 2016	50 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
臨沂銀盛泰房地產開發 有限公司 Linqi Yinshenftai Real Estate Development Co. Ltd.	中國 二零一六年八月二十五日 PRC 25 August 2016	50 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
臨沂銀盛泰廣發房地產 開發有限公司 Linqi Yinshenftai Guangfa Real Estate Co. Ltd.	中國 二零一七年十一月二十三 日 PRC 23 November 2017	25.5 (附註1) (note 1)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
臨沂銀盛泰金升房地產 有限公司 Linqi Yinshenftai Jinsheng Real Estate Co. Ltd.	中國 二零一六年十一月十四日 PRC 14 November 2016	35 (附註1) (note 1)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣10,000,000元 Registered RMB20,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
青島德星城房地產有限公司 Qingdao Dexingcheng Real Estate Co., Ltd	中國 二零一四年八月二十二日 PRC 22 August 2014	45 (附註1) (note 1)	—	註冊資本 人民幣11,080,000元 實繳資本 人民幣11,080,000元 Registered RMB11,080,000 paid up capital RMB11,080,000	中國 PRC	房地產開發 Property development
青島芳香山谷旅遊 開發有限公司 Qingdao Fangxiangshangu Realism Development Co. Ltd.	中國 二零一零年九月一日 PRC 1 September 2010	50 (附註1) (note 1)	—	註冊資本 人民幣80,289,600元 實繳資本 人民幣43,659,613元 Registered RMB80,289,600 paid up capital RMB43,659,613	中國 PRC	房地產開發 Property development
青島浪琴海置業有限公司 Qingdao Langqinhai Property Co. Ltd.	中國 二零一三年十一月十五日 PRC 15 November 2013	45 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島星海城房地產有限公司 Qingdao Xinghaicheng Real Estate Co., Ltd	中國 二零一三年七月十一日 PRC 11 July 2013	50 (附註1) (note 1)	—	註冊資本 人民幣133,700,000元 實繳資本 人民幣133,700,000元 Registered RMB133,700,000 paid up capital RMB133,700,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年 二零一七年				
		2018	2017			
		%	%			
青島銀盛泰城市建設有限公司 Qingdao Yinshengtai City Development Co. Ltd.	中國 二零一零年一月十八日 PRC 18 January 2010	40 (附註1) (note 1)	—	註冊資本 人民幣100,100,000元 實繳資本 人民幣100,100,000元 Registered RMB100,100,000 paid up capital RMB100,100,000	中國 PRC	房地產開發 Property development
青島銀盛泰城市置業有限公司 Qingdao Yinshengtai City Property Co., Ltd.	中國 二零一五年八月十八日 PRC 18 August 2015	50 (附註1) (note 1)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰德郡房地產 有限公司 Qingdao Yinshengtai Dejun Real Estate Co., Ltd	中國 二零一三年四月十五日 PRC 15 April 2013	50 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒錦房地產有限公司 Qingdao Yinshengtai Hengjin Real Estate Co., Ltd	中國 二零一七年四月十日 PRC 10 April 2017	50 (附註1) (note 1)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development



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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
青島銀盛泰恒瑞房地產 有限公司 Qingdao Yinshengtai Hengrui Real Estate Co., Ltd	中國 二零一六年一月七日 PRC 7 January 2016	37.5 (附註1) (note 1)	—	註冊資本 人民幣84,000,000元 實繳資本 人民幣84,000,000元 Registered RMB84,000,000 paid up capital RMB84,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒潤房地產 有限公司(博觀一品) Qingdao Yinshengtai Hengrun Real Estate Co., Ltd (Boguanyipin)	中國 二零一五年十月十三日 PRC 13 October 2015	32.5 (附註1) (note 1)	—	註冊資本 人民幣40,000,000元 實繳資本 人民幣40,000,000元 Registered RMB40,000,000 paid up capital RMB40,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒盛 房地產有限公司 Qingdao Yinshengtai Hengsheng Real Estate Co., Ltd	中國 二零一六年八月十日 PRC 10 August 2016	50 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰恒泰 房地產有限公司 Qingdao Yinshengtai Hengtai Real Estate Co., Ltd	中國 二零一五年一月二十六日 PRC 26 January 2015	50 (附註1) (note 1)	—	註冊資本 人民幣190,000,000元 實繳資本 人民幣190,000,000元 Registered RMB190,000,000 paid up capital RMB190,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
青島銀盛泰開源 城市建設有限公司 Qingdao Yinshengtai Kaiyuan City Construction co. LTD	中國 二零一四年一月二十三日 PRC 23 January 2014	48.18 (附註1) (note 1)	—	註冊資本 人民幣207,580,000元 實繳資本 人民幣207,580,000元 Registered RMB207,580,000 paid up capital RMB207,580,000	中國 PRC	房地產開發 Property development
青島銀盛泰榮泰 不動產有限公司 Qingdao Yinshengtai Rongtai Real Estate Co., Ltd	中國 二零一五年十二月三日 PRC 3 December 2015	50 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰實業有限公司 Qingdao Yinshengtai Enterprise Co., Ltd.	中國 二零零九年七月九日 PRC 9 July 2009	40 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰泰德置業有限公司 Qingdao Yinshengtai Taide Property Co., Ltd.	中國 二零一五年九月二十四日 PRC 24 September 2015	50 (附註1) (note 1)	—	註冊資本 人民幣50,000,000元 實繳資本 人民幣50,000,000元 Registered RMB50,000,000 paid up capital RMB50,000,000	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年	二零一七年			
		2018	2017			
		%	%			
青島銀盛泰億聯置業有限公司 Qingdao Yinshengtai Yilian Property Co., Ltd.	中國 二零一三年五月十六日 PRC 16 May 2013	27.5 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
青島銀盛泰置業有限公司 Qingdao Yinshengtai Property Co., Ltd.	中國 二零零八年七月十七日 PRC 17 July 2008	48.25 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
山東冠三置業有限公司 Shandong Guansan Property Co., Ltd.	中國 二零一七年六月十六日 PRC 16 June 2017	30 (附註1) (note 1)	—	註冊資本 人民幣30,000,000元 實繳資本 無 Registered RMB30,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
山東麗豐置業有限公司 Shandong Lifeng Property Co., Ltd.	中國 二零零一年八月二十一日 PRC 21 August 2001	25.5 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

55. PARTICULARS OF THE PRINCIPAL  
SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
青島泰輝房地產有限公司 Qingdao Taihui Real Estate Co., Ltd	中國 二零一八年一月二日 PRC 2 January 2018	50 (附註1) (note 1)	—	註冊資本 人民幣42,000,000元 實繳資本 人民幣42,000,000元 Registered RMB42,000,000 paid up capital RMB42,000,000	中國 PRC	房地產開發 Property development
杭州昌展置業有限公司 Hangzhou Changzhan Property Co., Ltd.	中國 二零一八年一月二十九日 PRC 29 January 2018	100 (附註a) (note a)	—	註冊資本 人民幣5,000,000元 實繳資本 無 Registered RMB5,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
寧波旭輝置業有限公司 Ningbo Xuhui Property Co. Ltd.	中國 二零一八年二月一日 PRC 1 February 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
成都昌哲房地產開發有限公司 Chengdu Changzhe Real Estate Development Co., Ltd.	中國 二零一八年二月五日 PRC 5 February 2018	100 (附註a) (note a)	—	註冊資本 人民幣10,000,000元 實繳資本 無 Registered RMB10,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權 Equity interest attributable to the Group at 31 December		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		二零一八年 二零一七年				
		2018	2017			
		%	%			
青島銀盛泰榮輝 房地產有限公司 Qingdao Yinshengtai Ronghui Real Estate Co., Ltd	中國 二零一七年十一月十四日 PRC 14 November 2017	50 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 無 Registered RMB100,000,000 paid up capital Nil	中國 PRC	房地產開發 Property development
淄博旭銀房地產有限公司 Zibo Xuyin Real Estate Co. Ltd.	中國 二零一八年三月二十六日 PRC 26 March 2018	50 (附註1) (note 1)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development
濰坊銀盛泰房地產有限公司 Weifang Yinshengtai Real Estate Co. Ltd.	中國 二零一七年三月三十日 PRC 30 March 2017	50 (附註1) (note 1)	—	註冊資本 人民幣10,000,000元 實繳資本 人民幣10,000,000元 Registered RMB10,000,000 paid up capital RMB10,000,000	中國 PRC	房地產開發 Property development
淄博銀盛泰房地產有限公司 Zibo Yinshengtai Real Estate Co. Ltd.	中國 二零一七年五月十八日 PRC 18 May 2017	50 (附註1) (note 1)	—	註冊資本 人民幣20,000,000元 實繳資本 人民幣20,000,000元 Registered RMB20,000,000 paid up capital RMB20,000,000	中國 PRC	房地產開發 Property development

## 55. 主要附屬公司詳情(續)

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

直接附屬公司名稱 Name of direct subsidiary	註冊成立地點及 日期 Place and date of incorporation	本集團 於十二月三十一日 應佔股權		已發行及繳足股本 Issued and fully paid share capital	經營地點 Place of operation	主要業務 Principal activities
		Equity interest attributable to the Group at 31 December				
		二零一八年	二零一七年			
		2018	2017			
		%	%			
濟寧旭銀房地產有限公司 Jining Xuyin Real Estate Co. Ltd.	中國 二零一八年五月三十一日 PRC 31 May 2018	27.5 (附註1) (note 1)	—	註冊資本 人民幣100,000,000元 實繳資本 人民幣100,000,000元 Registered RMB100,000,000 paid up capital RMB100,000,000	中國 PRC	房地產開發 Property development
濰坊銀華置業有限公司 Weifang Yinhua Property Co. Ltd.	中國 二零一八年六月六日 PRC 6 June 2018	35 (附註1) (note 1)	—	註冊資本 人民幣20,408,163元 實繳資本 人民幣20,408,163元 Registered RMB20,408,163 paid up capital RMB20,408,163	中國 PRC	房地產開發 Property development

附註：

Notes:

- a) 該等公司為於截至二零一八年十二月三十一日止年度新成立的附屬公司。
- a) These companies are newly set up subsidiaries during the year ended 31 December 2018.
- b) 根據該公司的組織章程大綱及細則，該公司列賬為一間附屬公司，而該公司相關活動須經該公司董事會過半數董事同意。本集團有權委任該公司董事會一半以上的董事，故本集團對該公司有主導控制權，因此其被視為本集團的附屬公司。
- b) The company is accounted for as a subsidiary as in accordance with the memorandum and articles of the company, relevant activities of the company require consent with more than half of the directors in the board of the company. The Group has the power to appoint more than half of the directors in the board of the company, thus the Group has dominant control of the company and thus it is regarded as a subsidiary of the Group.
- c) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣233,500,000元收購該公司的額外47%股權。
- c) The Group acquired additional 47% equity interest in the company at a consideration of RMB233,500,000 during the year ended 31 December 2018.
- d) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣30,000,000元出售該公司的8%股權。
- d) The Group disposed of 8% equity interest of the company at a consideration of RMB30,000,000 during the year ended 31 December 2018.
- e) 截至二零一八年十二月三十一日止年度，本集團出售該公司的49%股權。
- e) The Group disposed of 49% equity interest of the company during the year ended 31 December 2018.

## 綜合財務報表附註

### Notes to the Consolidated Financial Statements

#### 55. 主要附屬公司詳情(續)

附註：

- f) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣25,000,000元出售該公司的50%股權。根據該公司組織章程大綱及細則，該公司列賬為一間附屬公司，而該公司相關活動須經股東過半數投票權同意。本公司擁有51%的股東投票權，故該公司被視為本集團的附屬公司。
- g) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣100元出售該公司的10%股權。
- h) 該公司為上海啟茂的附屬公司，由本集團於截至二零一八年十二月三十一日止年度新收購。
- i) 該公司為上海方茂的附屬公司，由本集團於截至二零一八年十二月三十一日止年度新收購。
- j) 該公司為上海展驥的附屬公司，由本集團於截至二零一八年十二月三十一日止年度新收購。
- k) 該公司為上海旭棧及蘇州凱合的附屬公司，由本集團於截至二零一八年十二月三十一日止年度新收購。
- l) 該等公司為青島銀盛泰的附屬公司，由本集團於截至二零一八年十二月三十一日止年度新收購。
- m) 截至二零一八年十二月三十一日止年度，本集團出售該公司的49%股權。
- n) 本集團截至二零一八年十二月三十一日止年度收購該公司的額外5%股權。
- o) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣80,000元出售該公司的40%股權。
- p) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣9,000,000元出售該公司的45%股權。
- q) 截至二零一八年十二月三十一日止年度，本集團以代價人民幣210,000元出售該公司的42%股權。

上表列出董事認為主要影響年內業績或構成本集團資產淨值絕大部分的本公司附屬公司。董事認為列出其他附屬公司詳情會令篇幅過分冗長。

除旭輝中國已發行本集團於當中並無權益的公司債券人民幣11,496,000,000元(二零一七年：人民幣9,495,000,000元)外，概無附屬公司於年末發行任何債務證券。

#### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

Notes:

- f) The Group disposed of 50% equity interest of the company at a consideration of RMB25,000,000 during the year ended 31 December 2018. The company is accounted for as a subsidiary as in accordance with the memorandum and articles of the company, relevant activities of the company require consent with more than half of voting rights of the shareholders. The Group has 51% voting right of the shareholders, thus the company is regard as a subsidiary of the Group.
- g) The Group disposed of 10% equity interest of the company at a consideration of RMB100 during the year ended 31 December 2018.
- h) The company is a subsidiary of Shanghai Qimao that was newly acquired by the Group during the year ended 31 December 2018.
- i) The company is a subsidiary of Shanghai Fangmao that was newly acquired by the Group during the year ended 31 December 2018.
- j) The company is a subsidiary of Shanghai Zhanxiang that was newly acquired by the Group during the year ended 31 December 2018.
- k) The company is a subsidiary of Shanghai Xusuo and Suzhou Kaihe that was newly acquired by the Group during the year ended 31 December 2018.
- l) These companies are subsidiaries of Qingdao Yinshengtai that was newly acquired by the Group during the year ended 31 December 2018.
- m) The Group disposed of 49% equity interest of the company during the year ended 31 December 2018.
- n) The Group acquired additional 5% equity interest in the company during the year ended 31 December 2018.
- o) The Group disposed of 40% equity interest of the company at a consideration of RMB80,000 during the year ended 31 December 2018.
- p) The Group disposed of 45% equity interest of the company at a consideration of RMB9,000,000 during the year ended 31 December 2018.
- q) The Group disposed of 42% equity interest of the company at a consideration of RMB210,000 during the year ended 31 December 2018.

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

None of the subsidiaries had issued any debt securities at the end of the year except for CIFI PRC which has issued RMB11,496 million (2017: RMB9,495 million) of corporate bonds, in which the Group has no interest.



## 55. 主要附屬公司詳情(續)

下表載列擁有重大非控股權益的本集團非全資附屬公司詳情：

擁有重大非控股權益的非全資附屬公司詳情：

## 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Details of non-wholly owned subsidiaries that have material non-controlling interests:

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation	主要營業地點 Principal place of business	非控股權益 於十二月三十一日 所持有擁有權權益及 投票權比例		於十二月三十一日 分配至非控股權益的利潤		於十二月三十一日 累計的非控股權益	
			Proportion of ownership interests and voting rights held by non-controlling interests at 31 December		Profit allocated to non-controlling interests at 31 December		Accumulated non-controlling interests at 31 December	
			二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017	二零一八年 2018	二零一七年 2017
			百分比 %	百分比 %	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
Coastwise	英屬處女群島 BVI	中國 PRC	50	50 (附註) (note)	(118,064)	728,810	4,324,641	4,442,705
個別擁有非控股權益的非重大附屬公司 Individually immaterial subsidiaries with non-controlling interests					1,612,320	591,602	15,633,862	5,075,905
					1,494,256	1,320,412	19,958,503	9,518,610

附註：誠如附註41所披露，Coastwise由本集團及其他股東分別持有50%股權，且先前列賬為合營企業。於截至二零一七年十二月三十一日止年度，本集團與其他股東訂立補充協議。透過簽立補充協議，本集團能夠行使對Coastwise的控制股權，而Coastwise成為本公司的附屬公司。有關詳情載於附註41。

Note: As disclosed in note 41, Coastwise was 50% held by the Group and 50% held by the other shareholder, and was accounted for as a joint venture previously. During the year ended 31 December 2017, the Group entered into a supplemental agreement with the other shareholder. By execution of the supplemental agreement, the Group is able to exercise control over Coastwise and Coastwise became a subsidiary of the Company. Details of these are set out in note 41.

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## Notes to the Consolidated Financial Statements

### 55. 主要附屬公司詳情(續)

Coastwise

### 55. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (Continued)

Coastwise

		於二零一八年 十二月 三十一日 At 31 December 2018 人民幣千元 RMB'000	於二零一七年 十二月 三十一日 At 31 December 2017 人民幣千元 RMB'000
流動資產	Current assets	7,972,567	8,420,624
非流動資產	Non-current assets	8,142,846	8,130,721
流動負債	Current liabilities	2,466,151	3,244,914
非流動負債	Non-current liabilities	4,999,980	4,421,021
本公司擁有人應佔股本權益	Equity attributable to owners of the Company	4,324,641	4,442,705
Coastwise的非控股權益	Non-controlling interests of Coastwise	4,324,641	4,442,705
		截至 二零一八年 十二月 三十一日 止年度 Year ended 31 December 2018 人民幣千元 RMB'000	截至 二零一七年 十二月 三十一日 止年度 Year ended 31 December 2017 人民幣千元 RMB'000
收入	Revenue	507,532	3,811,285
年內(虧損)利潤及全面(開支)收入總額	(Loss) profit and total comprehensive (expense) income for the year	(236,128)	1,457,620
本集團應佔(虧損)利潤	(Loss) profit attributable to the Group	(118,064)	728,810
Coastwise非控股權益應佔(虧損)利潤	(Loss) profit attributable to the non-controlling interests of Coastwise	(118,064)	728,810
年內(虧損)利潤及全面(開支)收入總額	(Loss) profit and total comprehensive (expense) income for the year	(236,128)	1,457,620
已付Coastwise非控股權益的股息	Dividend paid to non-controlling interests of Coastwise	—	—
來自經營活動的現金(流出)流入淨額	Net cash (outflow) inflow from operating activities	(1,885,874)	2,384,222
來自投資活動的現金流出淨額	Net cash outflow from investing activities	(444,857)	(1,352,311)
來自融資活動的現金流入淨額	Net cash inflow from financing activities	208,374	16,228
現金(流出)流入淨額	Net cash (outflow) inflow	(2,122,357)	1,048,139

## 56. 報告期末後事項

- (a) 於二零一九年一月，本公司發行面值總額達400,000,000美元有擔保定息優先票據（「二零二一年三月到期票據」），以年利率7.625厘的定息計息（每半年期末支付利息），並將於二零二一年三月二十三日悉數償還。

二零二一年三月到期票據均於聯交所上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立的現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押的資產價值為限。

- (b) 於二零一九年二月，本公司因部分兌換於二零一九年到期的可換股債券（本金為4,000,000港元），發行了449,438股本公司股份，按每股股份8.90港元的轉換價計算。其餘未償付本金1,024,000,000港元已到期並償還予於二零一九年到期的可換股債券的持有者。

- (c) 於二零一九年二月，本公司發行面值總額達300,000,000美元有擔保定息優先票據（「二零二三年二月到期票據」），以年利率7.625厘的定息計息（每半年期末支付利息），並將於二零二三年二月二十八日悉數償還。

二零二三年二月到期票據均於聯交所上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立的現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押的資產價值為限。

## 56. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) In January 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD400,000,000 (the “March 2021 due Notes”) which carry fixed interest of 7.625% per annum (interest payable semi-annually in arrears) and will be fully repayable by 23 March 2021.

The March 2021 due Notes are listed on the Stock Exchange. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those organised under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

- (b) In February 2019, the Company issued 449,438 shares of the Company upon partial conversion of the Convertible Bonds due in 2019 in the principle amount of HK\$4,000,000 at the conversion price of HK\$8.90 per share. The remaining outstanding principle amount of HK\$1,024,000,000 was matured and repaid to the holders of the Convertible Bonds due in 2019.

- (c) In February 2019, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the “February 2023 due Notes”) which carry fixed interest of 7.625% per annum (interest payable semi-annually in arrears) and will be fully repayable by 28 February 2023.

The February 2023 due Notes are listed on the Stock Exchange. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those organised under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

## REGISTERED OFFICES

Registered Office	Corporate Headquarters	Place of Business in Hong Kong
P.O. Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands	CIFI Hongqiao International 5th Floor, Block 3, Lane 288 Tongxie Road Changning District Shanghai, PRC	22/F, One Hennessy No. 1 Hennessy Road Wan Chai, Hong Kong

## TRUSTEE, PAYING AND TRANSFER AGENT AND REGISTRAR

**China Construction Bank (Asia) Corporation Limited**  
28/F, CCB Tower  
3 Connaught Road Central  
Central, Hong Kong

## LEGAL ADVISORS TO THE COMPANY

*As to U.S. and HK Law*

**Sidley Austin**  
39/F, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

*As to Cayman Islands and  
British Virgin Islands Law*

*As to PRC Law*

**Maples and Calder (Hong Kong) LLP**  
26th Floor, Central Plaza  
18 Harbour Road, Wanchai  
Hong Kong

**Commerce & Finance Law Offices**  
6F NCI Tower  
A12 Jianguomenwai Avenue  
Chaoyang District  
Beijing, PRC

## LEGAL ADVISORS TO THE INITIAL PURCHASERS

*As to U.S. Law*

*As to PRC Law*

**Davis Polk & Wardwell**  
The Hong Kong Club Building  
3A Chater Road  
Hong Kong

**Jingtian & Gongcheng**  
34/F, Tower 3  
China Central Place, 77 Jianguo Road  
Beijing, PRC

## INDEPENDENT ACCOUNTANTS

**Deloitte Touche Tohmatsu**  
35th Floor, One Pacific Place  
88 Queensway  
Hong Kong