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 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 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 (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 (as amended, 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.

PROHIBITION OF SALES TO 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 United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR product governance/Professional investors and ECPs only target market — Solely for the purposes of each 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels

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).

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 THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, CREDIT SUISSE (HONG KONG) LIMITED, HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED, JPM MORGAN SECURITIES PLC, STANDARD CHARTERED BANK, THE BANK OF EAST ASIA, LIMITED, BOCOM INTERNATIONAL SECURITIES LIMITED, CHINA CITIC BANK INTERNATIONAL LIMITED, CMBC SECURITIES COMPANY LIMITED, CMB INTERNATIONAL CAPITAL LIMITED AND GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED (THE "INITIAL PURCHASERS") 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 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.

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 Purchasers, or any person who controls any of them or any director, officer, employee or agent of any of them 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 Purchasers.

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.

OFFERING MEMORANDUM **CONFIDENTIAL**

CIFI Holdings (Group) Co. Ltd.

(incorporated in the Cayman Islands with limited liability)

US$350,000,000 4.45% Senior Notes Due 2026

US$150,000,000 4.8% Senior Notes Due 2028

Issue Price for US$350,000,000 4.45% Senior Notes: 99.982%

Issue Price for US$150,000,000 4.8% Senior Notes: 100%

We are offering US$350,000,000 4.45% senior notes due 2026 (the "2026 Notes") and US$150,000,000 4.8% senior notes due 2028 (the "2028 Notes", and together with the 2026 Notes, the "Notes"). The 2026 Notes will bear interest from May 17, 2021 at 4.45% per annum, payable semi-annually in arrears on February 17 and August 17 of each year (except that the first interest payment will be made on February 17, 2022 with respect to the period from and including May 17, 2021 but excluding February 17, 2022). The 2026 Notes will mature on August 17, 2026. The 2028 Notes will bear interest from May 17, 2021 at 4.8% per annum, payable semi-annually in arrears on May 17 and November 17 of each year. The 2028 Notes will mature on May 17, 2028.

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 2026 Notes" and "Description of the 2028 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 2026 Notes, in whole or in part, at any time and from time to time on or after May 17, 2024, 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 May 17, 2024, we may redeem up to 35% of the 2026 Notes, at a redemption price of 104.45% 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 2026 Notes at any time prior to May 17, 2024 in whole but not in part, at a price equal to 100% of the principal amount of such 2026 Notes plus (i) accrued and unpaid interest (if any) to the redemption date and (ii) a premium as set forth in this offering memorandum. We may also at our option redeem the 2028 Notes, in whole or in part, at any time and from time to time on or after May 17, 2025, 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 May 17, 2025, we may redeem up to 35% of the 2028 Notes, at a redemption price of 104.80% 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 2028 Notes at any time prior to May 17, 2025 in whole but not in part, at a price equal to 100% of the principal amount of such 2028 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."

For a more detailed description of the Notes, see the section entitled "Description of the 2026 Notes" and "Description of the 2028 Notes" beginning on page 231 and 303.

The Notes are being issued as "Green Bonds" under our Green Finance Framework. See the section entitled "Notes Being Issued as Green Bonds".

Investing in the Notes involves risks. Furthermore, investors should be aware that the Notes are guaranteed by Subsidiary Guarantors which do not currently have significant operations and certain Subsidiary Guarantees may in some cases be replaced by limited-recourse guarantees and that there are various other risks relating to the Notes, the Company and its subsidiaries, their business and their jurisdictions of operations which investors should familiarise themselves with before making an investment in the Notes. See the section entitled "Risk Factors" beginning on page 16 and particularly pages 57 to 59 for risks relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees.

We are concurrently conducting an offer to purchase for cash of our February 2019 Notes (the "Concurrent Offer to Purchase"). We intend to finance the Concurrent Offer to Purchase with proceeds from this offering.

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) ("Professional Investors") only. This offering memorandum is for distribution to Professional Investors only. **Notice to Hong Kong investors:** The Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) confirms that the Notes are intended for purchase by Professional Investors only and will be listed on The Hong Kong Stock Exchange Limited on that basis. Accordingly, the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

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.

The Notes are expected to be rated "Ba3" by Moody's Investors Service, "BB−" by Standard & Poor's Ratings Services and "BBB−" by Lianhe Ratings Global Limited ("Lianhe Global"). 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 Moody's Investors Service, Standard & Poor's Ratings Services or Lianhe Global. A suspension, reduction or withdrawal of the rating assigned to the Notes may adversely affect the market price of the Notes.

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 May 18, 2021.

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 February 25, 2021. 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 May 17, 2021 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

HSBC **Credit Suisse** **Haitong International** **J.P. Morgan** **Standard Chartered Bank**

Joint Bookrunners and Joint Lead Managers

The Bank of East Asia, Limited **BOCOM International** **China CITIC Bank International** **CMBC Capital** **CMB International** **Guotai Junan International**

Joint Green Structuring Advisors

HSBC **Standard Chartered Bank**

The date of this offering memorandum is May 10, 2021.

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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.

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.

MiFID II product governance/Professional investors and ECPs only target market — Solely for the purposes of each 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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance/Professional investors and ECPs only target market — Solely for the purposes of each 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

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 (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 (as amended, 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.

PROHIBITION OF SALES TO 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 United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 The Hongkong and Shanghai Banking Corporation Limited, Credit Suisse (Hong Kong) Limited, Haitong International Securities Company Limited, J.P. Morgan Securities plc, Standard Chartered Bank, The Bank of East Asia, Limited, BOCOM International Securities Limited, China CITIC Bank International Limited, CMBC Securities Company Limited, CMB International Capital Limited and Guotai Junan Securities (Hong Kong) Limited (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.

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 RMB6.525 to US$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 31, 2020, and all translations from H.K. dollars into U.S. dollars were made at the rate of HK$7.7534 to US$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 31, 2020. 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 "2018", "2019" and "2020" in this offering memorandum are to our financial years ended December 31, 2018, 2019 and 2020, respectively.

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.

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. As of the date of this offering memorandum, we had redeemed in full the September 2018 Notes.

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 "July 2020 Notes" are to our 5.95% senior notes due 2025 issued on July 20, 2020 and August 5, 2020 in the aggregate principal amount of US$500,000,000.

References to "August 2020 Notes" are to our 5.85% senior notes due 2023 issued on August 19, 2020 in the aggregate amount of RMB1,200,000,000.

References to "November 2020 Notes" are to our 5.25% senior notes due 2026 issued on November 13, 2020 in the aggregate principal amount of US$350,000,000.

References to "January 2021 Notes" are to our 4.375% senior notes due 2027 issued on January 12, 2021 in the aggregate principal amount of US$419,000,000.

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 Charted 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 February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes, the July 2020 Notes, the August 2020 Notes, the November 2020 Notes and the January 2021 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 2020, in terms of contracted sales, we were ranked 14th according to the list of "China Real Estate Enterprises Sales Ranking in 2020" 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, 2020, we had projects in 89 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, Nanchang and Suqian, 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, 2020, we had a land bank with an aggregate total GFA of approximately 30.8 million sq.m. and an aggregate GFA attributable to us of approximately 56.5 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, 2020 and as of the date of this offering memorandum, we have purchased 19 projects. The following table sets forth certain information concerning such projects. We expect to continue to acquire projects in the ordinary course of business from time to time.

	City	Project	Intended Primary Use	The Group's equity interest	Planned GFA (excluding carparks)	Attributable Planned GFA (excluding carparks)	Total consideration	Attributable consideration	Average land cost (excluding carparks)
				(%)	(sq.m.)	(sq.m.)	(RMB)	(RMB)	(RMB/sq.m.)
1	Putian	Hanjiang District, PS Auction, No. 2020-30 Project	Residential	100.00	108,400	108,400	304,000,000	304,000,000	2,806
2	Lu'an	Jin'an District, Liukaichu, No. 2020-8, 387 acres Project	Residential/Commercial	100.00	502,600	502,600	1,070,000,000	1,070,000,000	2,004
3	Harbin	Daoli District, Chengxiang Road Project	Residential/Commercial	80.00	55,000	44,000	355,675,000	284,540,000	6,470
4	Tianjin	Nankai District, Liuma Road Project	Residential	60.00	37,300	22,400	1,270,000,000	762,000,000	34,048
5	Chengdu	Wenjiang District, Wansheng TOD Project	Residential/Commercial	50.00	513,700	256,900	2,811,240,000	1,405,620,000	5,472
6	Nanjing	Pukou District, East of Xinpu Road, 17-08-02 Project	Residential	33.00	65,400	21,600	1,540,000,000	508,200,000	23,554
7	Nanjing	Jiangning District, Zhengfang New City, 2021G03 Project	Residential	34.00	115,900	39,400	1,530,000,000	520,200,000	13,200
8	Dalian	Development Zone, Xiaoyaowan Area Project	Residential	100.00	65,800	65,800	219,790,000	219,790,000	3,338
9	Changsha	Yuelu District, 2021-007 Project	Residential/Commercial	70.00	262,800	184,000	1,051,160,000	735,810,000	4,000
10	Ningbo	Cicheng District, Cixi City Project	Residential/Commercial	50.00	169,600	84,800	1,522,300,000	761,150,000	8,978
11	Suzhou	Xiangcheng District, Taiping Street, Shengze Danghu Road Project	Residential	40.00	47,900	19,200	547,500,000	219,000,000	11,426
12	Chongqing	Yubei District, Two Road Group E Zone Project	Residential	100.00	154,000	154,000	1,900,000,000	1,900,000,000	12,338
13	Shenyang	Huanggu District, Xiyao Phase II, Phase 1B Plot Project	Residential/Commercial	100.00	311,700	311,700	1,980,160,000	1,980,160,000	6,353
14	Dezhou	Development Zone, No. 2020-014 Linzhuang Plot Project	Residential/Commercial	100.00	154,200	154,200	946,650,000	946,650,000	6,140
15	Zibo	Huantai County, Plot 033 Project	Residential	100.00	140,000	140,000	550,360,000	550,360,000	3,931
16	Wenzhou	Longwan District, Puzhou E10a Project	Residential/Commercial	70.00	76,200	53,300	956,370,000	669,460,000	12,551
17	Dalian	Zhongshan District, Donggang D18 Project	Commercial/Office	55.00	156,000	85,800	1,160,740,000	638,410,000	7,389
18	Dalian	Longwan District, Jinhai Park, C-10 Plot Project	Residential/Commercial	50.00	342,100	171,100	2,225,500,000	1,112,750,000	6,505
19	Changzhou	Economic Development Zone, Jinyi Tianzhang Project	Residential/Commercial	40.00	206,200	82,500	1,250,000,000	500,000,000	6,062
	Total				**3,484,800**	**2,501,700**	**23,191,445,000**	**15,088,100,000**	**6,655**

Issuance of the January 2021 Notes

On January 12, 2021, we issued 4.375% senior notes due 2027 in the aggregate principal amount of US$419,000,000. For details, see "Description of Other Material Indebtedness and Obligations."

Proposed Collaboration in Relation to a Project in Beijing

On February 5, 2021, our PRC wholly-owned subsidiary, CIFI Group Co., Ltd. (旭輝集團股份有限公司) ("**CIFI PRC**") entered into a cooperation agreement (the "**Framework Cooperation Agreement**") with Minhang Real Estate Development Co., Ltd. (民航房地產開發有限公司) ("**Minhang Real Estate**"), among others. Pursuant to the Framework Cooperation Agreement, CIFI PRC and Minhang Real Estate agreed to form a joint venture (the "**Joint Venture**") and jointly develop a complex projects located in Wukesong, Beijing (the "**Potential Transaction**").

On February 24, 2021, CIFI PRC and Minhang Real Estate, among others, entered into another cooperation agreement (the "**Cooperate Agreement**"), stipulating the terms of the consideration amount and other ancillary matters for the Proposed Transaction. Pursuant to the Cooperation Agreement, CIFI PRC will acquire 50% equity interest in the Joint Venture in consideration of RMB2,564,000,000. CIFI PRC will also assume liabilities and obligations under certain existing debt of the Joint Venture in the sum of RMB754,000,000.

Redemption of December 2017 Perpetual Securities

On March 1, 2021, we redeemed the December 2017 Perpetual Securities in an aggregate principal amount of US$246,908,000 at the redemption price equal to 100% of the principal amount thereof plus any distribution accrued to the date fixed for redemption (including any arrears of distribution and any additional distribution amount). Upon completion of the redemption, no December 2017 Perpetual Securities remain outstanding.

Redemption of January 2019 Notes

On March 2, 2021, we redeemed the January 2019 Notes in full. Upon completion of the redemption, no January 2019 Notes remain outstanding.

Concurrent Offer to Purchase

We are concurrently conducting an offer to purchase for cash of our February 2019 Notes (the "**Concurrent Offer to Purchase**"). We intend to finance the Concurrent Offer to Purchase with proceeds from this offering.

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. 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 2026 Notes" and "Description of the 2028 Notes" in this offering memorandum.

Issuer	CIFI Holdings (Group) Co. Ltd. (the "Company").
Notes Offered	US$350,000,000 aggregate principal amount of 4.45% Senior Note due 2026 (the "2026 Notes"). US$150,000,000 aggregate principal amount of 4.8% Senior Notes due 2028 (the "2028 Notes").
Offering Price	99.982% of the principal amount of the 2026 Notes. 100% of the principal amount of the 2028 Notes.
Issue Date	May 17, 2021.
Maturity Date	The 2026 Notes: August 17, 2026. The 2028 Notes: May 17, 2028.
Interest	The 2026 Notes bear interest from (and including) May 17, 2021 at the rate of 4.45% *per annum*. The 2028 Notes bear interest from (and including) May 17, 2021 at the rate of 4.8% *per annum*.
Interest Payment Dates	For the 2026 Notes, the interest payment dates will be February 17 and August 17 of each year, payable semi-annually in arrears (except that the first interest payment will be made on February 17, 2022 with respect to the period from and including May 17, 2021 but excluding February 17, 2022), commencing February 17, 2022. For the 2028 Notes, the interest payment dates will be May 17 and November 17 of each year, payable semi-annually in arrears, commencing November 17, 2021.
Ranking 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 the 2017 Notes, the January 2018 Notes, the February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes, the July 2020 Notes, the August 2020 Notes, the November 2020 Notes, the January 2021 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);

- 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 2026 Notes — The Subsidiary Guarantees and the JV Subsidiary Guarantees", "Description of the 2028 Notes — The Subsidiary Guarantees and the JV Subsidiary Guaratnees" and in "Risk Factors — Risks relating to the Subsidiary Guarantees and the JV Subsidiary Guarantees";

- 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 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 2026 Notes — The Subsidiary Guarantees and the JV Subsidiary Guarantees — Release of the Subsidiary Guarantees or JV Subsidiary Guarantees" and "Description of the 2028 Notes — The Subsidiary Guarantees and the JV Subsidiary Guarantees — Release of the Subsidiary Guarantees or JV Subsidiary Guarantee".

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 ● ranks at least *pari passu* with the subsidiary guarantee of such Subsidiary Guarantor for certain 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).
Ranking of JV Subsidiary Guarantees	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).

New Non-Guarantor Subsidiaries . . . . . .

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; *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.

Use of Proceeds . . . . . .

We intend to use the net proceeds from this offering of Notes for refinancing our existing indebtedness including any payment in connection with the Concurrent Offer to Purchase and in accordance with our Green Finance Framework. See the section titled "Use of Proceeds."

Optional Redemption . . . . . .

At any time and from time to time on or after May 17, 2024, the Company may redeem the 2026 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the 2026 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 May 17 of each year set forth below:

Period	Redemption Price
2024	102.225%
2025	101.000%
2026	100.000%

At any time and from time to time on or after May 17, 2025, the Company may redeem the 2028 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the 2028 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 May 17 of each year set forth below:

Period	Redemption Price
2025	102.400%
2026	101.000%
2027	100.000%

At any time and from time to time prior to May 17, 2024, the Company may at its option redeem the 2026 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2026 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 May 17, 2025, the Company may at its option redeem the 2028 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2028 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 May 17, 2024, the Company may redeem up to 35% of the aggregate principal amount of the 2026 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 104.45% of the principal amount of the 2026 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 2026 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.
	At any time and from time to time prior to May 17, 2025, the Company may redeem up to 35% of the aggregate principal amount of the 2028 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 104.80% of the principal amount of the 2028 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 2028 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 to the Holders and the Trustee.
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	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 2026 Notes — Redemption for Taxation Reasons" and "Description of the 2028 Notes — Redemption for Taxation Reasons".
Covenants	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: ● incur additional indebtedness and issue disqualified or preferred stock; ● declare dividends on its 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 or merger. These covenants are subject to a number of important qualifications and exceptions described in "Description of the 2026 Notes — Certain Covenants" and "Description of 2028 Notes — Certain Covenants".

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 Note 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 2026 Notes — Book-Entry; Delivery and Form" and "Description of the 2028 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 May 17, 2021, 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 "Ba3" by Moody's Investors Service, "BB–" by Standard & Poor's Ratings Services and "BBB–" by Lianhe Global. 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	**ISIN of the 2026 Notes**	**Common Code of the 2026 Notes**
	XS2342908949	234290894
	ISIN of the 2028 Notes	**Common Code of the 2028 Notes**
	XS2342499592	234249959
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 2018, 2019 and 2020 and the summary consolidated financial position data as of December 31, 2018, 2019 and 2020 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,			
	2018	2019[5]	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Revenue	42,367,647	56,451,103	71,798,663	11,003,627
Cost of sales and services	(31,754,818)	(42,334,889)	(56,189,600)	(8,611,433)
Gross profit	10,612,829	14,116,214	15,609,063	2,392,194
Other income, gains and losses	2,065,884	1,469,636	3,173,369	486,340
Change in fair value of investment properties	106,385	200,659	940,585	144,151
Selling and marketing expenses	(1,153,089)	(1,579,990)	(2,067,375)	(316,839)
Administrative expenses	(2,121,731)	(3,148,306)	(2,946,420)	(451,559)
Share of results of joint ventures	725,068	1,984,710	968,468	148,424
Share of results of associates	1,450,388	1,522,961	1,159,501	177,701
Finance costs	(368,741)	(729,158)	(667,424)	(102,287)
Profit before taxation	11,316,993	13,836,726	16,169,767	2,478,125
Income tax expense	(4,198,668)	(4,594,879)	(4,274,234)	(655,055)
Profit for the year	7,118,325	9,241,847	11,895,533	1,823,070
Other comprehensive (expense)/income	312,479	(28,629)	(148,906)	(22,821)
Total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249
Attributable to:				
Equity owners of the Company	5,721,470	6,414,676	7,882,989	1,208,121
Owners of perpetual capital instruments	215,078	221,817	229,627	35,192
Non-controlling interests	1,494,256	2,576,725	3,634,011	556,937
Total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249
Other financial data:				
EBITDA[1]	16,652,404	20,787,202	23,282,436	3,568,189
EBITDA margin[2]	39.3%	36.8%	32.4%	32.4%
Core net profit and total comprehensive income for the year[3]	8,483,642	10,492,428	12,410,435	1,901,982
Core net profit attributable to equity owners of the Company for the year[4]	5,535,564	6,903,283	8,025,962	1,230,032

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.

(5) Restatement have been made to the data due to the Company's acquisition of Ever Sunshine Lifestyle Services Group Limited (the shares of which are listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1995) ("Ever Sunshine Lifestyle") in which the acquisition was completed in June 2020. Subsequent to the acquisition, Ever Sunshine Lifestyle has been consolidated to the Group's financial statements.

Summary Consolidated Statements of Financial Position

	As of December 31,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Non-Current Assets				
Investment properties	16,147,400	17,686,036	22,698,969	3,478,769
Right-of-use assets	—	142,090	117,325	17,981
Property, plant and equipment	134,143	172,475	235,207	36,047
Intangible assets	—	100,600	91,049	13,954
Goodwill	—	431,128	470,952	72,177
Interest in associates	5,779,492	8,019,593	16,861,861	2,584,193
Interests in joint ventures	8,511,247	12,872,071	17,825,596	2,731,892
Investments in property projects	582,722	417,688	286,531	43,913
Financial assets at fair value through profit or loss	564,553	526,458	905,388	138,757
Equity instruments at fair value through other comprehensive income	919,274	881,832	739,685	113,362
Deferred taxation assets	1,021,876	1,758,447	2,195,730	336,510
Deposits paid for acquisitions of equity interests	50,000	—	—	—
Prepayment of property, plant and equipment	—	13,368	12,448	1,908
	33,710,707	43,021,786	62,440,741	9,569,462

	As of December 31,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Current Assets				
Properties held for sale	10,238,165	15,552,823	12,904,429	1,977,690
Properties under development for sale	84,137,912	115,202,723	129,018,163	19,772,899
Accounts and other receivables, deposits and prepayments	16,740,132	24,596,795	30,384,186	4,656,580
Amounts due from non-controlling interests	13,416,613	18,766,941	26,359,618	4,039,788
Amounts due from joint ventures and associates	27,798,425	36,569,805	57,515,448	8,814,628
Deposits for land use rights for properties held for sale	7,950,061	8,713,034	5,704,636	874,274
Taxation recoverable	1,746,262	2,877,209	3,443,355	527,717
Financial assets at fair value through profit or loss ("FVTPL")	705,386	573,761	374,261	57,358
Derivative financial instruments	—	11,912	—	—
Restricted bank deposits	1,290,000	431,695	101,873	15,613
Bank balances and cash	43,327,561	58,536,676	51,052,696	7,824,168
	207,350,517	281,833,374	316,858,665	48,560,715
Current Liabilities				
Accounts and other payables and accrued charges	25,888,004	39,846,798	58,332,009	8,939,771
Contract liabilities	44,238,431	54,465,082	74,626,818	11,437,060
Amounts due to non-controlling interests	16,571,325	16,447,941	12,207,232	1,870,840
Amounts due to joint ventures and associates	15,519,116	29,170,655	32,425,022	4,969,352
Taxation payable	7,655,950	9,712,706	10,248,100	1,570,590
Lease liabilities — due within one year	—	66,570	65,824	10,088
Bank and other borrowings — due within one year	8,842,371	13,941,253	7,300,715	1,118,884
Senior notes — due within one year	—	3,190,356	3,637,114	557,412
Derivative financial instruments	74,949	19,260	266,362	40,822
Corporate bonds — due within one year	3,646,140	4,006,799	7,761,443	1,189,493
Debt component of convertible bonds	907,724	—	—	—
	123,344,010	170,867,420	206,870,639	31,704,312
Non-Current Liabilities				
Lease liabilities — due after one year	—	72,159	56,748	8,697
Bank and other borrowings — due after one year	41,061,189	51,140,979	54,260,449	8,315,778
Senior notes — due after one year	15,293,614	23,674,188	26,979,739	4,134,826
Corporate bonds — due after one year	8,113,997	7,744,996	4,775,653	731,901
Deferred taxation liabilities	3,802,243	3,157,208	2,650,025	406,134
Other payable	—	1,265	6,849	1,050
Derivative financial instruments — due after one year	—	—	57,054	8,744
	68,271,043	85,790,795	88,786,517	13,607,129
Equity attributable to equity owners of the Company	25,604,096	30,199,337	36,051,681	5,525,162
Perpetual capital instruments	3,883,572	3,883,572	3,536,877	542,050
Non-controlling interests	19,958,503	34,114,036	44,053,692	6,751,524
Total Equity	49,446,171	68,196,945	83,642,250	12,818,736

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 34.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of our Group), 29.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of our Group) and 25.1% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of our Group) for 2018, 2019 and 2020, 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, 2020, our outstanding long-term and short-term bank and other borrowings under IFRS (not including senior notes and onshore bonds) were RMB7,300.7 million (US$1,118.9 million) and RMB54,260.4 million (US$8,315.8 million), respectively. As of December 31, 2020, we also had outstanding 2017 Notes, January 2018 Notes, April 2018 Notes, September 2018 Notes, February 2019 Notes, March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes, the July 2020 Notes, the August 2020 Notes, the November 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 and the August 2017 Perpetual Securities and with aggregate carrying amounts of RMB46,690.8 million (US$7,155.7 million). Subsequent to December 31, 2020, we issued the January 2021 Notes in the aggregate principal amount of US$419,000,000.

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 January 1, 2021, the PBOC, together with CBRC, set forth the capped ratios of the amount of outstanding real estate loans to the total outstanding amount of RMB denominated loans of a PRC financial institution. See "Regulation — Real Estate Development — Estate Loan" for details. This ratio currently ranges from 12.5% to 40.0%. Such restriction may further limit the financing channels of real estate enterprises.

More recently, there were reports that the PRC government may start to restrict financing available to property developers by reference to leverage ratios such as liabilities to assets ratio, net gearing ratio and cash to short-term borrowings ratio. On December 28, 2020, the PBOC and the China Banking and Insurance Regulatory Commission (the "CBIRC") jointly issued the Notice on Establishing a Centralization Management System for Real Estate Loans of Banking Financial Institutions (關於建立銀行業金融機構房地產貸款集中度管理制度的通知), pursuant to which, the proportion of the real estate loan balance of banking financial institutions (excluding overseas branches) to the institution's loans in RMB balances (hereinafter referred to as the proportion of real estate loans) and the proportion of the personal housing loan balance to the institution's loans in RMB balances (hereinafter referred to as the proportion of housing loans) shall meet the management requirements determined by the PBOC and the CBIRC, that is, not higher than the upper limit of the proportion of real estate loans and the upper limit of the proportion of personal housing loans determined by the PBOC and the CBIRC. Development banks and policy banks should refer to and implement such requirements. The PBOC and the CBIRC manage the concentration of real estate loans in different stages according to the asset scale and type of banking financial institutions, and comprehensively consider factors such as the development scale and the performance of real estate systemic financial risks to timely adjust the scope of coverage of applicable institutions, grading settings, management requirements and statistical coverage of related indicators. The ratio currently ranges from 12.5% to 40.0%.

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. 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, 2020, our total outstanding bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB61,561.2 million (US$9,434.7 million). As of December 31, 2020, we also had outstanding Existing Notes (excluding the January 2021 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 RMB46,690.8 million (US7,155.7 million), as of December 31, 2020. Since December 31, 2020, we have issued the January 2021 Notes in the aggregate principal amount of US$419,000,000. 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 RMB858.6 million (US$131.6 million) in 2020 as compared to a net exchange loss of RMB263.7 million in 2019. 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 loan prime rates in the PRC (which directly affects the property mortgage rates offered by commercial banks in the PRC) as of December 31, 2018, 2019 and 2020 were 4.31%, 4.15% and 3.85%. In 2018, 2019 and 2020, 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 5.8%, 6.0% and 5.4%, 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, 2020, out of our land bank with a total planned GFA of approximately 56.5 million sq.m. under development or held for future development, we had certain parcels of land in respect of which we had not yet obtained land use rights certificates. Subsequent to December 31, 2020 and as of the date of this offering memorandum, we purchased 19 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 2018, 2019 and 2020, we had fair value gains of our investment properties of RMB106.4 million, RMB200.7 million and 940.6 million (US$144.2 million), respectively, accounting for approximately 0.9%, 1.5% and 5.8%, 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 2020, rental income accounted for 0.8% 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 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 54.52% 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, and the capped ratio of a PRC financial institution's outstanding individual housing loans and its total RMB denominated 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, 2020, our outstanding guarantees in respect of our customers' mortgage loans amounted to RMB23,414.7 million (US$3,588.5 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 the land if we fail to comply with the terms of the 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$550 billion worth of Chinese products. In retaliation, the PRC government responded with tariffs on cumulatively US$I85 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. Subsequent to the entering of Phase I Agreement, the PRC government and the U.S. government adopted specific measures to exclude imports from the other country from additional tariffs. 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 higher average 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 contractual and legal risks in relation to pre-sale.

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 2018, 2019 and 2020, we made provisions for LAT in the amount of RMB3,676.5 million, RMB2,631.6 million and RMB1,836.3 million (US$281.4 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.

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.

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 Special Administrative Measures for Access of Foreign Investment (Negative List) (2020 Edition). 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 discretional 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.

The governmental control on 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.

The 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 or COVID-19, 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 or how long the COVID-19 outbreak will last. 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 — the governmental control on 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, 2020, our PRC subsidiaries had indebtedness in the amount of RMB58,908.3 million (US$9,028.1 million) and capital commitments and contingent liabilities arising from guarantees of approximately RMB6,915.1 million (US$1,059.8 million) and RMB23,414.7 million (US$3,588.5 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 and/or steps and/or institute proceedings 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, 2018, 2019 and 2020, our total bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB49,903.6 million, RMB65,082.2 million and RMB61,561.2 million (US$9,434.7 million), respectively. As of and December 31, 2020, we also had outstanding Existing Notes (excluding the January 2021 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 and the August 2017 Perpetual Securities with carrying amounts of RMB46,690.8 million (US$7,155.7 million). Subsequent to December 31, 2020, we issued the January 2021 Notes in the aggregate principal amount of US$419,000,000. 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 2026 Notes — Definitions — Designated Non-Guarantor" and "Description of the 2028 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 2026 Notes", "Description of the 2028 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 2026 Notes — Redemption for Taxation Reasons" and "Description of the 2028 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 2026 Notes — Optional Redemption" and "Description of the 2028 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 2026 Notes — Definitions" and "Description of the 2028 Notes — Definition" 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 2026 Notes — Certain Covenants — Limitations on Restricted Payments" and "Description of the 2028 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 2026 Notes — Certain Covenants — Limitation on Restricted Payments" and "Description of the 2028 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 2026 Notes — Certain Covenants — Limitation on Restricted Payments" and "Description of the 2028 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 2026 Notes" and "Description of the 2028 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 "Ba3" by Moody's Investors Service, "BB–" by Standard & Poor's Rating Services and "BBB–" by Lianhe Global. 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 and certain Subsidiary Guarantees may in some cases be replaced by limited-recourse guarantees.

None of our current PRC subsidiaries will provide a Subsidiary Guarantee or a JV Subsidiary Guarantee. Therefore, almost all of our revenue and income (as shown in our consolidated financial information included elsewhere in this offering memorandum) are attributed to our PRC operating subsidiaries and any contribution from direct operations of the Subsidiary Guarantors (or JV Subsidiary Guarantors) are immaterial. 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

The gross proceeds from this offering of the Notes, before deducting the underwriting discounts and commissions and other estimated expenses payable in connection with this offering, will be approximately US$500 million. The Notes are being offered as "Green Bonds" under our Green Finance Framework. See the section titled "Notes Being Issued as Green Bonds." We intend to use the net proceeds for refinancing our existing indebtedness including any payment in connection with the Concurrent Offer to Purchase and in accordance with our Green Finance Framework.

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.

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.

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, 2020, the exchange rate was RMB6.5250 to US$1.00.

	Noon buying rate			
Period	**Period end**	**Average[1]**	**High**	**Low**
	(RMB per US$1.00)			
2016	6.9430	6.6549	6.9580	6.9430
2017	6.5063	6.7530	6.9575	6.4773
2018	6.8755	6.6292	6.9737	6.2649
2019	6.9618	6.9014	7.1786	6.6822
2020	6.5250	6.8878	7.1348	6.5250
August	6.8647	6.9310	6.9799	6.8647
September	6.7896	6.8106	6.8474	6.7529
October	6.6919	6.7254	6.7898	6.6503
November	6.5760	6.6029	6.6899	6.5556
December	6.5250	6.5393	6.5705	6.5208
2021				
January	6.4282	6.4672	6.4822	6.4282
February	6.4730	6.4601	6.4869	6.4344
March	6.5518	6.5109	6.5716	6.4932
April (through April 23, 2021)	6.4945	6.5306	6.5649	6.4903

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, 2020, the exchange rate was HK$7.7534 to US$1.00.

	Noon buying rate			
Period	**Period end**	**Average[1]**	**High**	**Low**
		(HK$ per US$1.00)		
2016	7.7534	7.7618	7.8270	7.7505
2017	7.8128	7.7950	7.8267	7.7540
2018	7.8305	7.8376	7.8499	7.8043
2019	7.7894	7.8335	7.8499	7.7850
2020	7.7534	7.7562	7.7927	7.7500
August	7.7502	7.7502	7.7506	7.7498
September	7.7500	7.7500	7.7504	7.7499
October	7.7548	7.7503	7.7548	7.7498
November	7.7522	7.7526	7.7552	7.7505
December	7.7534	7.7519	7.7539	7.7505
2021				
January	7.7531	7.7533	7.7555	7.7517
February	7.7567	7.7529	7.7567	7.7515
March	7.7746	7.7651	7.7746	7.7562
April(through April 23, 2021)	7.7605	7.7708	7.7849	7.7596

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, 2020 on an actual basis and on an adjusted basis after giving effect to the issuance of the January 2021 Notes and the Notes, after taking into account any premium or discount at issue and after deducting the underwriting discounts and commissions and other estimated expenses payable by us and the Notes in this offering, before taking into account any premium or discount at issue and before deducting the underwriting discounts and commissions and other estimated expense 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, 2020			
	Actual		As adjusted	
	RMB'000	US$'000	RMB'000	US$'000
Cash and cash equivalents[1]	51,052,696	7,824,168	57,044,982	8,742,526
Short-term borrowings[2][4]				
Bank and other borrowings	7,300,715	1,118,884	7,300,715	1,118,884
Senior Notes	3,637,114	557,412	3,637,114	557,412
Onshore bonds	7,761,443	1,189,493	7,761,443	1,189,493
Total short-term borrowings	18,699,272	2,865,789	18,699,272	2,865,789
Long-term borrowings[3][4][5]				
Bank and other borrowings	54,260,449	8,315,778	54,260,449	8,315,778
Senior notes	26,979,739	4,134,826	26,979,739	4,134,826
Onshore bonds	4,775,653	731,901	4,775,653	731,901
January 2021 Notes	—	—	2,729,786	418,358
Notes to be issued	—	—	3,262,500	500,000
Total long-term borrowings	86,015,841	13,182,505	92,008,127	14,100,863
Equity	83,642,250	12,818,736	83,642,250	12,818,736
Total capitalization[6]	169,658,091	26,001,241	175,650,377	26,919,599

Notes:

(1) Restricted bank deposits was RMB51.1 million (US$7.8 million) as of December 31, 2020.

(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, 2020, our consolidated capital commitments were RMB6,915.1 million (US$1,059.8 million) and we had contingent liabilities of RMB23,414.7 million (US$3,588.5 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. We had subsequently redeemed the December 2017 Perpetual Securities on March 1, 2021.

(6) 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, 2020 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, 2020.

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 2018, 2019 and 2020 and the selected consolidated financial position data as of 2018, 2019 and 2020 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,			
	2018	2019[5]	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Revenue	42,367,647	56,451,103	71,798,663	11,003,627
Cost of sales and services	(31,754,818)	(42,334,889)	(56,189,600)	(8,611,433)
Gross profit	10,612,829	14,116,214	15,609,063	2,392,194
Other income, gains and losses	2,065,884	1,469,636	3,173,369	486,340
Change in fair value of investment properties	106,385	200,659	940,585	144,151
Selling and marketing expenses	(1,153,089)	(1,579,990)	(2,067,375)	(316,839)
Administrative expenses	(2,121,731)	(3,148,306)	(2,946,420)	(451,559)
Share of results of joint ventures	725,068	1,984,710	968,468	148,424
Share of results of associates	1,450,388	1,522,961	1,159,501	177,701
Finance costs	(368,741)	(729,158)	(667,424)	(102,287)
Profit before taxation	11,316,993	13,836,726	16,169,767	2,478,125
Income tax expense	(4,198,668)	(4,594,879)	(4,274,234)	(655,055)
Profit for the year	7,118,325	9,241,847	11,895,533	1,823,070
Other comprehensive (expense)/income	312,479	(28,629)	(148,906)	(22,821)
Total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249
Attributable to:				
Equity owners of the Company	5,721,470	6,414,676	7,882,989	1,208,121
Owners of perpetual capital instruments	215,078	221,817	229,627	35,192
Non-controlling interests	1,494,256	2,576,725	3,634,011	556,937
Total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249
Other financial data:				
EBITDA[1]	16,652,404	20,787,202	23,282,436	3,568,189
EBITDA margin[2]	39.3%	36.8%	32.4%	32.4%
Core net profit and total comprehensive income for the year[3]	8,483,642	10,492,428	12,410,435	1,901,982
Core net profit attributable to equity owners of the Company for the year[4]	5,535,564	6,903,283	8,025,962	1,230,032

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.

(5) Restatement have been made to the data due to the Company's acquisition of Ever Sunshine Lifestyle, in which the acquisition was completed in June 2020. Subsequent to the acquisition, Ever Sunshine Lifestyle has been consolidated to the Group's financial statements.

Selected Consolidated Statements of Financial Position

	As of December 31,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Non-Current Assets				
Investment properties	16,147,400	17,686,036	22,698,969	3,478,769
Right-of-use assets	—	142,090	117,325	17,981
Property, plant and equipment	134,143	172,475	235,207	36,047
Intangible assets	—	100,600	91,049	13,954
Goodwill	—	431,128	470,952	72,177
Interest in associates	5,779,492	8,019,593	16,861,861	2,584,193
Interests in joint ventures	8,511,247	12,872,071	17,825,596	2,731,892
Investments in property projects	582,722	417,688	286,531	43,913
Financial assets at fair value through profit or loss	564,553	526,458	905,388	138,757
Equity instruments at fair value through other comprehensive income	919,274	881,832	739,685	113,362
Deferred taxation assets	1,021,876	1,758,447	2,195,730	336,510
Deposits paid for acquisitions of equity interests	50,000	—	—	—
Prepayment of property, plant and equipment	—	13,368	12,448	1,908
	33,710,707	43,021,786	62,440,741	9,569,462
Current Assets				
Properties held for sale	10,238,165	15,552,823	12,904,429	1,977,690
Properties under development for sale	84,137,912	115,202,723	129,018,163	19,772,899
Accounts and other receivables, deposits and prepayments	16,740,132	24,596,795	30,384,186	4,656,580
Amounts due from non-controlling interests	13,416,613	18,766,941	26,359,618	4,039,788
Amounts due from joint ventures and associates	27,798,425	36,569,805	57,515,448	8,814,628
Deposits for land use rights for properties held for sale	7,950,061	8,713,034	5,704,636	874,274
Taxation recoverable	1,746,262	2,877,209	3,443,355	527,717
Financial assets at fair value through profit or loss ("FVTPL")	705,386	573,761	374,261	57,358
Derivative financial instruments	—	11,912	—	—
Restricted bank deposits	1,290,000	431,695	101,873	15,613
Bank balances and cash	43,327,561	58,536,676	51,052,696	7,824,168
	207,350,517	281,833,374	316,858,665	48,560,715
Current Liabilities				
Accounts and other payables and accrued charges	25,888,004	39,846,798	58,332,009	8,939,771
Contract liabilities	44,238,431	54,465,082	74,626,818	11,437,060
Amounts due to non-controlling interests	16,571,325	16,447,941	12,207,232	1,870,840
Amounts due to joint ventures and associates	15,519,116	29,170,655	32,425,022	4,969,352
Taxation payable	7,655,950	9,712,706	10,248,100	1,570,590
Lease liabilities — due within one year	—	66,570	65,824	10,088
Bank and other borrowings — due within one year	8,842,371	13,941,253	7,300,715	1,118,884
Senior notes — due within one year	—	3,190,356	3,637,114	557,412
Derivative financial instruments	74,949	19,260	266,362	40,822
Corporate bonds — due within one year	3,646,140	4,006,799	7,761,443	1,189,493
Debt component of convertible bonds	907,724	—	—	—
	123,344,010	170,867,420	206,870,639	31,704,312
Non-Current Liabilities				
Lease liabilities — due after one year	—	72,159	56,748	8,697
Bank and other borrowings — due after one year	41,061,189	51,140,979	54,260,449	8,315,778
Senior notes — due after one year	15,293,614	23,674,188	26,979,739	4,134,826
Corporate bonds — due after one year	8,113,997	7,744,996	4,775,653	731,901
Deferred taxation liabilities	3,802,243	3,157,208	2,650,025	406,134
Other payable	—	1,265	6,849	1,050
Derivative financial instruments — due after one year	—	—	57,054	8,744
	68,271,043	85,790,795	88,786,517	13,607,129
Equity attributable to equity owners of the Company	25,604,096	30,199,337	36,051,681	5,525,162
Perpetual capital instruments	3,883,572	3,883,572	3,536,877	542,050
Non-controlling interests	19,958,503	34,114,036	44,053,692	6,751,524
Total Equity	49,446,171	68,196,945	83,642,250	12,818,736

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 2020, in terms of contracted sales, we were ranked 14th according to the list of "China Real Estate Enterprises Sales Ranking in 2020" 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, 2020, we had projects in 89 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, Nanchang and Suqian, 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, 2020, we had a land bank with an aggregate total GFA of approximately 56.5 million sq.m. and an aggregate GFA attributable to us of approximately 30.8 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 2018, 2019 and 2020, 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 2018, 2019 and 2020, 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, 2018, 2019 and 2020, our outstanding total bank and other borrowings under IFRS (not including senior notes, the convertible bonds and onshore bonds) amounted to RMB49,903.6 million, RMB65,082.2 million and RMB61,561.2 million (US$9,434.7 million), respectively. As of 2020, our total indebtedness (including bank and other borrowings, onshore corporate bonds, convertible bonds and offshore senior notes) amounted to RMB104.7 billion (US$16.0 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 RMB575.4 million, RMB263.7 million in 2018, 2019 and recorded a net exchange gain of RMB858.6 million (US$131.6 million) in 2020, respectively. 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, 2018, 2019 and 2020, 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,						
	2018		2019		2020		
	RMB'000	%	RMB'000 (restated)	%	RMB'000	US$'000 (unaudited)	%
Sales of properties	39,014,007	92.1	50,644,448	89.7	64,320,123	9,857,490	89.6
Rental income	236,978	0.6	578,313	1	590,449	90,490	0.8
Property management income	—	—	1,639,801	2.9	2,668,279	408,932	3.7
Project management and other property related service income	3,116,662	7.3	3,588,541	6.4	4,219,812	646,714	5.9
Total	42,367,647	100.0	56,451,103	100	71,798,663	11,003,627	100

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.

	2018		2019		2020		
	RMB'000	%	RMB'000	%	RMB'000	US$'000 (unaudited)	%
The Yangtze River Delta Region:							
Shanghai	2,520,693	6.5	4,124,376	8.1	624,979	95,782	1.0
Suzhou	9,496,422	24.3	6,970,178	13.8	2,931,571	449,283	4.6
Wenzhou	—	—	4,488,288	8.9	2,525,558	387,059	3.9
Hangzhou	5,986,401	15.3	22,639	*	3,167,066	485,374	4.9
Hefei	33,304	0.1	4,546,833	9.0	2,148,957	329,342	3.3
Zhenjiang	53,606	0.1	4,042	*	—	—	—
Jiaxing	62,667	0.2	2,439,773	4.8	2,344,968	359,382	3.6
Nanjing	2,757,606	7.1	43,430	0.1	1,304	200	*
Ningbo	1,409,671	3.6	1,989,707	3.9	118,664	18,186	0.2
Nanchang	—	—	363,114	0.7	—	—	—
Jiangyin	—	—	—	—	2,244,580	343,997	3.5
Quzhou	—	—	—	—	1,876,082	287,522	2.9
Changzhou	—	—	—	—	1,477,011	226,362	2.3
Taizhou	—	—	—	—	737,596	113,042	1.1
Xuzhou	—	—	—	—	956,914	146,653	1.5
Wuxi	—	—	—	—	1,003,925	153,858	1.6
Sub-total	22,320,370	57.2	24,992,380	49.3	22,159,175	3,396,042	34.5
The Pan Bohai Rim:							
Beijing	53,697	0.1	—	—	1,092	167	*
Langfang	10,730	*	1,912	*	—	—	—
Shenyang	2,503,035	6.4	4,175,388	8.2	3,314,321	507,942	5.2
Tianjin	3,197,075	8.2	30,685	0.1	335,328	51,391	0.5
Linyi	—	—	821,346	1.6	4,033,085	618,097	6.3
Jinan	993,061	2.5	1,648,493	3.3	797,893	122,282	1.2
Qingdao	3,931,874	10.1	5,396,870	10.7	4,198,853	643,502	6.5
Zibo		—	472,366	0.9	10,070	1,543	*
Dalian		—	126,385	0.2	284,488	43,600	0.4
Weifang		—	—	—	1,444,818	221,428	2.2
Shijiazhuang		—	—	—	576,028	88,280	0.9
Jining		—	—	—	574,860	88,101	0.9
Sub total	10,689,472	27.4	12,673,445	25.0	15,570,836	2,386,335	24.2
The Central Western Region:							
Wuhan	1,423,858	3.6	2,292,751	4.5	7,564,539	1,159,316	11.8
Chongqing	1,585,112	4.1	2,200,978	4.3	1,763,305	270,238	2.7
Changsha	611,252	1.6	1,794,686	3.5	1,437,055	220,238	2.2
Chengdu	—	—	—	—	1,530,332	234,534	2.4
Guiyang	—	—	—	—	740,218	113,443	1.2
Kunming	—	—	—	—	664,551	101,847	1.0
Xi'an	584,031	1.5	261,998	0.5	3,993,105	611,970	6.2
Sub total	4,204,253	10.8	6,550,413	12.9	17,693,105	2,711,587	27.5

	2018		2019		2020		
	RMB'000	%	RMB'000	%	RMB'000	US$'000 (unaudited)	%
The South China Region:							
Foshan	566,731	1.5	4,053,168	8.0	1,960,487	300,458	3.1
Fuzhou		—	—	—	1,143,825	175,299	1.8
Dongguan		—	56,048	0.1	1,370,862	210,094	2.1
Nanning		—	710,095	1.4	670,349	102,735	1.0
Jiangmen		—	—	—	88,959	13,634	0.1
Hong Kong		—	—	—	1,563,660	239,641	2.4
Sub total	566,731	1.5	4,819,311	9.5	6,798,142	1,041,861	10.6
Other	1,233,181	3.2	1,608,899	3.2	2,024,817	310,317	3.2
Total	39,014,007	100	50,644,448	100	64,246,075	9,846,142	100

* 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. Gross profit margin is calculated by dividing gross profit by revenue.

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 2018, 2019 and 2020, our effective tax rate (calculated as income tax expense divided by profit before taxation) was 37.1%, 33.2% and 26.4%, 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 2018, 2019 and 2020, we made provisions for LAT in the amount of approximately RMB3,676.5 million, RMB2,631.6 million and RMB1,836.3 million (US$281.4 million), respectively, and made actual LAT payments of approximately RMB1,027.3 million, RMB1,778.0 million and RMB2,316.6 million (US$355.0 million), respectively.

Hong Kong Profits Tax

No provision for Hong Kong profits tax was made in 2018, 2019 and 2020, 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,			
	2018	2019[1]	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Revenue	42,367,647	56,451,103	71,798,663	11,003,627
Cost of sales and services	(31,754,818)	(42,334,889)	(56,189,600)	(8,611,433)
Gross profit	10,612,829	14,116,214	15,609,063	2,392,194
Other income, gains and losses	2,065,884	1,469,636	3,173,369	486,340
Change in fair value of investment properties	106,385	200,659	940,585	144,151
Selling and marketing expenses	(1,153,089)	(1,579,990)	(2,067,375)	(316,839)
Administrative expenses	(2,121,731)	(3,148,306)	(2,946,420)	(451,559)
Share of results of joint ventures	725,068	1,984,710	968,468	148,424
Share of results of associates	1,450,388	1,522,961	1,159,501	177,701
Finance costs	(368,741)	(729,158)	(667,424)	(102,287)
Profit before taxation	11,316,993	13,836,726	16,169,767	2,478,125
Income tax expense	(4,198,668)	(4,594,879)	(4,274,234)	(655,055)
Profit for the year	7,118,325	9,241,847	11,895,533	1,823,070
Other comprehensive (expense)/income	312,479	(28,629)	(148,906)	(22,821)
Profit and total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249
Attributable to:				
Equity owners of the Company	5,721,470	6,443,305	8,031,895	1,230,942
Owners of perpetual capital instruments	215,078	221,817	229,627	35,192
Non-controlling interests	1,494,256	2,576,725	3,634,011	556,937
Total comprehensive income for the year	7,430,804	9,213,218	11,746,627	1,800,249

Note:

(1) Restatement have been made to include the assets and liabilities of the companies comprising the Ever Sunshine Group as if the current group structure had been in existence as at December 31,2019 and January 1, 2019.

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,			
	2018	2019	2020	
	RMB' million	RMB' million (restated)	RMB' million	US$' million (unaudited)
Core net profit and total comprehensive income for the year[3]	8,483.6	10,492.4	12,410.4	1,902.0
Core net profit attributable to equity owners of the Company for the year[4]	5,335.6	6,903.3	8,026.0	1230.0

The Year Ended December 31, 2020 Compared to the Year Ended December 31, 2019

Revenue

Our revenue increased by RMB15,347.6 million, or 27.2%, to RMB71,798.7 million (US$11,003.6 million) for 2020, from RMB56,451.1 million for 2019, primarily due to the increase in revenue from sales of properties.

- *Sales of properties.* Revenue recognized from sales of property increased by RMB13,675.7 million, or 27.0%, to RMB64,320.1 million (US$9,857.5 million) for 2020, from RMB50,644.4 million for 2019, 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 2020 and 2019, respectively.

	Recognised revenue from sale of properties		% of recognised revenue from sale of properties		Total GFA delivered		Recognised ASP	
	(RMB'000)		(%)		(sq.m.)		(RMB/sq.m.)	
	2020	2019	2020	2019	2020	2019	2020	2019
Wuhan	7,564,539	2,292,751	11.8	5	564,868	127,947	13,392	17,920
Qingdao	4,198,853	5,396,870	6.5	11	339,247	465,019	12,377	11,606
Linyi	4,033,085	821,346	6.3	2	496,600	94,694	8,121	8,674
Xi'an	3,993,105	261,998	6.2	1	328,638	29,636	12,150	8,841
Shenyang	3,314,321	4,175,388	5.2	8	260,722	371,591	12,712	11,237
Hangzhou	3,167,066	22,639	4.9	*	182,254	863	17,377	26,233
Suzhou	2,931,571	6,970,178	4.6	14	149,626	284,920	19,593	24,464
Wenzhou	2,562,166	4,488,288	4	9	223,607	354,361	11,458	12,666
Jiaxing	2,344,968	2,439,773	3.7	5	166,589	164,605	14,076	14,822
Jiangyin	2,244,580	—	3.5	—	159,048	—	14,113	—
Hefei	2,148,957	4,546,833	3.3	9	165,747	365,808	12,965	12,430
Foshan	1,960,487	4,053,168	3	8	180,067	381,995	10,888	10,611
Quzhou	1,876,082	—	2.9	—	143,522	—	13,072	—
Chongqing	1,763,305	2,200,978	2.7	4	163,930	226,147	10,756	9,733
Hong Kong	1,601,100	—	2.5	—	2,450	—	653,510	—
Chengdu	1,530,332	—	2.4	—	80,671	—	18,970	—
Changzhou	1,477,011	—	2.3	—	68,115	—	21,684	—
Weifang	1,444,818	—	2.3	—	134,895	—	10,711	—
Changsha	1,437,055	1,794,686	2.2	4	202,979	126,183	7,080	14,223
Dongguan	1,370,862	56,048	2.1	0	82,085	2,253	16,701	24,877
Fuzhou	1,143,825	—	1.8	—	65,919	—	17,352	—
Wuxi	1,003,925	—	1.6	—	36,933	—	27,182	—
Xuzhou	956,914	—	1.5	—	90,699	—	10,550	—
Jinan	797,893	1,648,493	1.2	3	63,923	98,721	12,482	16,699
Guiyang	740,218	—	1.2	—	75,103	—	9,856	—
Taizhou	737,596	—	1.2	—	52,497	—	14,050	—
Nanning	670,349	710,095	1	1	66,811	62,156	10,034	11,424
Kunming	664,551	—	1	—	81,594	—	8,145	—
Shanghai	624,979	4,124,376	1	8	28,717	126,501	21,763	32,604
Shijiazhuang	576,028	—	0.9	—	40,732	—	14,142	—
Jining	574,860	—	0.9	—	64,228	—	8,950	—
Tianjin	335,328	30,685	0.5	0	26,580	1,914	12,616	16,032
Dalian	284,488	126,385	0.4	0	22,155	4,941	12,841	25,579
Ningbo	118,664	1,989,707	0.2	4	7,290	99,844	16,278	19,928
Jiangmen	88,959	—	0.1	—	9,751	—	9,123	—
Zibo	10,070	472,366	*	1	1,287	63,545	7,824	7,434
Nanjing	1,304	43,430	*	0	72	1,839	18,111	23,616
Beijing	1,092	—	*	—	47	—	23,234	—
Zhenjiang	—	4,042	—	*	—	315	—	12,832
Nanchang	—	363,114	—	1	—	43,974	—	8,257
Langfang	—	1,912	—	*	—	138	—	13,855
Other	2,024,817	1,608,899	3.1	3	304,392	410,217	6,652	3,922
Total	64,320,123	50,644,448	100	100	5,134,390	3,910,127	12,527	12,952

* Less than 0.1%

- *Rental income.* Our rental income increased by RMB12.1 million, or 2.1%, to RMB590.4 million (US$90.5 million) for 2020, from RMB578.3 million for 2019, primarily attributable to the new rental income from Shanghai Yangjing S2/S3 Office Project and Xi'an CIFI Center.

- *Property management income*. Our property management income increased by 62.7% to RMB2,668.3 million (US$408.9 million) for 2020, from RMB1,639.8 million for 2019, primarily due to the significant increase in the number of properties under management.

- *Project management and other related service income.* Our revenue generated from project management and other related service income increased by RMB631.3 million, or 17.6%, to RMB4,219.8 million (US$646.7 million) for 2020, from RMB3,588.5 million for 2019, primarily due to the increase in the number of projects being managed by us.

Cost of sales

Our cost of sales increased by RMB13,854.7 million, or 32.7%, to RMB56,189.6 million (US$8,611.4 million) for 2020, from RMB42,334.9 million for 2019.

Gross profit and gross profit margin

Our gross profit decreased by RMB1,492.8 million to RMB15,609.1 million (US$2,392.2 million) for 2020, from RMB14,116.2 million for 2019. Our gross profit margin was 25.1% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of us) for 2020, compared to 29.7% (as adjusted to exclude the effects of accounting treatment due to financial consolidation of certain projects as subsidiaries of us) for 2019. We sustained our profit margins in 2020 mainly because of reasonable profitability for property projects delivered, reasonable land costs, low finance cost as well as product premium achieved through improving quality and brand.

Other Income, Gains and Losses

We recognized other income and gains of RMB3,173.4 million (US$486.3 million) for 2020, as compared to other income and gains of RMB1,469.6 million in 2019, the increase was primarily due to the change in fair value of financial assets of FVTPL and the gains realized from disposal of joint ventures.

Change in fair value of investment properties

During 2020, we recognized a fair value gain on investment properties of approximately RMB940.6 million (US$144.2 million) as compared to a fair value gain on investment properties in 2019 of RMB200.7 million.

Selling and marketing expenses

Our selling and marketing expenses increased by RMB487.4 million, or 30.8%, to approximately RMB2,067.4 million (US$316.8 million) in 2020, from approximately RMB1,580.0 million in 2019. The increase was in line with our new property projects available for pre-sale in 2020.

Administrative and other expenses

Our administrative and other expenses decreased slightly to approximately RMB2,946.4 million (US$451.6 million) in 2020, from approximately RMB3,148.3 million in 2019.

Share of results of joint ventures and associates

Our share of results of joint ventures and associates amounted to profits of RMB2,128.0 million (US$326.1 million) 2020, as compared to profits of RMB3,507.7 million in 2019.

Finance costs

Our finance costs decreased by RMB61.7 million, or 8.5% to RMB667.4 million (US$102.3 million) in 2020, from RMB729.2 million in 2019. The increase in finance costs was primarily attributable to the changes in the total finance costs incurred, which was primarily due 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 decreased slightly to approximately RMB16,169.8 million (US$2,478.1 million) during 2020, from approximately RMB13,836.7 million in 2019.

Income tax expenses

Our income tax expenses decreased by RMB320.6 million, or 7.0%, to approximately RMB4,274.2 million (US$655.1 million) in 2020 from RMB4,594.9 million in 2019. Our effective income tax rate was 26.4% during the 2020, as compared to 33.2% in 2019.

Profit and total comprehensive income for the year

Our profit and total comprehensive income increased to approximately RMB11,746.6 million (US$1,800.2 million) in 2020 from approximately RMB9,213.2 million in 2019.

Profit attributable to equity owners and non-controlling interest

Our net profit attributable to equity owners increased to approximately RMB8,031.9 million (US$1,230.9 million) during 2020 from approximately RMB6,443.3 million in 2019. Our core net profit attributable to equity owners increased by RMB1,122.7 million, or 16.3% to approximately RMB8,026.0 million (US$1,230.0 million) in 2020 from approximately RMB6,903.3 million in 2019.

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

Revenue

Our revenue increased by RMB14,083.5 million, or 24.9%, to RMB56,451.1 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 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		%		sq.m.		RMB/sq.m.	
	2018	2019	2018	2019	2018	2019	2018	2019
Suzhou	9,496,422	6,970,178	24.3	13.8	435,536	284,920	21,804	24,464
Qingdao	3,931,874	5,396,870	10.1	10.7	378,480	465,019	10,389	11,606
Hefei	33,304	4,546,833	0.1	9.0	2,947	365,807	11,301	12,430
Wenzhou	—	4,488,288	—	8.9	—	354,361	—	12,666
Shenyang	2,503,035	4,175,388	6.4	8.2	233,253	371,591	10,731	11,237
Shanghai	2,520,693	4,124,376	6.5	8.1	75,908	126,501	33,207	32,604
Foshan	566,731	4,053,168	1.5	8.0	53,691	381,995	10,555	10,611
Jiaxing	62,667	2,439,773	0.2	4.8	3,897	164,605	16,081	14,822
Wuhan	1,423,858	2,292,751	3.6	4.5	70,957	127,947	20,066	17,920
Chongqing	1,585,112	2,200,978	4.1	4.3	208,021	226,147	7,620	9,733
Ningbo	1,409,671	1,989,707	3.6	3.9	63,789	99,844	22,099	19,928
Changsha	611,252	1,794,686	1.6	3.5	44,001	126,183	13,892	14,223
Jinan	993,061	1,648,493	2.5	3.3	80,840	98,721	12,284	16,699
Linyi	—	821,346	—	1.6	—	94,694	—	8,674
Nanning	—	710,095	—	1.4	—	62,156	—	11,424
Zibo	—	472,366	—	0.9	—	63,545	—	7,434
Nanchang	—	363,113	—	0.7	—	43,974	—	8,257
Xi'an	584,031	261,998	1.5	0.5	42,521	29,636	13,735	8,841
Dalian	—	126,385	—	0.2	—	4,941	—	25,579
Dongguan	—	56,048	—	0.1	—	2,253	—	24,877
Nanjing	2,757,606	43,430	7.1	0.1	89,472	1,839	30,821	23,616
Tianjin	3,197,075	30,685	8.2	0.1	184,671	1,914	17,312	16,032
Hangzhou	5,986,401	22,639	15.3	*	355,074	863	16,860	26,233
Zhenjiang	53,606	4,042	0.1	*	4,874	315	10,998	12,832
Langfang	10,730	1,912	*	*	1,136	138	9,445	13,855
Beijing	53,697	—	0.1	—	1,780	—	30,167	—
Others	1,233,181	1,608,899	3.2	3.2	333,590	410,217	3,697	3,922
Total	39,014,007	50,644,448	100.00	100.00	2,664,438	3,910,127	14,642	12,952

* Less than 0.1%

- *Rental income*. Our rental income increased by RMB341.3 million, or 144.0%, to RMB578.3 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 RMB3,588.5 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 RMB10,580.1 million, or 33.3%, to RMB42,334.9 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 RMB3,503.4 million, or 33.0%, to RMB14,116.2 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 29.7% (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 RMB1,469.6 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 RMB200.7 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 RMB426.9 million, or 37.0%, to approximately RMB1,580.0 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 RMB1,026.6 million, or 48.4%, to approximately RMB3,148.3 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 RMB3,507.7 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 RMB360.5 million to RMB729.2 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 RMB2,519.7 million, or 22.3%, to approximately RMB13,836.7 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 RMB396.2 million, or 9.4%, to approximately RMB4,594.9 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 33.2% 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 RMB1,782.4 million, or 24.0%, to approximately RMB9,213.2 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 RMB1,034.3 million, or 19.1%, to approximately RMB6,443.3 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 in the year ended December 31, 2019 from approximately RMB5,535.6 million in the year ended December 31, 2018.

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,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Net cash (used in) from operating activities	(2,838,411)	(11,591,130)	17,142,384	2,627,185
Net cash used in investing activities	(15,077,584)	(19,007,796)	(37,340,968)	(5,722,754)
Net cash from financing activities	31,046,589	44,605,992	13,115,239	2,009,998
Net increase/(decrease) in cash and cash equivalents	13,130,594	14,007,066	(7,083,345)	(1,085,570)
Effect of foreign exchange	410,097	41,927	(400,635)	(61,400)
Cash and cash equivalents at beginning of the year	29,786,870	44,487,683	58,536,676	8,971,138
Cash and cash equivalents at end of the year	43,327,561	58,536,676	51,052,696	7,824,168

Cash Flows from Operating Activities

For the year ended December 31, 2020, we had net cash outflow from operating activities of RMB17,142.4 million (US$2,627.2 million), which was primarily due to (i) an increase in properties under development for sale of RMB68,334.3 million (US$10,472.7 million), (ii) an increase in accounts and other receivables, deposits and prepayments of RMB11,040.4 million (US$1,692.0 million) and (iii) an increase in deposits for land use rights for properties held for sale of RMB5,936.8 million (US$909.9 million), partially offset by (i) an increase in contract liabilities of RMB25,707.0 million (US$3,939.8 million), (ii) a decrease in properties held for sale of RMB52,786.9 million (US$8,089.9 million), and (iii) an increase in accounts and other payables and accrued charges of RMB17,962.9 million (US$2,752.9 million).

For the year ended December 31, 2019, we had net cash outflow from operating activities of RMB11,591.1 million, which was primarily due to (i) an increase in properties under development for sale of RMB67,728.0 million, (ii) an increase in accounts and other receivables, deposits and prepayments of RMB9,481.0 million and (iii) an increase in deposits for land use rights for properties held for sale of RMB7,582.3 million, partially offset by (i) a decrease in properties held for sale of RMB40,145.0 million and (ii) an increase in accounts and other payables and accrued charges of RMB18,696.8 million.

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

Cash Flows from Investing Activities

For the year ended December 31, 2020, we had net cash outflow from investing activities of RMB37,341.0 million (US$5,722.8 million), which was primarily due to (i) advances to joint ventures of RMB36,085.2 million (US$5,530.3 million) and (ii) advances to non-controlling interests of RMB25,601.0 million (US$3,923.5 million), partially offset by (i) repayment from joint ventures of RMB25,856.5 million (US$3,962.7 million), (ii) repayment from associates of RMB18,449.9 million (US$2,827.6 million) and (iii) repayment from non-controlling interests of RMB16,320.6 million (US$2,501.2 million).

For the year ended December 31, 2019, we had net cash outflow from investing activities of RMB19,007.8 million, which was primarily due to (i) advances to joint ventures of RMB32,694.8 million, (ii) advances to associates of RMB12,004.9 million and (iii) advances to non-controlling interests of RMB22,718.1 million, partially offset by repayment from associates of RMB9,198.3 million, repayment from joint ventures of RMB25,522.1 million and repayment from non-controlling interests of RMB17,158.6 million.

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

Cash Flows from Financing Activities

For the year ended December 31, 2020, we had net cash inflow from financing activities of RMB37,341.0 million (US$5,722.8 million), which was primarily due to (i) new bank and other borrowings raised of RMB52,651.8 million (US$8,069.2 million), (ii) advances from non-controlling interests of RMB7,402.4 million (US$1,134.5 million), (iii) advances from joint ventures of RMB14,983.6 million (US$2,296.3 million) and (iv) net proceeds from issue of senior notes and corporate bonds of RMB10,307.5 million (US$1,579.7 million), partially offset by repayment of bank and other borrowings of RMB46,067.1 million (US$7,060.1 million), (ii) repayment to non-controlling interests of RMB9,085.2 million (US$1,392.4 million) and (iii) repayment to joint ventures of RMB12,890.3 million (US$1,975.5 million).

For the year ended December 31, 2019, we had net cash inflow from financing activities of RMB44,606.0 million, which was primarily due to (i) new bank and other borrowings raised of RMB43,265.6 million, (ii) advances from joint ventures of RMB11,738.6 million and (iii) net proceeds from issue of senior notes and corporate bonds of RMB13,307.9 million, partially offset by repayment of bank and other borrowings of RMB22,811.2 million and repayment to non-controlling interests of RMB3,960.0 million.

For the year ended December 31, 2018, we had net cash inflow from financing activities of RMB31,046.6 million, which was primarily due to (i) new bank and other borrowings raised of RMB32,531.5 million, (ii) advances from non-controlling interests of RMB20,600.4 million, (iii) advances from joint ventures of RMB10,479.2 million, (iv) net proceeds from issue of senior notes of RMB9,702.1 million, (v) advances from associates of RMB8,194.4 million, (vi) net proceeds from issue of corporate bonds of RMB6,847.5 million and (vii) capital contributions from non-controlling interests of RMB6,487.5 million, partially offset by (i) repayment of bank and other borrowings of RMB20,328.0 million, (ii) repayment to non-controlling interests of RMB19,148.7 million, (iii) repayment to joint ventures of RMB8,655.0 million and (iv) repayment to associates of RMB5,449.0 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,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Bank loans, secured	36,754,386	50,625,286	42,958,149	6,583,624
Bilateral loans	4,572,837	4,012,423	4,913,170	752,976
Syndicated loans	8,576,337	9,128,402	9,872,078	1,512,962
Asset-backed-securities	—	1,316,121	1,317,980	201,989
Commercial-mortgage-backed-securities	—	—	2,499,787	383,109
Total	49,903,560	65,082,232	61,561,164	9,434,661

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,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Within one year or on demand	8,842,371	13,941,253	7,300,715	1,118,883.5
More than one year, but not exceeding two years	18,182,914	15,245,682	19,290,463	2,956,392.8
More than two years, but not exceeding three years	18,095,805	27,950,438	29,138,994	4,465,746.2
More than three years, but not exceeding four years	3,706,300	6,488,359	1,314,955	201,525.7
More than four years, but not exceeding five years	660,000	1,115,000	134,970	20,685.1
More than five years	416,170	341,500	4,381,067	671,427.9
	49,903,560	65,082,232	61,561,164	9,434,661.1
Less: Amount due within one year shown under current liabilities	(8,842,371)	(13,941,253)	(7,300,715)	(1,118,883.5)
Amount due after one year	41,061,189	51,140,979	54,260,449	8,315,777.6

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,		
	2018	2019	2020
Bank loans	1.88%–10.0%	1.88%–10.60%	1.48%–10.50%

In 2018, 2019 and 2020, 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) was 5.8%, 6.0% and 5.4% 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, 2018, 2019 and 2020, our total bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB49,903.6 million, RMB65,082.2 million and RMB61,561.2 million (US$9,434.7 million), respectively. As of December 31, 2020, we also had outstanding 2017 Notes, January 2018 Notes, April 2018 Notes, September 2018 Notes, January 2019 Notes, February 2019 Notes, March 2019 Notes, July 2019 Notes, November 2019 Notes, January 2020 Notes, July 2020 Notes, August 2020 Notes, November 2020 Notes, January 2021 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 RMB46,690.8 million (US$7,155.7 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, 2020, we had un-utilized banking facilities of RMB15,292.1 million (US$2,343.6 million), out of total banking facilities available to us of RMB75,535.3 million (US$11,576.3 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, 2020, 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, 2020.

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,			
	2018	2019	2020	
	RMB in millions	RMB in millions (restated)	RMB in millions	US$ in millions (unaudited)
Mortgage guarantees	19,067.9	22,444.8	23,414.7	3,588.5

We did not experience any material default on mortgage guarantees in 2018, 2019 and 2020.

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, 2018, 2019 and 2020, 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,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Expenditure in respect of acquisition of land use rights and acquisition of equity interest contracted but not provided for in our consolidated financial statements	3,525,621	3,016,690	2,558,378	392,089

Subsequent to December 31, 2020, 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,			
	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Within one year	234,828	327,760	347,243	2,265,761
In the second to fifth year inclusive	635,208	924,135	866,808	5,655,922
After five years	431,072	355,049	474,837	3,098,311
	1,301,108	1,606,944	1,688,888	11,019,994

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 loan prime rate rates, which directly affect the property mortgage rates offered by commercial banks in China, as of December 31, 2018, 2019 and 2020 were 4.31%, 4.15% and 3.85%, 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 gain of RMB858.6 million (US$131.6 million) for the year ended December 31, 2020 as compared to a net exchange loss of RMB263.7 million for the year ended December 31, 2019. 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, 2020. 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 2.1%, 2.9%, and 2.5% in 2018, 2019 and 2020, 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.

	2018	2019	2020	
	RMB'000	RMB'000 (restated)	RMB'000	US$'000 (unaudited)
Profit for the year	7,118,325	9,241,847	11,895,533	1,823,070
Adjustments:				
Change in fair value of investment properties	(79,789)	(150,494)	(705,439)	(108,113)
Interest expense (excluding interest capitalized in cost of sales)	368,741	729,158	667,424	102,287
Interest capitialized into costs of sales	1,799,595	3,849,323	4,776,116	731,972
Income tax expense	4,198,688	4,594,879	4,274,234	655,055
Depreciation	30,700	99,298	148,883	22,817
Amortization	78,929	53,673	121,297	18,590
Change in fair value of investment properties from joint venture	(175,122)	(711,463)	(40,074)	(6,142)
Gain from business combination and re-measurement	(903,376)	(260,671)	—	—
Change in fair value of financial assets at FVTPL	(72,196)	133,432	(401,095)	(61,470)
Change in fair value of derivative financial instrument	(14,948)	(23,462)	244,099	37,410
Change in fair value of investment in property projects	(247,618)	185,699	80,927	12,403
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	3,036,605	465,380
Exchange loss (gain)	575,387	263,652	(858,619)	(131,589)
Exchange loss (gain) from joint venture	5,548	82,255	—	—
Loss on early redemption of senior note	—	44,043	42,545	6,520
EBITDA	16,652,424	20,787,202	23,282,436	3,568,189
EBITDA margin	39.3%	36.8%	32.4%	32.4%

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.

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 mark et 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
Nationwide	18.9	11.1	10.0	26.3	(6.3)	14.4	34.8	13.7	11.9	6.8
First-tier cities										
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
Second-tier cities										
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
Residential												
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
Commercial												
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
Nominal GDP (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
Per capita disposable income of urban households (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
Residential												
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
Commercial												
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
Nominal GDP (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
Per capita disposable income of urban households (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
Residential												
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
Residential												
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
Residential												
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
Residential												
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
Commercial												
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
Nominal GDP (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
Residential												
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
Commercial												
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
Residential												
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

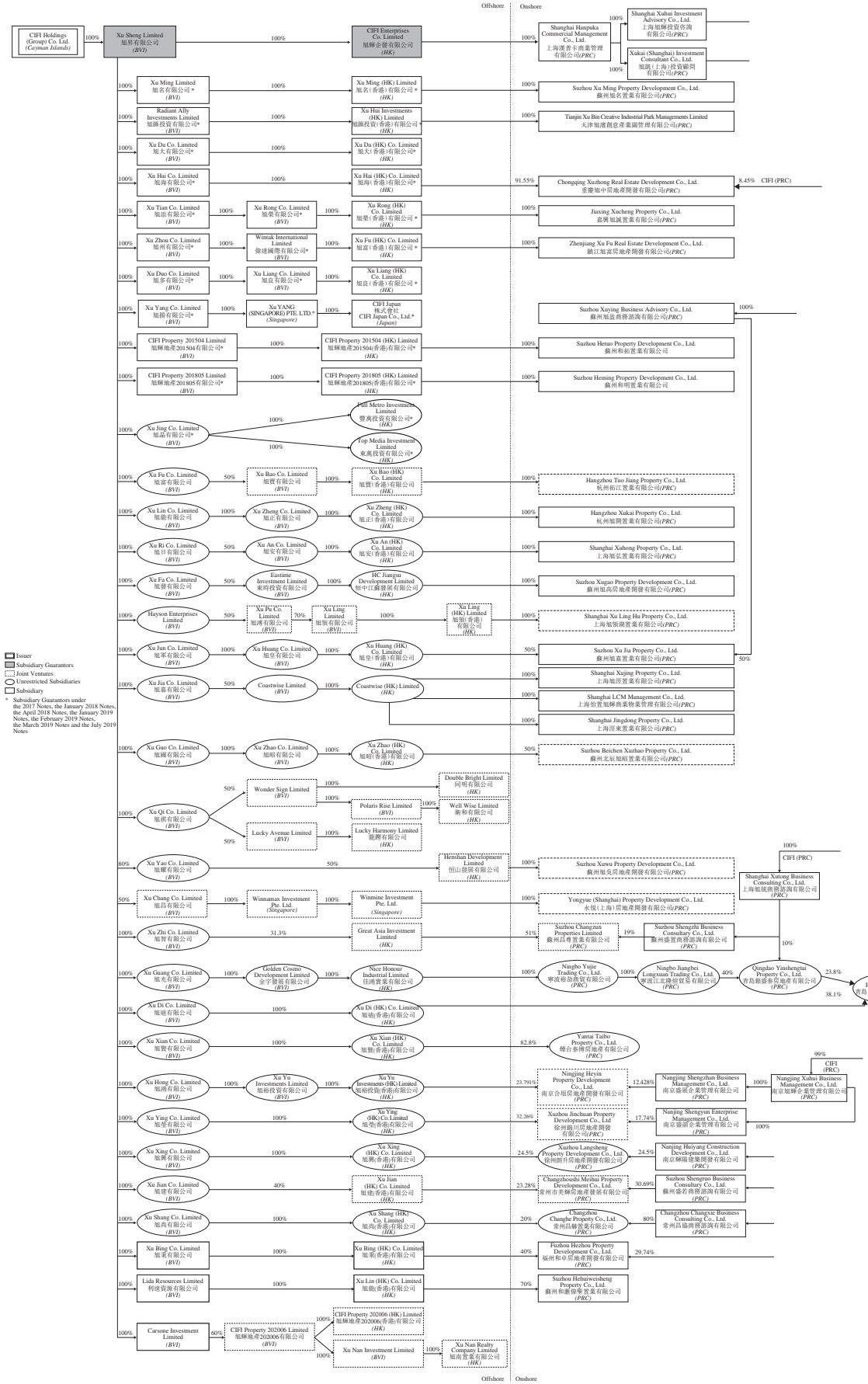
Source: CEIC Data Company Ltd.; China Real Estate Statistics Yearbook 2014 and Hefei Bureau of Statistics

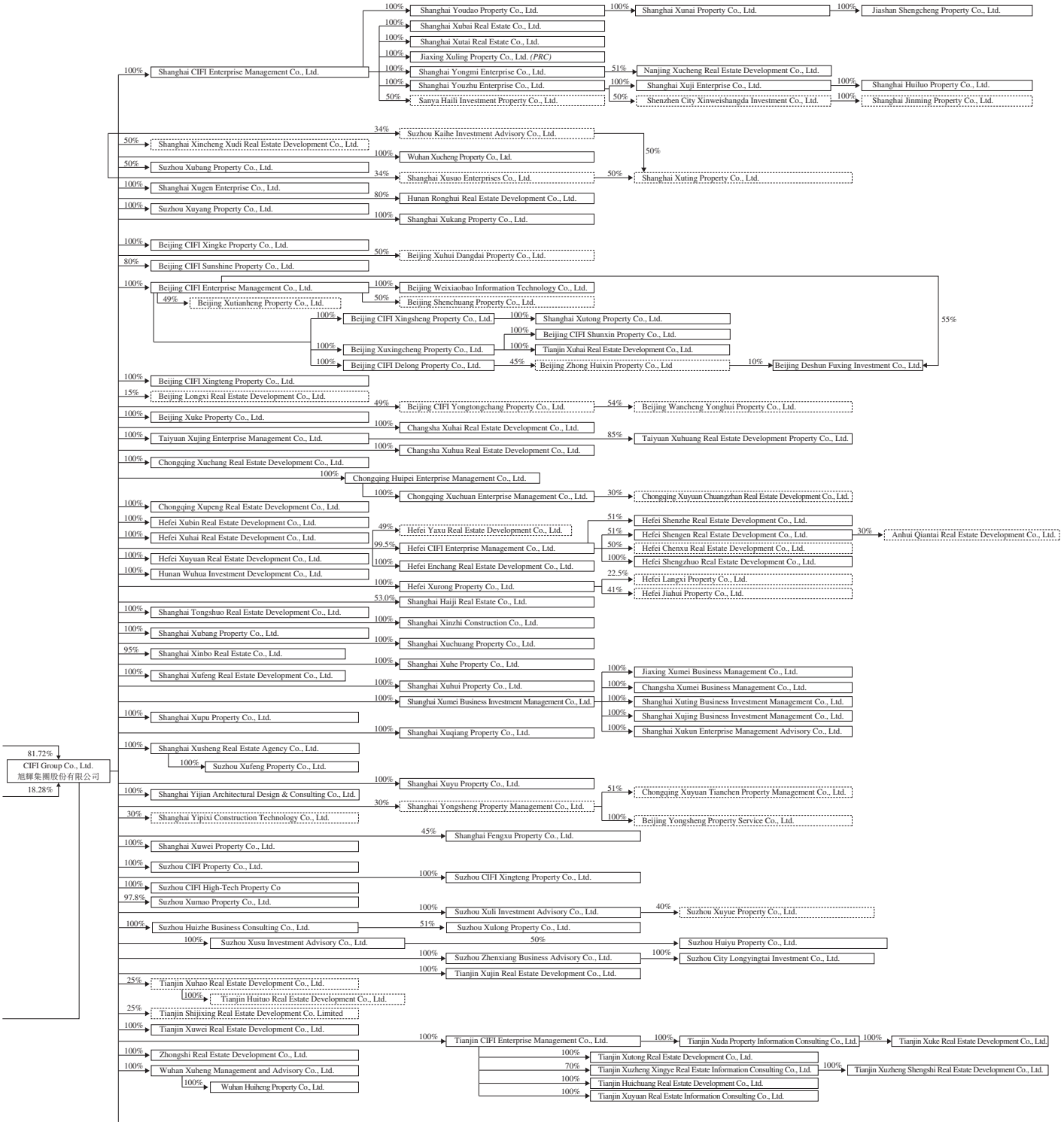
Competition in the real estate market of the PRC

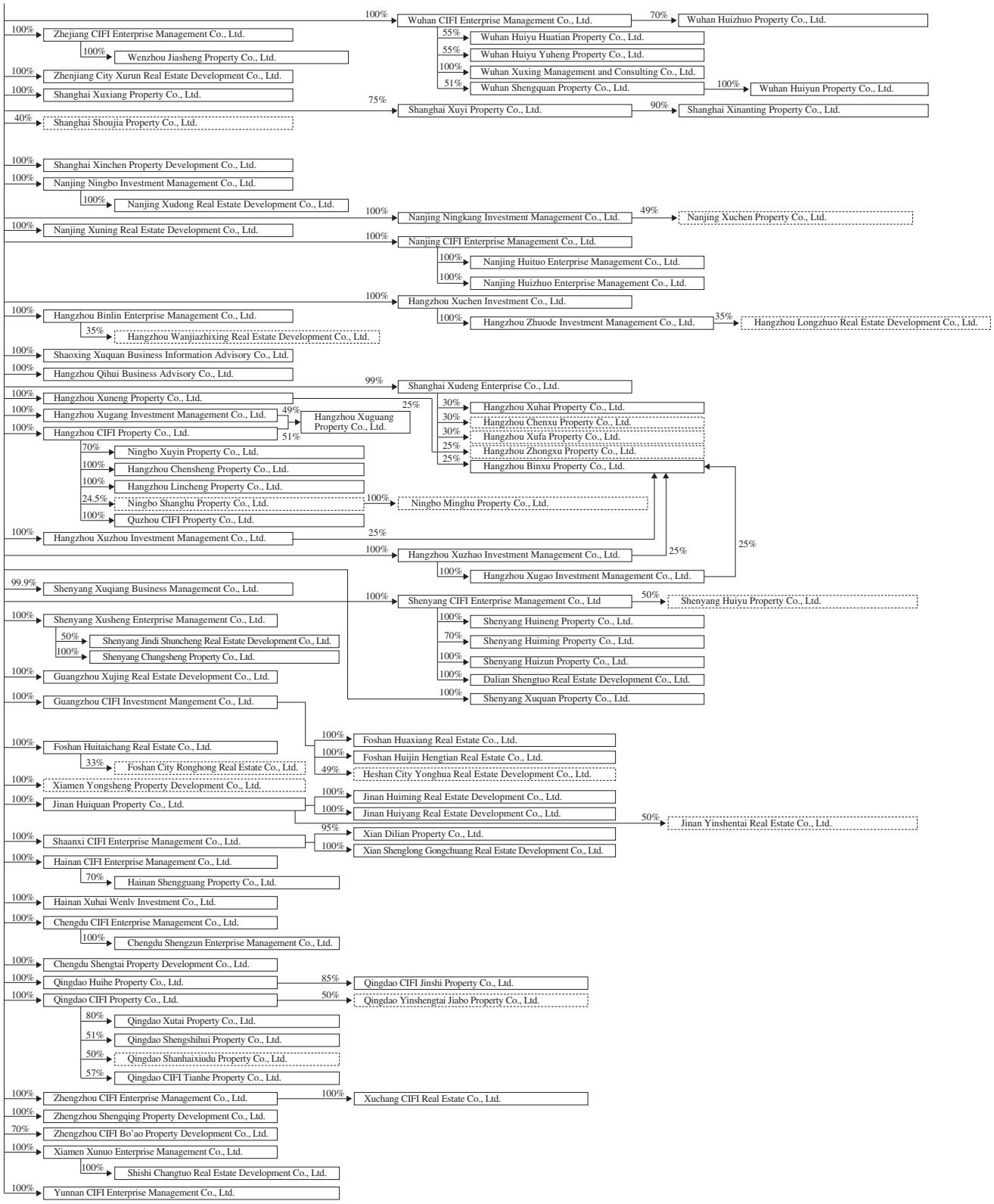
While our Directors believe that there is no reliable and consistent industry source publishing respective market share of major PRC real estate developers over the years, the real estate market in the PRC is highly fragmented. Competition in the real estate market in the PRC has intensified over the 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 memorandum:




CIFI Group Co., Ltd.
旭輝集團股份有限公司
81.72%
18.28%
Shanghai CIFI Enterprise Management Co., Ltd.
Shanghai Youdao Property Co., Ltd.
Shanghai Xunai Property Co., Ltd.
Jiashan Shengcheng Property Co., Ltd.
Shanghai Xubai Real Estate Co., Ltd.
Shanghai Xutai Real Estate Co., Ltd.
Jiaxing Xuling Property Co., Ltd. (PRC)
Shanghai Yongmi Enterprise Co., Ltd.
Nanjing Xucheng Real Estate Development Co., Ltd.
Shanghai Youzhu Enterprise Co., Ltd.
Shanghai Xuji Enterprise Co., Ltd.
Shanghai Huiluo Property Co., Ltd.
Sanya Haili Investment Property Co., Ltd.
Shenzhen City Xinweishangda Investment Co., Ltd.
Shanghai Jinming Property Co., Ltd.
Shanghai Xincheng Xudi Real Estate Development Co., Ltd.
Suzhou Kaihe Investment Advisory Co., Ltd.
Wuhan Xucheng Property Co., Ltd.
Suzhou Xubang Property Co., Ltd.
Shanghai Xusuo Enterprises Co., Ltd.
Shanghai Xuting Property Co., Ltd.
Shanghai Xugen Enterprise Co., Ltd.
Hunan Ronghui Real Estate Development Co., Ltd.
Suzhou Xuyang Property Co., Ltd.
Shanghai Xukang Property Co., Ltd.
Beijing CIFI Xingke Property Co., Ltd.
Beijing Xuhui Dangdai Property Co., Ltd.
Beijing CIFI Sunshine Property Co., Ltd.
Beijing CIFI Enterprise Management Co., Ltd.
Beijing Weixiaobao Information Technology Co., Ltd.
Beijing Xutianheng Property Co., Ltd.
Beijing Shenchuang Property Co., Ltd.
Beijing CIFI Xingsheng Property Co., Ltd.
Shanghai Xutong Property Co., Ltd.
Beijing CIFI Shunxin Property Co., Ltd.
Beijing Xuxingcheng Property Co., Ltd.
Tianjin Xuhai Real Estate Development Co., Ltd.
Beijing CIFI Delong Property Co., Ltd.
Beijing Zhong Huixin Property Co., Ltd
Beijing Deshun Fuxing Investment Co., Ltd.
Beijing CIFI Xingteng Property Co., Ltd.
Beijing Longxi Real Estate Development Co., Ltd.
Beijing CIFI Yongtongchang Property Co., Ltd.
Beijing Wancheng Yonghui Property Co., Ltd.
Beijing Xuke Property Co., Ltd.
Changsha Xuhai Real Estate Development Co., Ltd.
Taiyuan Xujing Enterprise Management Co., Ltd.
Taiyuan Xuhuang Real Estate Development Property Co., Ltd.
Changsha Xuhua Real Estate Development Co., Ltd.
Chongqing Xuchang Real Estate Development Co., Ltd.
Chongqing Huipei Enterprise Management Co., Ltd.
Chongqing Xuchuan Enterprise Management Co., Ltd.
Chongqing Xuyuan Chuangzhan Real Estate Development Co., Ltd.
Chongqing Xupeng Real Estate Development Co., Ltd.
Hefei Xubin Real Estate Development Co., Ltd.
Hefei Yaxu Real Estate Development Co., Ltd.
Hefei Shenzhe Real Estate Development Co., Ltd.
Hefei Xuhai Real Estate Development Co., Ltd.
Hefei Shengen Real Estate Development Co., Ltd.
Anhui Qiantai Real Estate Development Co., Ltd.
Hefei CIFI Enterprise Management Co., Ltd.
Hefei Chenxu Real Estate Development Co., Ltd.
Hefei Xuyuan Real Estate Development Co., Ltd.
Hefei Enchang Real Estate Development Co., Ltd.
Hefei Shengzhuo Real Estate Development Co., Ltd.
Hunan Wuhua Investment Development Co., Ltd.
Hefei Xurong Property Co., Ltd.
Hefei Langxi Property Co., Ltd.
Hefei Jiahui Property Co., Ltd.
Shanghai Haiji Real Estate Co., Ltd.
Shanghai Tongshuo Real Estate Development Co., Ltd.
Shanghai Xinzhi Construction Co., Ltd.
Shanghai Xubang Property Co., Ltd.
Shanghai Xuchuang Property Co., Ltd.
Shanghai Xinbo Real Estate Co., Ltd.
Shanghai Xuhe Property Co., Ltd.
Shanghai Xufeng Real Estate Development Co., Ltd.
Jiaxing Xumei Business Management Co., Ltd.
Shanghai Xuhui Property Co., Ltd.
Changsha Xumei Business Management Co., Ltd.
Shanghai Xumei Business Investment Management Co., Ltd.
Shanghai Xuting Business Investment Management Co., Ltd.
Shanghai Xujing Business Investment Management Co., Ltd.
Shanghai Xupu Property Co., Ltd.
Shanghai Xukun Enterprise Management Advisory Co., Ltd.
Shanghai Xuqiang Property Co., Ltd.
Shanghai Xusheng Real Estate Agency Co., Ltd.
Suzhou Xufeng Property Co., Ltd.
Shanghai Xuyu Property Co., Ltd.
Shanghai Yijian Architectural Design & Consulting Co., Ltd.
Chongqing Xuyuan Tianchen Property Management Co., Ltd.
Shanghai Yongsheng Property Management Co., Ltd.
Shanghai Yipixi Construction Technology Co., Ltd.
Beijing Yongsheng Property Service Co., Ltd.
Shanghai Fengxu Property Co., Ltd.
Shanghai Xuwei Property Co., Ltd.
Suzhou CIFI Property Co., Ltd.
Suzhou CIFI Xingteng Property Co., Ltd.
Suzhou CIFI High-Tech Property Co
Suzhou Xumao Property Co., Ltd.
Suzhou Xuli Investment Advisory Co., Ltd.
Suzhou Xuyue Property Co., Ltd.
Suzhou Huizhe Business Consulting Co., Ltd.
Suzhou Xulong Property Co., Ltd.
Suzhou Xusu Investment Advisory Co., Ltd.
Suzhou Huiyu Property Co., Ltd.
Suzhou Zhenxiang Business Advisory Co., Ltd.
Suzhou City Longyingtai Investment Co., Ltd.
Tianjin Xujin Real Estate Development Co., Ltd.
Tianjin Xuhao Real Estate Development Co., Ltd.
Tianjin Huituo Real Estate Development Co., Ltd.
Tianjin Shijixing Real Estate Development Co. Limited
Tianjin Xuwei Real Estate Development Co., Ltd.
Tianjin CIFI Enterprise Management Co., Ltd.
Tianjin Xuda Property Information Consulting Co., Ltd.
Tianjin Xuke Real Estate Development Co., Ltd.
Zhongshi Real Estate Development Co., Ltd.
Tianjin Xutong Real Estate Development Co., Ltd.
Wuhan Xuheng Management and Advisory Co., Ltd.
Tianjin Xuzheng Xingye Real Estate Information Consulting Co., Ltd.
Tianjin Xuzheng Shengshi Real Estate Development Co., Ltd.
Wuhan Huiheng Property Co., Ltd.
Tianjin Huichuang Real Estate Development Co., Ltd.
Tianjin Xuyuan Real Estate Information Consulting Co., Ltd.


100% Wuhan CIFI Enterprise Management Co., Ltd.
70% Wuhan Huizhuo Property Co., Ltd.
100% Zhejiang CIFI Enterprise Management Co., Ltd.
100% Wenzhou Jiasheng Property Co., Ltd.
55% Wuhan Huiyu Huatian Property Co., Ltd.
55% Wuhan Huiyu Yuheng Property Co., Ltd.
100% Wuhan Xuxing Management and Consulting Co., Ltd.
51% Wuhan Shengquan Property Co., Ltd.
100% Wuhan Huiyun Property Co., Ltd.
100% Zhenjiang City Xurun Real Estate Development Co., Ltd.
100% Shanghai Xuxiang Property Co., Ltd.
75% Shanghai Xuyi Property Co., Ltd.
90% Shanghai Xinanting Property Co., Ltd.
40% Shanghai Shoujia Property Co., Ltd.
100% Shanghai Xinchen Property Development Co., Ltd.
100% Nanjing Ningbo Investment Management Co., Ltd.
100% Nanjing Xudong Real Estate Development Co., Ltd.
100% Nanjing Ningkang Investment Management Co., Ltd.
49% Nanjing Xuchen Property Co., Ltd.
100% Nanjing Xuning Real Estate Development Co., Ltd.
100% Nanjing CIFI Enterprise Management Co., Ltd.
100% Nanjing Huituo Enterprise Management Co., Ltd.
100% Nanjing Huizhuo Enterprise Management Co., Ltd.
100% Hangzhou Xuchen Investment Co., Ltd.
100% Hangzhou Binlin Enterprise Management Co., Ltd.
100% Hangzhou Zhuode Investment Management Co., Ltd.
35% Hangzhou Longzhuo Real Estate Development Co., Ltd.
35% Hangzhou Wanjiazhixing Real Estate Development Co., Ltd.
100% Shaoxing Xuquan Business Information Advisory Co., Ltd.
100% Hangzhou Qihui Business Advisory Co., Ltd.
99% Shanghai Xudeng Enterprise Co., Ltd.
100% Hangzhou Xuneng Property Co., Ltd.
100% Hangzhou Xugang Investment Management Co., Ltd.
49% Hangzhou Xuguang Property Co., Ltd.
51%
100% Hangzhou CIFI Property Co., Ltd.
25%
30% Hangzhou Xuhai Property Co., Ltd.
30% Hangzhou Chenxu Property Co., Ltd.
30% Hangzhou Xufa Property Co., Ltd.
25% Hangzhou Zhongxu Property Co., Ltd.
25% Hangzhou Binxu Property Co., Ltd.
70% Ningbo Xuyin Property Co., Ltd.
100% Hangzhou Chensheng Property Co., Ltd.
100% Hangzhou Lincheng Property Co., Ltd.
24.5% Ningbo Shanghu Property Co., Ltd.
100% Ningbo Minghu Property Co., Ltd.
100% Quzhou CIFI Property Co., Ltd.
100% Hangzhou Xuzhou Investment Management Co., Ltd.
25%
100% Hangzhou Xuzhao Investment Management Co., Ltd.
25%
25%
100% Hangzhou Xugao Investment Management Co., Ltd.
99.9% Shenyang Xuqiang Business Management Co., Ltd.
100% Shenyang CIFI Enterprise Management Co., Ltd
50% Shenyang Huiyu Property Co., Ltd.
100% Shenyang Xusheng Enterprise Management Co., Ltd.
100% Shenyang Huineng Property Co., Ltd.
50% Shenyang Jindi Shuncheng Real Estate Development Co., Ltd.
70% Shenyang Huiming Property Co., Ltd.
100% Shenyang Changsheng Property Co., Ltd.
100% Shenyang Huizun Property Co., Ltd.
100% Guangzhou Xujing Real Estate Development Co., Ltd.
100% Dalian Shengtuo Real Estate Development Co., Ltd.
100% Guangzhou CIFI Investment Mangement Co., Ltd.
100% Shenyang Xuquan Property Co., Ltd.
100% Foshan Huitaichang Real Estate Co., Ltd.
100% Foshan Huaxiang Real Estate Co., Ltd.
100% Foshan Huijin Hengtian Real Estate Co., Ltd.
33% Foshan City Ronghong Real Estate Co., Ltd.
49% Heshan City Yonghua Real Estate Development Co., Ltd.
100% Xiamen Yongsheng Property Development Co., Ltd.
100% Jinan Huiquan Property Co., Ltd.
100% Jinan Huiming Real Estate Development Co., Ltd.
100% Jinan Huiyang Real Estate Development Co., Ltd.
50% Jinan Yinshentai Real Estate Co., Ltd.
95% Xian Dilian Property Co., Ltd.
100% Shaanxi CIFI Enterprise Management Co., Ltd.
100% Xian Shenglong Gongchuang Real Estate Development Co., Ltd.
100% Hainan CIFI Enterprise Management Co., Ltd.
70% Hainan Shengguang Property Co., Ltd.
100% Hainan Xuhai Wenlv Investment Co., Ltd.
100% Chengdu CIFI Enterprise Management Co., Ltd.
100% Chengdu Shengzun Enterprise Management Co., Ltd.
100% Chengdu Shengtai Property Development Co., Ltd.
100% Qingdao Huihe Property Co., Ltd.
85% Qingdao CIFI Jinshi Property Co., Ltd.
100% Qingdao CIFI Property Co., Ltd.
50% Qingdao Yinshengtai Jiabo Property Co., Ltd.
80% Qingdao Xutai Property Co., Ltd.
51% Qingdao Shengshihui Property Co., Ltd.
50% Qingdao Shanhaixiudu Property Co., Ltd.
57% Qingdao CIFI Tianhe Property Co., Ltd.
100% Zhengzhou CIFI Enterprise Management Co., Ltd.
100% Xuchang CIFI Real Estate Co., Ltd.
100% Zhengzhou Shengqing Property Development Co., Ltd.
70% Zhengzhou CIFI Bo'ao Property Development Co., Ltd.
100% Xiamen Xunuo Enterprise Management Co., Ltd.
100% Shishi Changtuo Real Estate Development Co., Ltd.
100% Yunnan CIFI Enterprise Management Co., Ltd.

OVERVIEW

Headquartered in Shanghai, we are engaged in property development and property investment business in the PRC. In 2020, in terms of contracted sales, we were ranked 14th according to the list of "China Real Estate Enterprises Sales Ranking in 2020" 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, 2020, we had projects in 89 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, Nanchang and Suqian, 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, 2020, we had a land bank with an aggregate total GFA of approximately 56.5 million sq.m. and an aggregate GFA attributable to us of approximately 30.8 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, 2020, projects in first- and second-tier cities in aggregate accounted for approximately 65.2% 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 2018, 2019 and 2020, our average asset turnover rate was approximately 83.6%, 67.8% and 69.8%, 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, 2020, our property development projects covered 89 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, 2020, approximately 90% of our aggregate total salable resources was located in first-tier and second-tier cities.

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.

As of December 31, 2020, the total GFA of our land bank was approximately 56.5 million sq.m. and the attributable GFA of our land bank was approximately 30.8 million sq.m. During 2020, we acquired 60 new projects with an aggregate contracted land cost attributable to us of approximately RMB55.5 billion (US$8.5 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.

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, 2020, our net debt-to-equity ratio was approximately 64.0%. 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 30 years of experience in the real estate business. Our Vice Chairman, Mr. Lin Wei, and our Chief Executive Officer, Mr. Lin Feng, have about 25 years and 21 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, 2020 and as of the date of this offering memorandum, we have purchased 19 projects. The following table sets forth certain information concerning such projects. We expect to continue to acquire projects in the ordinary course of business from time to time.

	City	Project	Intended Primary Use	The Group's equity interest	Planned GFA (excluding carparks)	Attributable Planned GFA (excluding carparks)	Total consideration	Attributable consideration	Average land cost (excluding carparks)
				(%)	(sq.m.)	(sq.m.)	(RMB)	(RMB)	(RMB/sq.m.)
1	Putian	Hanjiang District, PS Auction, No. 2020-30 Project	Residential	100.00	108,400	108,400	304,000,000	304,000,000	2,806
2	Lu'an	Jin'an District, Liukaichu, No. 2020-8, 387 acres Project	Residential/Commercial	100.00	502,600	502,600	1,070,000,000	1,070,000,000	2,004
3	Harbin	Daoli District, Chengxiang Road Project	Residential/Commercial	80.00	55,000	44,000	355,675,000	284,540,000	6,470
4	Tianjin	Nankai District, Liuma Road Project	Residential	60.00	37,300	22,400	1,270,000,000	762,000,000	34,048
5	Chengdu	Wenjiang District, Wansheng TOD Project	Residential/Commercial	50.00	513,700	256,900	2,811,240,000	1,405,620,000	5,472
6	Nanjing	Pukou District, East of Xinpu Road, 17-08-02 Project	Residential	33.00	65,400	21,600	1,540,000,000	508,200,000	23,554
7	Nanjing	Jiangning District, Zhengfang New City, 2021G03 Project	Residential	34.00	115,900	39,400	1,530,000,000	520,200,000	13,200
8	Dalian	Development Zone, Xiaoyaowan Area Project	Residential	100.00	65,800	65,800	219,790,000	219,790,000	3,338
9	Changsha	Yuelu District, 2021-007 Project	Residential/Commercial	70.00	262,800	184,000	1,051,160,000	735,810,000	4,000
10	Ningbo	Cicheng District, Cixi City Project	Residential/Commercial	50.00	169,600	84,800	1,522,300,000	761,150,000	8,978
11	Suzhou	Xiangcheng District, Taiping Street, Shengze Danghu Road Project	Residential	40.00	47,900	19,200	547,500,000	219,000,000	11,426
12	Chongqing	Yubei District, Two Road Group E Zone Project	Residential	100.00	154,000	154,000	1,900,000,000	1,900,000,000	12,338
13	Shenyang	Huanggu District, Xiyao Phase II, Phase 1B Plot Project	Residential/Commercial	100.00	311,700	311,700	1,980,160,000	1,980,160,000	6,353
14	Dezhou	Development Zone, No. 2020-014 Linzhuang Plot Project	Residential/Commercial	100.00	154,200	154,200	946,650,000	946,650,000	6,140
15	Zibo	Huantai County, Plot 033 Project	Residential	100.00	140,000	140,000	550,360,000	550,360,000	3,931
16	Wenzhou	Longwan District, Puzhou E10a Project	Residential/Commercial	70.00	76,200	53,300	956,370,000	669,460,000	12,551
17	Dalian	Zhongshan District, Donggang D18 Project	Commercial/Office	55.00	156,000	85,800	1,160,740,000	638,410,000	7,389
18	Dalian	Longwan District, Jinhai Park, C-10 Plot Project	Residential/Commercial	50.00	342,100	171,100	2,225,500,000	1,112,750,000	6,505
19	Changzhou	Economic Development Zone, Jinyi Tianzhang Project	Residential/Commercial	40.00	206,200	82,500	1,250,000,000	500,000,000	6,062
	Total				**3,484,800**	**2,501,700**	**23,191,445,000**	**15,088,100,000**	**6,655**

Issuance of the January 2021 Notes

On January 12, 2021, we issued 4.375% senior notes due 2027 in the aggregate principal amount of US$419,000,000. For details, see "Description of Other Material Indebtedness and Obligations."

Proposed Collaboration in Relation to a Project in Beijing

On February 5, 2021, our PRC wholly-owned subsidiary, CIFI Group Co., Ltd. (旭輝集團股份有限公司) ("**CIFI PRC**") entered into a cooperation agreement (the "**Framework Cooperation Agreement**") with Minhang Real Estate Development Co., Ltd. (民航房地產開發有限公司) ("**Minhang Real Estate**"), among others. Pursuant to the Framework Cooperation Agreement, CIFI PRC and Minhang Real Estate agreed to form a joint venture (the "**Joint Venture**") and jointly develop a complex projects located in Wukesong, Beijing (the "**Potential Transaction**").

On February 24, 2021, CIFI PRC and Minhang Real Estate, among others, entered into another cooperation agreement (the "**Cooperate Agreement**"), stipulating the terms of the consideration amount and other ancillary matters for the Proposed Transaction. Pursuant to the Cooperation Agreement, CIFI PRC will acquire 50% equity interest in the Joint Venture in consideration of RMB2,564,000,000. CIFI PRC will also assume liabilities and obligations under certain existing debt of the Joint Venture in the sum of RMB754,000,000.

Redemption of December 2017 Perpetual Securities

On March 1, 2021, we redeemed the December 2017 Perpetual Securities in an aggregate principal amount of US$246,908,000 at the redemption price equal to 100% of the principal amount thereof plus any distribution accrued to the date fixed for redemption (including any arrears of distribution and any additional distribution amount). Upon completion of the redemption, no December 2017 Perpetual Securities remain outstanding.

Redemption of January 2019 Notes

On March 2, 2021, we redeemed the January 2019 Notes in full. Upon completion of the redemption, no January 2019 Notes remain outstanding.

Concurrent Offer to Purchase

We are concurrently conducting an offer to purchase for cash of our February 2019 Notes (the "Concurrent Offer to Purchase"). We intend to finance the Concurrent Offer to Purchase with proceeds from this offering.

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 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. The COVID-19 outbreak affected our business operation and financial condition in early 2020. As the COVID-19 outbreak has stabilized in the PRC, we have resumed our normal operation, as shown by the increase in our aggregated contracted sales (including contracted sales by joint ventures and associated companies) and contracted GFA for the year ended December 31, 2020 of 15.2% and 27.8%, respectively, as compared to 2019. Given the uncertainties as to the development of the COVID-19 outbreak at the moment, particularly in view of the new rounds of COVID-19 outbreak recently, 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."

OVERVIEW OF OUR PROPERTY DEVELOPMENTS

As of December 31, 2020, our property portfolio consisted over 300 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, 2020, approximately 93.0% 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, 2020, we had a land bank with an aggregate GFA of approximately 56.5 million sq.m., comprising completed unsold and undelivered projects with an aggregate GFA of approximately 6.8 million sq.m. and projects under development or for future development with an aggregate GFA of approximately 49.7 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, 2020.

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded)[(1)(2)(3)]	Interest attributable to us[(4)]
		(sq.m.)	(%)
Completed projects			
Yangtze River Delta			
Shanghai LCMART	Investment properties	2,241	50.0
Shanghai LCM	Investment properties	131,937	50.0
Shanghai Jiuting Center	Investment properties	67,511	34.0
Shanghai CIFI U Block	Investment properties	5,407	100.0
Shanghai CIFI Haishang International	Investment properties	29,585	100.0
Shanghai CIFI Pure Center	Investment properties	29,663	45.0
Shanghai CIFI Pure Center	Office/Commercial	6,918	45.0
Shanghai CIFI Luxury Courtyard	Residential/Commercial	3,590	100.0
Shanghai CIFI Pebble Beach	Residential	10,047	100.0
Shanghai CIFI Park Mansion West	Residential	6,276	67.5
Shanghai Changning District, Huashanliyuan Project	Residential	9,865	100.0
Shanghai Henderson CIFI Center	Office	15,979	50.0
Shanghai Henderson CIFI Center	Investment properties	10,740	100.0
Shanghai Yangjing S2/S3 Office Project	Investment properties	46,871	100.0
Shanghai Pudong New Area, Pujiang Overseas Chinese Town Project (First Phase)	Office/Commercial	21,136	30.0
Shanghai Pudong New Area, Pujiang Overseas Chinese Town Project (Second Phase)	Office/Commercial	63,470	30.0

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded)[(1)(2)(3)]	Interest attributable to us[(4)]
		(sq.m.)	(%)
Shanghai Gaohe Building	Investment properties	1,022	100.0
Shanghai Office Park	Investment properties	37,924	50.0
Shanghai The Roof	Investment properties	35,771	50.0
Shanghai Greenland CIFI E World Center	Investment properties	10,386	50.0
Shanghai Huanchuang Business Centre (Yangpu District, Dinghai Community Project)	Office	4,898	50.0
Shanghai Baoshan District Luodian Town Meiluo Jiayuan Community No. 01 Project	Investment properties	30,983	25.0
Hefei North Star CIFI Park Mansion Luzhou (Second Phase)	Residential	21,013	50.0
Hefei CIFI Jiuzhu Mansion	Residential	1,291	100.0
Hefei CIFI Glory Land (Third Phase, Fourth Phase)	Residential	12,510	30.0
Hefei CIFI Lake Betsuin	Residential	120,529	50.0
Hefei Jiangshan Luzhou Seal (Luyang District, No. 1704 Project First Phase)	Residential	20,228	35.0
Hefei New Station District, No. 215 Project (First Phase)	Residential	20,555	50.0
Hefei Xinzhan District, XZQTD237 Project	Residential	12,789	50.0
Hefei Yaohai District, No. E1805 Project	Residential	27,653	33.0
Hangzhou CIFI Dongyuan Majestic Mansion (First Phase)	Residential	1,624	50.0
Hangzhou CIFI Dongyuan Majestic Mansion (Second Phase)	Residential	13,083	50.0
Hangzhou CIFI Dongyuan Guobin Mansion	Residential/Commercial	915	67.0
Hangzhou Linan District, Qingshanhu, Keji Cheng Project	Residential	1,783	50.0
Suzhou Taicang Coastal Mansion (Shaxi Town Project 1–4, 1–5)	Residential	12,187	27.9
Suzhou Taicang Coastal Mansion (Shaxi Town Project 1–7)	Residential	8,487	27.9
Suzhou Taicang County, Chengxiang No. 3 Project	Residential	81,645	33.3
Suzhou North Star CIFI No.1 Courtyard	Residential	2,483	50.0
Suzhou CIFI Private Mansion	Residential	3,084	100.0
Suzhou CIFI Lake Mansion	Residential	1,019	40.0
Suzhou Wuzhong District, Xukou Project	Residential	2,976	40.0
Suzhou Wuzhong District, Xukou Town, No. 2018-WG-32 Sunwu Road Project	Residential	2,874	100.0
Suzhou Garden House	Residential	43,765	20.0
Suzhou Kunshan Lakeside Mansion (Bacheng County No.12-8 Project)	Residential	89,273	31.1
Suzhou Zhangjiagang Jingang Avenue, No. 2013-B27 Project	Residential	8,869	50.0
Nanchang CIFI Lingyun Mansion	Residential	2,721	34.0
Ningbo CIFI Landscape Poetry	Residential	5,197	50.0
Nanjing CIFI Honor Mansion (First Phase, Second Phase)	Residential	9,529	49.0
Nanjing CIFI Park Mansion Qinhuai	Residential	1,701	100.0
Nanjing CIFI Yincheng Baimalanshan	Residential	604	51.0
Nanjing Noble Mansion	Residential	3,980	50.0
Wenzhou Yueqing City, Central District, E-b11-1 Project	Residential	1,369	33.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-03AE Project) (First Phase)	Residential	1,986	34.0
Wuxi CIFI Times (Second Phase)	Residential	660	30.0
Wuxi Agile CIFI Canglong Mansion	Residential	5,346	50.0
Wuxi CIFI Mansion (Second Phase)	Residential	1,372	100.0
Zhenjiang CIFI Times	Residential	2,408	100.0
Jiaxing CIFI Star City	Residential	977	50.0
Jiaxing CIFI Ronchamp Town	Residential	2,217	100.0
Jiaxing CIFI Exquisite Mansion	Residential	1,161	50.0
Jiaxing CIFI Square (Commercial)	Investment properties	82,540	100.0
Jiaxing Jimei Jiahe (Jiashan County, No. 2016-7 Project)	Residential	14,085	49.0
Jiaxing CIFI Jimei Jiayue (Jiashan County, No. 2012-42 Project)	Residential	2,004	49.0
Jiaxing CIFI One City	Residential	3,931	49.0
Jiaxing Jiashan CIFI M City	Residential	1,665	51.0
Jiaxing Jiashan County, No. 34 Project	Residential	87,332	30.0
Jiaxing Jiashan County, No. 54 Project	Residential	117,348	29.0
Jiaxing Jiashan County, Yaozhuang No. 2018-6 Project	Residential	2,901	50.0

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded)[1][2][3]	Interest attributable to us[4]
		(sq.m.)	(%)
Jiaxing Jiaxing Star City (Jiashan County, No. 2016-52-1 Project)	Residential	13,028	30.0
Changzhou Zhonglou District, Huanhua Project	Residential	1,995	40.0
Changzhou Tianning District, Changgaoji South Project	Residential	8,056	100.0
Taizhou Jiaojiang District, Hongjia Street Project	Residential/Commercial	5,312	95.0
Quzhou Guojin CIFI City (Kecheng District, Railway Station Wanda East Project)	Residential	37,698	50.0
Nantong Jinghai Mansion (Gangzha District, No. R18013 Project)	Residential	4,083	51.0
Pan Bohai Rim			
Beijing Tianheng CIFI No. 7 Courtyard	Residential/Commercial	122,211	49.0
Beijing CIFI Wangxin Commercial Centre	Investment properties	4,860	100.0
Beijing MOMA CIFI Residence	Residential	1,006	50.0
Qingdao CIFI Yinshengtai Zhengyang Mansion	Residential	51,283	50.0
Qingdao CIFI Yinshengtai Boguanjinan	Residential	125,690	50.0
Qingdao CIFI Yinshengtai Dejun (Fifth Phase)	Residential	1,342	50.0
Qingdao Boguanxinghai	Residential	3,453	50.0
Qingdao Fairview Park Mansion (Jiaozhou City, Taihu Road Project) (First Phase)	Residential/Commercial	39,841	50.0
Tianjin CIFI Private Mansion	Residential	7,827	100.0
Tianjin CIFI Rosedale	Residential	807	100.0
Tianjin Binhai New Area, Tanggu Bay Project (First Phase)	Residential	2,178	50.0
Shenyang Zhongnan CIFI Harmonious (First Phase)	Residential/Commercial	51,110	40.0
Shenyang CIFI Dongyuecheng	Residential	1,116	70.0
Shenyang CIFI Central Palace	Residential	6,112	100.0
Shenyang CIFI Luxury Mansion	Residential	5,836	100.0
Shenyang Eastern Tree Shade City North (First Phase, Second Phase)	Residential	527	50.0
Shenyang Eastern Tree Shade City North (Third Phase, Fourth Phase)	Residential	7,171	50.0
Shenyang Huanggu District, West Rail Yard Project	Residential	19,487	100.0
Shenyang Jingchen Mansion (First Phase)	Residential/Commercial	12,482	100.0
Shijiazhuang Wise Mansion (First Phase)	Residential/Commercial	12,215	65.0
Jinan CIFI Yinshengtai Jinyulanshan	Residential	2,971	50.0
Dalian Jinpu District, Xiaoyaowan District C Project (First Phase)	Residential	21,588	100.0
Dalian Family Villa	Residential/Commercial	5,943	100.0
Linyi CIFI Yinshengtai Boguanxincheng East (Second Phase)	Residential	91,192	35.0
Linyi Xinghe City (First Phase)	Residential/Commercial	4,705	25.5
Linyi Xinghe City (Second Phase)	Residential/Commercial	71,035	25.5
Linyi Luozhuang District, Fenglin New Town Project	Residential	240,834	32.0
Weifang Waterfront Mansion (First Phase)	Residential	2,547	25.5
Weifang Waterfront Mansion (Second Phase)	Residential	3,012	25.5
Jining City of Starry Life (First Phase)	Residential	554	27.5
Central Western Region			
Changsha CIFI International Plaza	Investment properties	24,012	100.0
Changsha CIFI International Plaza	Office/Commercial	9,333	100.0
Changsha Changsha County, No. 081 Project Residential	40,837	50.0	
Changsha CIFI City Mansion (Tianxin District, Aoyuan South Project)	Residential/Commercial	22,265	70.0
Changsha Henderson CIFI Hushan Mansion (First Phase)	Residential	21,804	50.0
Changsha Henderson CIFI Hushan Mansion (Second Phase)	Residential	269,490	50.0
Chongqing CIFI Waves River Qianjiangfeng (First Phase, Second Phase)	Residential	9,122	33.0
Chongqing CIFI Waves River Lingyunfeng (Third Phase)	Residential	42,457	33.0
Chongqing CIFI Waves River Lingyunfeng (First Phase)	Residential	2,193	33.0
Chongqing CIFI Jiangzhou Impression (First Phase)	Residential	7,867	35.0
Chongqing CIFI Jiangzhou Impression (Third Phase)	Residential	27,872	35.0
Chongqing CIFI The Essence of River	Residential	2,246	50.0
Chongqing CIFI City	Investment properties	43,915	100.0

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded)[1][2][3]	Interest attributable to us[4]
		(sq.m.)	(%)
Chongqing CIFI City	Residential/Office/Commercial	1,754	100.0
Chongqing CIFI Panorama (Third Phase)	Residential/Office/Commercial	5,134	30.0
Chongqing CIFI Panorama (First Phase, Second Phase, Fourth Phase)	Residential/Office/Commercial	5,752	30.0
Chongqing CIFI Purple City	Office/Commercial	29,694	100.0
Chongqing CIFI Huayu Jinsha Jiuyue	Residential/Commercial	3,897	50.0
Chongqing CIFI Prime Orienting	Residential/Office/Commercial	102,139	33.3
Chongqing Verdant Landscape (First Phase)	Residential	27,159	100.0
Chongqing Verdant Landscape (Second Phase)	Residential	49,540	100.0
Chongqing Verdant Landscape (Fourth Phase)	Residential	7,395	100.0
Chongqing The Landscape (First Phase)	Residential	23,952	33.4
Chongqing The Landscape (Third Phase)	Residential	8,302	33.4
Chongqing Dongyuan CIFI Jiangshan Yue	Residential/Commercial	13,514	30.0
Chongqing Nature Grace (First Phase)	Residential/Commercial	538	33.3
Chongqing Yuzhong District, Shidaitianje Project	Residential	2,237	33.0
Chongqing Cloud Poem	Residential	302,714	35.0
Wuhan CIFI Tower	Office/Commercial	35,065	51.0
Wuhan CIFI Skyline First Phase	Office/Commercial	34,349	70.0
Wuhan Jiangxia District, Qixin Village Project	Residential	25,584	50.0
Wuhan Hongshan District, Qingling Village, K3 Project, First Phase	Residential	21,431	51.0
Wuhan Yulong CIFI Peninsula	Residential	23,555	55.0
Wuhan Hanyang District, Hanqiao Village Project Section B (First Phase)	Residential/Commercial	17,573	55.0
Chengdu Chenghua District, Beichengzhongyang Project (First Phase)	Residential/Commercial	782	30.0
Chengdu Chenghua District, Beichengzhongyang Project (Second Phase)	Commercial	65,026	30.0
Chengdu Jinniu District, Weijianian 102 Mu Project (First Phase)	Residential	2,525	100.0
Chengdu Tang Mansion (Shuangliu District, 75 Mu Project)	Residential/Commercial	93,722	34.0
Guiyang CIFI Skyline (First Phase)	Residential	6,156	100.0
Kunming Economic and Technological Development Zone, KCJ2018-5 Project (First Phase)	Residential	5,060	51.0
Xi'an CIFI Park Avenue	Office/Commercial	681	70.0
Xi'an CIFI Centre	Investment properties	41,129	100.0
Xi'an Landscape (First Phase)	Residential	61,906	80.0
Xi'an CIFI Honor Mansion	Residential	514	70.0
Yinchuan Jinfeng District, Yindi No. G-2018-20 Project	Residential	16,801	40.0
Zhengzhou CIFI Grand Mansion	Residential	12,708	21.0
South China			
Guangzhou CIFI Poly Flowers Bay	Residential/Commercial	54,527	23.5
Fuzhou Jinan District, Qianyu Village Project	Residential	13,681	70.0
Xiamen Hailian Centre	Investment properties	1,470	100.0
Sanya Yalong Bay Project	Office/Commercial	10,047	50.0
Foshan Sanshui District, Yundonghai Street No. 009 Project	Residential	25,622	20.0
Foshan CIFI One City	Residential	673	54.6
Foshan CIFI Homeland (Second Phase)	Residential	2,175	100.0
Foshan Joy & Peace	Residential	56,598	33.0
Foshan Gaoming District, Xijiang New Town Project (First Phase)	Residential	126,881	34.0
Foshan Binjiang Mansion (First Phase)	Residential	5,272	33.3
Zhongshan Nantou Town, Suixi Village No. W02-17-0137 Project	Residential	40,107	22.0
Zhongshan Nantou Town, Suixi Village Project	Residential	21,569	34.0

Project	Primary intended use of the project	Saleable/Rentable GFA remaining unsold (carpark excluded)[(1)(2)(3)]	Interest attributable to us[(4)]
		(sq.m.)	(%)
Quanzhou Shishi CIFI City (First Phase)	Residential	11,882	20.0
Hong Kong Wang On CIFI Maya	Residential	Net saleable area: 9,272 sq.m. (99,803 sq.ft.)	50.0
Carparks		2,406,777	
GRAND TOTAL		6,795,250	

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) Interest attributable to us 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 Year of Completion	Site Area[(1)]	Total GFA under Development and held for Future development (Carpark excluded)[(2)]	Pre-sold	Interest attributable to us[(3)]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Property under development and held for future development						
Yangtze River Delta						
Shanghai Putuo District Changshou Community D5-6 Project	Investment properties	2021	11,648	55,717	—	50.0
Shanghai Gumei North Community, Qibao Town, Minhang District, 27-01 Project Unit S110501	Residential	2022	37,509	82,500	—	49.0
Shanghai Minhang District, Pujiang Town, Pujiang Major Residential Area Expansion 39-01 Project	Residential	2021	30,187	56,621	46,734	51.0
Shanghai Jiading District, Anting Town, 03-01 A Project	Residential	2022	29,600	67,499	32,894	51.0
Shanghai Huangchuang Business Centre (Yangpu District, Dinghai Community Project)	Investment properties	2021	24,843	143,829	—	50.0
Hefei CIFI Lake Mansion (Third Phase)	Residential/Commercial	2021	27,673	74,981	14,536	21.5
Hefei CIFI Jade Seal (Fourth Phase)	Residential	2021	32,485	46,143	28,570	25.4
Hefei Jiangshan Luzhou Seal (Luyang District, No. 1704 Project Second Phase)	Residential	2021–2023	33,055	65,558	25,919	35.0
Hefei Jiangshan Luzhou Seal (Luyang District, No. 1704 Project Third Phase)	Residential	2021–2023	23,821	48,488	23,298	35.0
Hefei Feixi County, No. 2018-26 Project	Residential	2021–2022	103,866	229,375	186,524	51.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Hefei Feixi County, No. 2018-26 Project	Investment properties	2021–2022	38,216	77,726	—	51.0
Hefei Feixi County, No. 2019-18 Project	Residential	2022	119,514	244,635	48,118	100.0
Hefei Feixi Country, No. F X202005 Project	Residential	2021–2022	107,100	192,800	69,514	45.0
Hefei New Station District, No. 215 Project (Second Phase)	Residential	2021	31,462	69,868	65,023	50.0
Hefei Xinzhan District, No. XZQTD238 Project	Residential	2021	86,012	157,410	148,753	34.0
Hefei Binhu Area, No. 2019-12 Project	Residential	2022	50,600	133,149	127,798	50.0
Hangzhou CIFI Dongyuan Majestic Mansion (Third Phase)	Residential	2021	11,644	23,065	—	50.0
Hangzhou Xiaoshan District, Puyang Town Centre Project	Residential	2022	77,346	139,200	20,551	51.0
Hangzhou Xiaoshan District, Chaoyang Metro Station Project	Residential	2022–2023	105,869	285,800	49,147	33.0
Hangzhou Xiaoshan District, Xintang Unit, D-83-1/D-83-2 Project	Residential	2021–2022	63,356	164,700	11,032	51.0
Hangzhou Xiaoshan District, Shushan Unit, Zengjiaqiao Project (First Phase)	Residential	2021	52,497	135,035	133,738	40.0
Hangzhou Xiaoshan District, Shushan Unit, Zengjiaqiao Project (Second Phase)	Residential	2021	45,764	134,362	117,922	40.0
Hangzhou Ronshine CIFI Xianghu Glory	Residential	2021	93,039	246,859	245,018	18.0
Hangzhou Linan District, Tianmushan Project	Office/Commercial	2021	33,285	49,928	—	100.0
Hangzhou Linan District, Yuqian Project	Office/Commercial	2021	23,915	32,873	—	100.0
Hangzhou Lin'an District, Qingshan Lake Sci-tech City Light Rail Project (Second Phase)	Residential/Commercial	2021	58,960	93,130	56,511	50.0
Hangzhou Lin'an District, Central Economic Development Zone Project	Residential	2022	32,724	76,879	75,670	100.0
Suzhou Taicang High-tech Zone, Science and Education New Town, 2020-WG-1-1 Project	Residential	2021	63,678	111,832	10,911	51.0
Suzhou Taicang Xiuyue Mansion	Residential	2021	58,526	114,344	17,842	100.0
Suzhou Wuzhong District, Mudu Town, No. 2018-WG-41 Jinmao Road Project	Residential	2021	46,614	100,342	80,134	70.0
Suzhou Wuzhong District, Luzhi Town, No. 2018-WG-43 North Yanli Project	Residential	2021	45,112	96,601	96,601	100.0
Suzhou Wuzhong District, West Mountain Project	Residential	2021	161,766	31,563	—	100.0
Suzhou Wujiang District, Yundong Dongtaihu Avenue North Project	Residential	2022	91,000	164,933	—	50.0
Suzhou Kunshan City Bacheng Zuchongzhi Project	Residential	2021–2022	83,781	188,435	—	32.0
Suzhou Henderson CIFI Discovery Island	Office/Commercial	2023	14,710	100,874	—	30.0
Suzhou Industrial Park, SportSPark Gongyao Road Project	Residential	2022	73,873	133,000	—	45.0
Suzhou Great Mansion (Huqiu District, No. 60 Project) (Second Phase)	Residential	2021	48,733	94,325	94,325	35.0
Nanchang Honggutan New District, 2019003 Project	Residential	2021	96,125	211,500	187,338	50.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Nanchang Economic Development Zone, No. DAGJ2020004 Project	Residential/Investment properties	2024	415,658	498,800	104,298	100.0
Nanchang Economic and Technological Development Zones, Project No. DAGJ2020030	Residential	2022	66,667	146,700	—	55.0
Nanchang Economic and Technological Development Zones, No. DAGJ2020053 Project	Residential/ Commercial	2022	52,038	83,260	—	55.0
Ningbo CIFI Landscape Poetry	Residential	2021	184,155	124,704	76,444	50.0
Ningbo Hangzhou Bay, Kangleyiju No. 9-10 Project	Residential	2022	209,517	330,900	46,649	40.0
Ningbo Yinzhou District, Zhanqi Town ZQ01-02-h2a, ZQ01-02-h4 Project	Residential	2021	61,169	96,648	96,648	100.0
Nanjing Jiangning District, Jiulong Lake G58 Project	Office/Commercial	2022	26,669	77,674	—	24.1
Nanjing Yuhuatai District, G30 Fenghui Road Project	Residential/Commercial	2022	47,286	109,900	—	45.0
Nanjing Yuhuatai District, Phase II of G37 Fenghui Road Project (Second Phase)	Residential/Commercial	2022	50,636	118,200	—	45.0
Nanjing CIFI Times Mansion	Residential/Commercial	2021	54,173	175,998	95,829	20.0
Wenzhou Yongzhong D-15 Project	Residential	2021	42,557	80,186	79,998	50.0
Wenzhou Dongchen Mansion	Residential	2021	47,248	102,114	69,855	35.0
Wenzhou Wanzhen (TOD World's Metropolis)	Residential	2021	136,472	376,535	364,047	16.5
Wenzhou Ban Dao Qi Bu District, Dong Tou County West, Zone B-09 Project	Residential	2022–2023	147,524	427,900	112,704	50.0
Wenzhou Luchen Yin	Residential	2022	41,421	118,899	55,336	34.0
Wenzhou The Oujiang River Estuary Area, Bandao Qibu District, A-02 Project	Residential	2022	30,100	86,015	18,838	58.5
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-05 A Project) (Third Phase)	Residential	2021	141,768	213,737	200,449	31.0
Wenzhou CIFI Oujiang World's Metropolis (Oujiang River Estuary Area, C-11FH Project) (Fifth Phase)	Residential	2021	83,609	98,381	98,381	34.0
Wenzhou Longwan District, Longwanyongzhong B-18 Project	Residential	2022	47,816	84,731	32,696	24.5
Wenzhou Binjiang Business District, Taohua Island, T05-14 Project	Residential	2022	39,608	129,008	74,056	22.4
Wuxi Jiangyin City, Yunting Street, Experimental Primary School North Project	Residential	2021–2022	46,047	81,800	25,907	33.0
Wuxi Jiangyin County, Chengxi Outlet, C6-C7 Project	Residential	2021	73,382	187,699	72,852	100.0
Wuxi CIFI Times (Third Phase)	Residential	2021	47,404	143,271	113,795	30.0
Wuxi Economic Development Zone, Huazhuang Middle School Project	Residential	2021–2023	83,400	150,100	10,191	50.0
Wuxi CIFI Mansion (Third Phase)	Residential	2021	34,100	55,494	55,494	71.8
Wuxi Xishan District Dongbeitang Project	Residential	2021–2022	101,700	178,865	77,201	20.0
Wuxi Binhu District Xinba Road, Project	Residential	2021	90,700	127,000	—	100.0
Zhenjiang Jurong City, 2019-J1-1-01 to 06 Project	Residential	2022–2025	257,662	496,600	25,811	100.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Zhenjiang Jurong Grand Mansion (Jurong City Baohua Mudan Road West Side Project)	Residential	2021	52,384	133,289	133,289	33.0
Huai'an Economic Development Zone, An Lan Road East Project	Residential/Commercial	2023	176,400	435,100	—	100.0
Xuzhou Aristocrat Palace (Gulou District, Huanghe North Road Project)	Residential/Commercial	2021	62,619	169,710	96,040	49.0
Xuzhou CIFI Noble Mansion (Tongshan District, No. 36 Project Second Phase)	Residential	2021	5,180	8,118	8,118	50.0
Xuzhou CIFI Dragon Regency (Xingshanzi Industrial Park, Dasanjiao Project)	Residential	2021	24,226	66,177	66,177	50.0
Xuzhou Development Zone, Zhongtian Shiming East Road Project	Residential	2022	53,487	123,000	—	35.0
Wuhu Yijiang District, Eastsideof Huajin South Road, No. 2013 Project	Residential	2022	63,050	126,100	70,000	49.0
Wuhu New Joy Mansion (Yijiang District, Yuanmutang Project Second Phase, Third Phase)	Residential	2021	80,140	149,332	96,005	40.0
Shaoxing Yuecheng District, Zechuipai, No. 2 Project	Residential	2024	168,301	264,000	—	49.0
Changzhou Jingkai District West Minguifang Project	Residential	2021	26,709	57,622	56,835	100.0
Changzhou Jingkai District, Weilan Tiandi West Project	Residential	2021	60,579	130,967	69,550	100.0
Changzhou Tianning District, Changgaoji South Project (Second Phase)	Residential	2021	26,678	55,547	50,050	100.0
Yiwu Jiangdong Street Qingkou Project	Residential/Commercial	2022	72,268	195,701	54,549	34.0
Taizhou Jiaojiang District, Xiachen Project	Residential	2021	103,400	186,100	120,744	100.0
Yixing Grand Lakeview (Fourth to Fifth Phase)	Residential/Commercial	2021	62,473	150,499	142,004	50.0
Suqian Susu Park Tonghu, Avenue East Project	Residential	2022	60,900	122,296	2,255	65.0
Zhoushan Boyue Xihu	Residential	2022	27,442	72,193	44,403	51.0
Jiangyin Shanghaihui Project	Residential	2021	16,384	32,207	32,207	100.0
Lianyungang Southern District Project	Residential	2022	41,478	93,477	—	30.0
Pan Bohai Rim						
Beijing Daxing Huangcun Sanhezhuang F1 Project	Residential	2021	34,940	98,182	73,150	25.0
Beijing Tianrui Chengzhang Chaoyang District, Sunhe Project	Residential	2021	53,526	106,608	105,750	20.0
Beijing Fangshan District, Gongchen Street, No. 0007 Project	Office/Commercial	2021	10,384	26,920	—	100.0
Beijing Miyun District, Tanying Town, 6023 Project	Residential	2022	64,531	120,631	27,096	11.8
Beijing CIFI Lakeside Mansion (First Phase, Second Phase)	Residential/Commercial	2021	55,203	154,027	149,311	24.5
Beijing CIFI Lakeside Mansion (Third Phase)	Residential/Commercial	2021	10,400	23,340	23,340	24.5

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Beijing Chaoyang District, Dongba 613 Project	Residential	2022	20,189	48,094	10,577	25.0
Beijing Renhe, Shunyi District, 6057 Project	Residential/Commercial	2022	122,200	206,100	—	40.0
Beijing Shunyi District, Shunyi New Town Project	Residential	2021	66,475	133,000	107,375	14.4
Beijing Brocade to Home (Chaoyang District, Dongba Project)	Residential	2021	77,973	194,900	192,589	26.0
Beijing Fengtai District, Zhuangwei B10 Project	Office/Commercial	2021	5,151	23,034	—	100.0
Qingdao The West Coast New Area, Xiaozhushan Project	Residential	2021–2022	74,453	143,664	72,963	34.8
Qingdao The West Coast New Area, Chengshiyangtai Project	Residential	2022	19,346	51,108	19,169	17.5
Qingdao Jimo District, Zaohang Resettlement Project	Residential	2021	59,500	138,329	—	50.0
Qingdao Jimo District, Zaohang Development Project	Residential	2021–2022	111,871	237,799	103,012	50.0
Qingdao Huangdao District, Chang'an Road Project	Residential	2022	75,122	158,500	60,182	100.0
Qingdao Huangdao District, Chang'an Road, Land A2 Project	Residential	2022	60,675	133,500	15,645	100.0
Qingdao Huangdao District, Boguanxinghai Phase3 Project	Residential	2021	20,071	49,645	49,645	50.0
Qingdao Mansion Spiritual Bay	Residential/Commercial	2021	232,461	298,434	69,567	25.5
Qingdao Jiaozhou City, North-350 Mu Project	Residential	2022	33,194	52,048	—	50.0
Qingdao Fairview Park Mansion (Jiaozhou City, Taihu Road Project) (Second Phase)	Residential/Commercial	2021–2022	104,098	121,268	32,545	50.0
Tianjin CIFI Tianyuefenghua (Third Phase)	Residential	2022	27,018	31,863	31,863	25.0
Tianjin Xiqing District, Jingwu Town, West Binshui Road Project	Residential	2021–2023	127,390	246,100	61,533	51.0
Tianjin Xiqing District, Jingwu Town, West Binshui Road Project	Office/Commercial	2021–2023	11,619	41,802	—	51.0
Tianjin Hexi District, Diecai Road Project	Residential	2021	24,013	45,055	42,574	35.0
Tianjin Ninghe District, Liangku Project	Residential	2021	28,666	55,774	55,047	50.0
Tianjin Binhai New District, Sino-Singapore Tianjin Eco-city, Tourism Area Project	Residential	2021	20,305	49,729	48,713	35.7
Tianjin Binhai New Area, Tianji Education Project	Residential	2023–2024	89,901	239,100	—	60.0
Tianjin Binhai New District, Hujiayuan Project	Residential	2021	36,044	79,098	48,817	50.0
Tianjin Binhai New Area, Tanggu Bay No. 7 Project	Residential	2021	34,523	53,088	51,723	50.0
Tianjin Binhai New Area, Tanggu Bay Project (Second Phase)	Residential	2021	25,766	45,932	39,567	50.0
Shenyang Dadong District, Dongwang Street Project	Residential	2021	41,582	103,817	89,065	33.5
Shenyang Dadong District, Yulin Resettlement Housing First Project	Residential	2023	42,769	86,140	8,377	70.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Shenyang Dadong District, Yulin Resettlement Housing Second Project	Residential	2021	39,480	86,140	39,580	70.0
Shenyang Zhongnan CIFI Harmonious (Second Phase)	Residential/Commercial	2021–2022	66,403	75,657	65,682	40.0
Shenyang CIFI Central Palace (Second Phase)	Residential	2021–2022	23,191	99,978	70,854	100.0
Shenyang CIFI Central Palace (Second Phase)	Investment properties	2021–2022	1,900	50,922	—	100.0
Shenyang Huanggu District Bashan Road South Project	Residential/Commercial	2022	55,637	128,582	—	60.0
Shenyang Jingchen Mansion (Second Phase)	Residential/Commercial	2021	39,645	77,013	66,708	100.0
Shijiazhuang Wise Mansion (Second Phase)	Residential/Commercial	2021	28,717	37,010	14,763	65.0
Shijiazhuang Changan District, 17 Mu Project	Residential	2022	11,372	33,931	8,483	16.0
Shijiazhuang Changan District, 2019-018 Project	Residential	2021	213,400	452,800	22,935	16.0
Shijiazhuang Qiaoxi District, No. 1 Vocational Specialized Secondary School Project	Residential	2022	9,811	19,153	12,207	51.0
Jinan Cityof Starry (Licheng District, Hancanghe Project) (Second-Sixth Phase)	Residential/Commercial	2021–2023	92,930	218,063	113,832	22.5
Jinan Boguanshanyue	Residential	2021	24,890	49,722	42,543	25.5
Jinan Ruigongguan	Residential	2021	37,827	140,928	137,691	50.0
Jinan CIFI Stage (Licheng District, Fengshanlu Project)	Residential	2021	40,000	112,000	15,916	20.0
Dalian Jinpu District, Xiaoyaowan District C Project (Second Phase)	Residential	2021	31,007	79,431	26,177	100.0
Dalian Bonded Zone, I E-52 Block Project	Residential	2021	24,863	53,728	—	50.0
Taiyuan Jiancaoping District, Sanji Area, SP1919-SP1924 Project	Residential/Commercial	2021–2027	317,888	1,221,029	197,589	35.0
Taiyuan Jiancaoping District, Sanji Area, SP1925-SP1928 Project	Residential/Commercial	2021–2025	354,886	1,298,971	205,926	35.0
Linyi Luozhuang District, Huawu Road Project	Residential/Commercial	2022	74,574	158,481	157,664	45.0
Yantai High-tech Zone, Nanzhai Project	Residential	2022	64,782	174,867	92,072	75.0
Yantai Development Zone, A10 Project	Residential/Commercial	2022	78,727	155,551	49,672	46.0
Yantai Development Zone, A2 Project	Residential/Commercial	2022	110,362	218,507	201,014	46.0
Changchun Qikai District, Dongfeng Street South-1 Project	Residential/Commercial	2023	120,092	241,720	—	30.0
Changchun Qikai District, Dongfeng Street South-2 Project	Residential/Commercial	2022	92,003	182,872	45,670	30.0
Weifang Hi-Tech Zone, G17 Project	Residential	2022	61,806	153,850	46,894	50.0
Jining Rencheng District E1 Project	Residential/Commercial	2022	34,716	82,812	41,443	40.0
Jining Rencheng District E2 Project	Residential/Commercial	2021	23,267	61,588	46,288	40.0
Zibo Huisheng Xinyuan	Residential	2021	38,324	98,800	98,759	30.0
Central Western Region						
Changsha Changsha County, Renmin East Road Project	Residential	2021	72,670	213,511	108,278	34.0
Changsha Yuhua District, No. 115 Project	Residential	2022	122,409	486,432	—	100.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Changsha Yuhua District, No. 2020-062 Project	Residential/Commercial	2023	113,684	341,100	—	100.0
Changsha Yuhua District, New World BC Project	Residential	2023	88,303	313,700	—	80.0
Changsha Henderson CIFI Hushan Mansion (Third Phase)	Residential	2022	35,791	153,008	25,228	50.0
Changsha Henderson CIFI Hushan Mansion (Fifth Phase)	Residential	2021	104,737	202,744	116,125	50.0
Changsha Henderson CIFI Hushan Mansion (Fourth Phase)	Residential	2022	42,120	164,376	136,346	50.0
Changsha Yuelu District, No. 037 Project	Residential/Commercial	2022	27,900	154,768	154,768	70.0
Changsha Yuelu District, Meixihu A-09 Project	Residential/Commercial	2022	56,369	224,109	124,252	6.3
Changsha Yue Lu District, Bin Jiang New City, Yu Bong Project	Residential/Commercial	2023	94,400	424,800	—	100.0
Chongqing CIFI Waves River Qianjiangfeng (Third Phase)	Residential	2021	47,211	109,587	86,112	33.0
Chongqing CIFI Waves River Qianjiangfeng (Fourth Phase)	Residential	2021	34,348	121,103	29,378	33.0
Chongqing CIFI Waves River Lingyunfeng (Second Phase)	Residential	2022	41,766	94,068	26,695	33.0
Chongqing Banan District, Yudong Yunzhuan Mountain, P07-03-01 Project	Residential	2022	37,500	81,231	—	51.0
Chongqing CIFI Jiangzhou Impression (Third Phase)	Residential/Commercial	2021–2023	25,483	120,485	97,334	35.0
Chongqing CIFI Jiangzhou Impression (Fourth Phase)	Residential/Commercial	2021–2023	45,363	120,547	—	35.0
Chongqing CIFI Panorama (Fourth to Seventh Phase)	Residential/Commercial	2021	124,139	328,124	220,445	30.0
Chongqing Verdant Landscape (Third, Fifth to Seventh Phase)	Residential/Commercial	2022	156,589	249,658	249,658	100.0
Chongqing The Landscape (Second, Fourth to Seventh Phase)	Residential	2021–2023	121,865	280,743	24,462	33.4
Chongqing Shapingba District, F-2/03 Project	Residential/Commercial	2021	3,098	10,154	8,135	50.0
Chongqing Airport Development Area, 19049 Project	Residential	2021	94,702	132,928	28,966	50.0
Chongqing Airport Development Area, 19058 Project	Residential	2023	50,391	66,958	—	50.0
Chongqing Nature Grace (Second to Seventh Phase)	Residential/Commercial	2021–2022	136,492	377,980	120,523	33.3
Wuhan CIFI Skyline Second Phase	Office/Commercial	2022	7,058	60,689	812	70.0
Wuhan Noble Wonderl and (Hongshan District, Qingling Village K1-2-4 Project)	Residential/Commercial	2021	246,944	766,003	223,480	55.0
Wuhan Hongshan District, Qingling Village, K3 Project, Second to Fourth Phase	Residential/Commercial	2021	128,444	414,111	240,947	51.0
Wuhan Hanyang District, Hanqiao Village Project Section B Second to Fourth Phase	Residential/Commercial	2021–2024	98,396	361,034	6,876	55.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Wuhan Hanyang Village, Shuguang Village Project	Residential	2021–2023	100,100	521,600	113,698	84.0
Wuhan Blue Cloud Sky Project	Residential	2021	35,700	120,158	68,202	45.0
Wuhan Qiaokou District, Fantasia Hanzheng Street Project	Residential/Commercial	2023	50,400	239,143	—	50.0
Chengdu Chenghua District, Beichengzhongyang Project	Investment properties	2021	13,322	67,044	—	30.0
Chengdu Chenghua District, Beichengzhongyang Project (Third Phase)	Residential/Commercial	2021	10,655	28,853	28,495	30.0
Chengdu Jinniu District, Weijianian 102 Mu Project (Second Phase)	Residential	2021	26,339	52,529	52,492	51.0
Chengdu Xin Jin District, Xin Jin TOD Project	Residential/Commercial	2027	237,143	552,600	—	66.0
Chengdu Xindu District, 123 Mu Project	Residential	2021–2022	62,500	190,291	92,334	100.0
Chengdu Xindu District, 123 Mu Project	Investment properties	2021–2022	20,000	86,000	—	100.0
Chengdu Xindu District, XD2020-04 (252) Project	Residential	2022	64,522	77,400	—	34.0
Chengdu Xindu District, Xindu Avenue, XD2019-18-252 Project	Residential	2022–2023	96,721	240,327	—	50.0
Chengdu Shiqiao Town, Jianyang City, 47 Mu Project	Residential	2021–2022	31,205	78,000	—	50.0
Chengdu Jianyang City, Hedong New Area, 77 Mu Project	Residential	2021–2022	51,760	206,011	63,028	60.0
Chengdu Jianyang City, Hedong New Area, 96 Mu Project	Residential	2021–2022	64,253	160,295	121,199	33.0
Guiyang Baiyun District, Qinglong Avenue Project	Residential	2022–2023	77,718	199,800	—	100.0
Guiyang U Dang District, Bei Ya Road Project	Residential	2022–2025	146,313	558,300	29,769	51.0
Guiyang Qingzhen City No. 022 Project	Residential	2021–2022	21,030	54,457	15,794	50.0
Guiyang Qingzhen City No. 022 Project	Office/Commercial	2021–2022	8,000	14,515	2,686	50.0
Guiyang Qingzhen City, No. Q Z-19-023 Project	Residential/Commercial	2021–2023	67,809	169,500	53,400	100.0
Guiyang CIFI Skyline (Second Phase)	Office/Commercial	2021–2022	24,457	130,634	62,259	100.0
Kunming Chenggong District, KCJ2020-23 Project	Residential	2023–2024	46,707	116,800	—	50.0
Kunming Economic and Technological Development Zone, KCJ2018-5 Project (Second Phase)	Residential	2021	35,883	87,332	87,332	51.0
Kunming Panlong District, Yanjia Shan Project	Residential/Commercial	2022–2023	155,720	515,300	—	100.0
Xi'an Weiyang District, Chanba Road Project 1	Residential	2022–2023	90,385	299,800	—	61.0
Xi'an Landscape (Second Phase)	Residential	2022–2024	116,333	124,181	—	80.0
Xi'an Landscape (Third Phase)	Residential	2024	21,133	91,092	—	80.0
Yinchuan Jinfeng District, No. G2018-19 Project (Second Phase)	Residential	2021	47,642	70,196	51,096	40.0
Yinchuan Jinfeng District Pingfuqiao 243 Mu Project	Residential	2021–2023	162,100	257,156	155,938	75.0
Zhengzhou CIFI The Park Mansion	Residential	2021	67,779	146,632	72,668	100.0
Zhengzhou Gongyi City, No. 2019-139 Project	Residential	2022	60,700	143,052	66,378	51.0
Ürümqi Tianshan District, Tianshan Bay, 333 Mu Project	Residential/Commercial	2022	222,200	423,400	—	20.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Ürümqi Shui Mo Gou District, Convention Centre, 476 Mu Project	Residential/Commercial	2024	318,100	638,900	—	50.0
Ürümqi Saybag District, Laoman City Project	Residential	2022	70,757	114,555	48,630	100.0
Changde New District, Wuling District, Changde City, The second batch of 3 projects	Residential/Commercial	2023	73,384	209,800	—	100.0
Changde Wuling District, Chang Guo Chu, No. 2020-20 Project	Residential/Commercial	2022	184,758	542,200	—	100.0
Kaifeng Southern Zoneof Airport Area, No. 2019-A12 to 16 Project	Residential	2021–2025	203,894	554,000	—	100.0
Luoyang Yibin District, No. 2019-55 Project	Residential	2022	73,168	213,304	154,144	50.0
Luoyang Xigong District, Shijiatun Project	Residential	2022	42,582	145,126	92,425	100.0
Meishan Dongpo District, 120 Mu Project	Residential	2021–2022	80,600	205,355	63,976	100.0
Xiangtan Yuetang District, No. 2018-20 Project	Residential	2021–2023	66,603	186,500	45,701	50.0
Xuchang Anno Domini (Dongcheng District Project) First Phase	Residential	2021	27,718	78,117	70,418	50.0
Xuchang Anno Domini (Dongcheng District Project) Second Phase	Residential	2022	27,632	77,943	15,890	50.0
South China						
Shenzhen Pingshan District, Jiangshan Phase 1 Project	Residential	2022	88,200	229,200	46,231	50.0
Nanning Wuxiang Zongbao District, Yin Hai Da Dao 147 Mu Project	Residential	2022–2023	98,181	390,246	129,105	100.0
Nanning Yongning District, Hehe Road Project	Residential	2022	52,774	158,300	—	33.0
Nanning Yongning District, Longxiang Road, 38 Mu Project	Residential	2022	25,405	76,200	23,146	49.0
Nanning Xingning District, Farming 157 Mu Project	Residential/Commercial	2022–2024	105,056	306,100	—	30.0
Guangzhou Nansha District, Hengli Town Hengli Avenue Project	Residential/Commercial	2022–2025	53,612	323,800	—	50.0
Fuzhou Cangshan District, Jinpu Old Factory Transfer Project	Residential	2021	12,762	31,900	29,074	70.0
Fuzhou Cangshan District Olympic Sports2019-48 Project	Residential	2021	94,700	178,100	62,897	70.0
Fuzhou Jin'an District, Houpu Country 2020-02 Project	Residential	2021	20,700	45,500	45,500	100.0
Fuzhou Xindian Project	Residential	2021	31,885	82,319	77,301	100.0
Xiamen Xiamenhuli Gaolin Project	Residential	2022	20,214	60,802	—	100.0
Xiamen Xiangan District, 12 Mu Project	Residential	2021	8,074	11,065	11,065	100.0
Foshan Sanshuibeijiang Project	Residential	2021–2022	79,015	246,759	113,305	33.0
Foshan Sanshui District, Yundonghai Street No. 009 Project	Residential	2021	55,832	43,549	36,433	20.0
Foshan Joy& Peace	Residential	2021–2022	162,911	139,143	28,456	33.0
Foshan Gaoming District, Xijiang New Town Project (Second Phase)	Residential	2021	37,036	105,801	17,418	34.0
Foshan Binjiang Mansion (Second Phase, Third Phase)	Residential	2021	72,964	127,298	98,136	33.3
Huizhou Midea Jiangshan Mansion	Residential	2021	42,702	118,090	81,677	50.0

Project	Primary intended use of the project	Estimated Year of Completion	Site Area[1]	Total GFA under Development and held for Future development (Carpark excluded)[2]	Pre-sold	Interest attributable to us[3]
			(sq.m.)	(sq.m.)	(sq.m.)	%
Huizhou Boluo County, Yuanzhou Town, Baimawei Village, No. 4 Yuanzhou Avenue South Project	Residential	2022	17,300	53,500	—	50.0
Huizhou Huicheng District, Ma'an Town, GP2019-36 Project	Residential	2022	155,600	365,965	117,266	40.0
Jiangmen Nature Gift Garden	Residential	2022	51,233	153,807	71,336	49.0
Jiangmen The One Mansion	Residential	2021	59,612	166,322	125,357	40.0
Zhongshan Nantou Town, Suixi Village No. 162-163 Project	Residential	2021–2022	39,758	93,868	—	33.0
Zhongshan Nantou Town, Suixi Village No. W02-17-0135 Project	Residential	2021	11,029	32,080	29,492	33.0
Quanzhou Shishi CIFI City (Second Phase)	Residential	2021	67,964	112,814	112,814	20.0
Zhangzhou Longhai City, Jiaomei Town, 2019P01 Project	Residential	2021	23,900	71,600	64,541	70.0
Zhangzhou Longhai City, Jiaomei Town, 2019P02 Project	Residential	2021	15,748	30,536	—	70.0
Hong Kong Fortress Hill, 101&111 King's Road Project	Residential	2025	1,200 sq.m. (12,917 sq.ft.)	Net saleable area: 11,900 sq.m. (128,091 sq.ft.)	—	60.0
Carpark				9,306,718	1,006,066	
TOTAL GFA of Properties under development and held for future development				49,744,599	14,357,071	
GRAND TOTAL (Completed, under development and for future development)				56,539,849		

Notes:

(1) 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.

(2) 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.

(3) Interest attributable to us 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, 2020 by city and region.

By City and Region

	Completed	Under Development and held for future development	Total Land Bank	% of Total Land Bank
	Saleable/Rentable GFA Remaining Unsold	GFA	Total GFA	
	sq. m.	sq. m.	sq. m.	
Yangtze River Delta				
Shanghai	556,589	392,456	949,045	1.8%
Hefei	188,052	1,830,777	2,018,829	3.8%
Hangzhou	71,513	1,586,602	1,658,115	3.1%
Suzhou	153,675	1,379,549	1,533,224	2.9%
Nanchang	2,721	710,300	713,021	1.4%
Ningbo	113,753	552,252	666,005	1.3%
Nanjing	17,348	253,672	271,020	0.5%
Wenzhou	2,889	1,194,942	1,197,831	2.3%
Wuxi	550	1,064,607	1,065,157	2.0%
Zhenjiang	2,408	627,182	629,590	1.2%
Jiaxing	353,326	212,601	565,927	1.1%
Changzhou	—	419,065	419,065	0.8%
Xuzhou	—	365,314	365,314	0.7%
Wuhu	—	267,513	267,513	0.5%
Yixing	—	246,500	246,500	0.5%
Taizhou	—	243,909	243,909	0.5%
Yiwu	—	195,701	195,701	0.4%
Suqian	—	121,800	121,800	0.2%
Jiangyin	—	114,007	114,007	0.2%
Quzhou	—	94,953	94,953	0.2%
Zhoushan	—	72,193	72,193	0.1%
Nantong	4,148	—	4,148	*
Sub-total	1,466,972	11,945,895	13,412,867	25.5%
Pan Bohai Rim				
Beijing	134,273	929,668	1,063,941	2.0%
Qingdao	150,692	1,484,835	1,635,527	3.1%
Shenyang	155,286	739,032	894,318	1.7%
Tianjin	10,538	741,793	752,331	1.4%
Shijiazhuang	—	581,157	581,157	1.1%
Jinan	3,550	568,922	572,472	1.1%
Dalian	8,511	151,939	160,450	0.3%
Taiyuan	—	2,520,000	2,520,000	4.8%
Linyi	4,705	883,430	888,135	1.7%
Yantai	—	548,925	548,925	1.1%
Changchun	—	426,380	426,380	0.8%
Weifang	4,647	222,861	227,508	0.4%
Jining	554	127,600	128,154	0.3%
Zibo	—	98,800	98,800	0.2%
Sub-total	472,756	10,025,342	10,498,098	20.0%

* 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. 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 2018, 2019 and 2020.

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 2018, 2019 and 2020, the total selling and marketing expenses were RMB1,153.1 million, RMB1,580.0 million and RMB2,067.4 million (US$316.8 million), respectively, which represented 2.7%, 2.8% and 2.9% of our revenue for the same year.

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, 2020, our outstanding guarantees for our customers' mortgage loans amounted to RMB23,414.7 million (US$3,588.5 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, 2020, we held 27 completed or under-development properties with an aggregate GFA of approximately 1,452,500 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. On May 29, 2020, we entered into a share sale and purchase agreement to purchase 76,820,000 ordinary share(s) in the share capital of Ever Sunshine Lifestyle at a consideration of HK$782,795,800. In late June 2020, the share acquisition under the agreement was completed. We have dominant control over Ever Sunshine Lifestyle Services and it is accounted for as a subsidiary of our Group.

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 2018, 2019 and 2020, we did not experience any incident where the owners of our properties terminated services of our property management companies.

SUPPLIERS AND CUSTOMERS

In 2018, 2019 and 2020, our five largest customers, comprising individual purchasers of our residential properties and commercial properties for sale, in aggregate, accounted for approximately 1.2%, 1.7% and 2.5% of our total revenue, respectively, and our single largest customer accounted for approximately 0.5%, 0.5% and 0.9% of our total revenue in the same years, respectively.

In 2018, 2019 and 2020, our five largest suppliers, primarily comprising construction companies and general contractors, accounted for approximately 6.3%, 5.3% and 5.4% of our total cost of sales, respectively, and our single largest supplier accounted for approximately 2.2%, 1.4% and 1.6% 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, 2020, our property development and property investment business had approximately 19,649 full-time employees in Mainland China and in Hong Kong, of whom approximately 8,066 employees worked for our property development business and of whom approximately 11,263 employees worked for our property management business, and approximately 320 for the commercial property leasing business.

We remunerate our employees based on their performance, working experience and the prevailing market wage level. 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 2018, 2019 and 2020, 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 2018, 2019 and 2020, 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.

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, and revised on November 29, 2020. 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) rolling plan and a five-year (2017–2021) 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 November 29, 2020, 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》) (2020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)》(2020版), which was promulgate by the NDRC and the MOFCOM on June 23, 2020, 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 18, 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, revised on August 26,2019, 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 28, 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 7, 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).

On December 28, 2020, the PBOC and CBRC jointly issued the Notice on Establishing the Centralization Management System for Real Estate Loans of Banking Financial Institutions (關於建立銀行業金融機構房地產貸款集中度管理制度的通知), which became effective on January 1, 2021. Pursuant to the notice, a PRC financial institution (excluding its overseas branches) are required to limit the amount of real estate loans and personal housing mortgage loans to a capped ratio of the total amount of RMB loans extended by such financial institution. The financial institution will have a transition period of two years or four years to comply with the requirements, subject to certain conditions. Pursuant to the notice, PBOC and CBRC will have the authority to take measures such as, among other things, imposing additional capital requirements on the financial institutions.

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 9, 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 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 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 6") (revised on July 30, 2017 and June 29, 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 amended on December 30, 2019, 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 discretional 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 varies 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 an 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, and amended on October 14, 2019 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 Pro visional 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, December 7, 2013, and March 2, 2019. 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 January 24, 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)	46	Chief executive officer and executive director
CHEN Dongbiao (陳東彪)	53	Executive director
YANG Xin (楊欣)	47	Executive director and chief financial officer
WANG Wei (王威)	52	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)	65	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 30 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) ("Ever Sunshine"), 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) and 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, the vice chairman of the China Real Estate Association (中國房地產業協會副會長) in 2018, an adjunct professor at School of Business Administration of East China Normal University (華東師範大學工商管理學院兼職教授) and the chairman of the fourth council of Oriental Real Estate Research Institute of East China Normal University (華東師範大學東方房地產研究院第四屆理事會理事長) in 2019, and the rotating chairman of CURA (中城聯盟輪值主席) and the rotating chairman of Fukien Chamber of Commerce (福建商會輪值會長) in 2021. 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 25 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, substantial shareholders of the Company.

Mr. LIN Feng (林峰), aged 46, 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 21 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. 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 operation and management of residential seqment. 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. (萬科企業股份有限公司) as the director of engineering and general manager and chairman of Shanghai Vanke Real Estate Co., Ltd. (上海萬科房地產有限公司) 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 47, is our executive director and senior 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 (中國農業銀行股份有限公司). Mr. Yang graduated from Shanghai Jiao Tong University (上海交通大學) 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 (上海國家會計學院). 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 52, 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. (中國平安保險(集團)股份有限公司) (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 director of China Fortune Land Development Co., Ltd. (SSE stock code: 600340) and a non-executive director of China Jinmao Holdings Group Limited (SEHK stock code: 817). Mr. WANG Wei graduated from Fudan University (復旦大學) 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 (中國房地產研究會) from 2006 to May 2013 and had also been the vice chairman and secretary-general of the China Real Estate Association (中國房地產業協會) 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 is currently an independent non-executive director of Jiayuan International Group Limited (SEHK stock code: 2768), an independent non-executive director of Sunshine 100 China Holdings Ltd (SEHK Stock Code: 2608) an independent non-executive director of Shimao Services Holdings Limited (SEHK stock code: 873), 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 (同濟大學).

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 (上海易居房地產研究院), concurrently as the vice president of the China Institute of Real Estate Appraisers and Agents (中國房地產估價師與房地產經紀人學會) and the supervisor of Shanghai Real Estate Economy Society (上海市房產經濟學會). Mr. Zhang is currently an independent director of Shanghai Industrial Development Co., Ltd. (SSE stock code: 600748) and an independent director of Shanghai Huitong Energy Co., Ltd. (SSE stock code: 600605).

Mr. TAN Wee Seng (陳偉成), aged 65, 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 of Xtep International Holdings Limited (SEHK stock code: 1368), an independent non-executive director of Sa Sa International Holdings Limited (SEHK stock code: 178), an

independent non-executive director 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 of Shineroad International Holdings Limited (SEHK Stock Code: 1587) and an independent director of ReneSola Ltd. (NYSE stock code: SOL). He is also a board member and the chairman of the finance and operation committee of Beijing City International School. Mr. Tan has over 37 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.

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 48, 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 53, 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 manage of sales and marketing management center. Before joining us, Mr. Pan worked in Shanghai P & R Real Estate Consultant Co., Ltd 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. He further obtained an executive master of business administration (EMBA) degree from China Europe International Business School in 2019.

Mr. GE Ming (葛明), aged 41, 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 graduated from the Fudan University with a bachelor's degree in economics, majoring in international finance in 2002, and later obtained an executive master of business administration (EMBA) degree from China Europe International Business School in 2018.

Mr. XU Bin (徐斌), aged 46, is our vice president and chief digital officer. Mr. Xu joined us in May 2020. Prior to joining us, Mr. Xu worked as the chief information officer of the Country Garden Group* (碧桂園集團), the chief information officer of Cedar Holdings Group* (雪松控股集團), the chief information officer of the Shell China Group* (殼牌(中國)集團), the chief information officer for Asia Pacific of Lubrizol Specialty Chemicals Group* (路博潤特種化工集團), the chief information officer of retail business of the BP China Group* (英國石油中國集團), the information technology manager of 7-Eleven China Group* (7-Eleven中國集團), and the project manager of China Construction Bank Guangzhou Branch. Mr. Xu graduated from Nanjing University with a bachelor's degree in science, and further obtained a master degree in economics from Sun Yat-sen University.

Mr. LEUNG Yuk Ming (Lawrence) (梁旭明), aged 46, 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 48, 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 has been the deputy chief member of the professional committee for legal affairs of the China Real Estate Association since December 2018. 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.

Mr. YAN Qiang (閻強), aged 39, 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 with a bachelor's degree in management, and further obtained a master's degree in management from Tianjin University.

Mr. LI Su (李速), aged 39, 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 with a bachelor's degree in economics, majoring in international finance.

COMPANY SECRETARY

Mr. LO Tai On (羅泰安), aged 66, 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 2020 amounted to RMB33.0 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. All share options granted under the 2012 Share Option Scheme have expired on June 30, 2020.

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 and September, 2020, we granted 4,350,000 Shares and 4,255,600 Shares, respectively, 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, 2020, 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(Note 1)	1,210,244,037	14.72%
	Company	Co-founder of a discretionary trust(Note 2)	2,388,937,975	29.06%
	Company	Beneficial Owner(Note 3)	7,873,591	0.10%
	LingYu International Group Co., Ltd. ("LingYu International")	Interest of controlled corporation(Note 16)	160,000	40%
	Shanghai Lvming Construction Technology Co., Ltd.* (上海綠明建築科技有限公司) ("Lvming Construction Technology") (formerly known as Shanghai Yipixi Construction Technology Co., Ltd.* (上海毅匹璽建築科技有限公司))	Interest of controlled corporation(Note 17)	40,000,000	40%
	Ever Sunshine Lifestyle Services Group Limited ("Ever Sunshine Lifestyle Services")	Interest of controlled corporation(Note 18)	363,180,000	21.74%
	Ever Sunshine Lifestyle Services	Co-founder of a discretionary trust(Note 20)	1,000,000	0.06%
	Ever Sunshine Lifestyle Services	Other(Note 21)	171,683,500	10.28%
	Ever Sunshine Lifestyle Services	Interest of controlled corporation(Note 19)	406,820,000	24.35%
Mr. LIN Wei	Company	Founder of a discretionary trust(Note 4)	451,952,559	5.50%
	Company	Interest of his child under 18 years of age (Note 5)	200,000,000	2.43%
	Company	Co-founder of a discretionary trust(Note 2)	2,388,937,975	29.06%
	LingYu International	Interest of controlled corporation(Note 16)	160,000	40%
	Ever Sunshine Lifestyle Services	Interest of controlled corporation(Note 19)	406,820,000	24.35%
	Ever Sunshine Lifestyle Services	Founder of a discretionary trust(Note 20)	1,000,000	0.06%
	Ever Sunshine Lifestyle Services	Other(Note 22)	534,863,500	32.02%
Mr. LIN Feng	Company	Founder of a discretionary trust(Note 6)	215,950,580	2.63%
	Company	Co-founder of a discretionary trust(Note 2)	2,343,755,975	29.06%
	Company	Interest of controlled corporation(Note 7)	5,335,600	0.06%
	Company	Beneficial Owner(Note 16)	5,855,000	0.07%
	Company	Beneficial Owner(Note 9)	1,045,000	0.01%
	LingYu International	Interest of controlled corporation(Note 16)	160,000	40%
	Ever Sunshine Lifestyle Services	Interest of controlled corporation(Note 23)	171,683,500	10.28%
	Ever Sunshine Lifestyle Services	Interest of controlled corporation(Note 19)	406,820,000	24.35%
	Ever Sunshine Lifestyle Services	Founder of a discretionary trust(Note 20)	1,000,000	0.06%
	Ever Sunshine Lifestyle Services	Other(Note 24)	363,180,000	21.74%
Mr. CHEN Dongbiao	Company	Beneficial Owner(Note 10)	19,358,000	0.24%
	Company	Beneficial Owner(Note 9)	7,500,000	0.09%
	Ever Sunshine Lifestyle Services	Beneficiary Owner(Note 25)	3,550,000	0.21%
Mr. YANG Xin . . .	Company	Beneficial Owner(Note 12)	8,848,254	0.11%
	Company	Beneficial Owner and Interest of his Spouse(Note 12)	1,301,034	0.02%
	Company	Beneficial Owner(Note 9)	5,100,000	0.06%
	Ever Sunshine Lifestyle Services	Beneficiary Owner(Note 26)	750,000	0.04%
Mr. GU Yunchang .	Company	Beneficial Owner(Note 13)	2,204,636	0.03%
	Company	Beneficial Owner(Note 9)	300,000	0.004%

Name of Director	Name of Corporation	Capacity/Nature of interest	Number of shares/ underlying shares	Approximate percentage of interest
Mr. ZHANG Yongyue	Company	Beneficial Owner(Note 14)	1,312,995	0.02%
	Company	Beneficial Owner(Note 9)	300,000	0.004%
Mr. TAN Wee Seng	Company	Beneficial Owner(Note 15)	1,395,058	0.02%
	Company	Beneficial Owner(Note 9)	400,000	0.005%

Notes:

1. These shares of the Company (the "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 1,210,244,037 Shares held by Ding Chang pursuant to Part XV of the SFO.

2. 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 2,388,937,975 Shares held by Rosy Fortune pursuant to Part XV of the SFO.

3. 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, one of whom 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 215,950,580 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 2016 Share Option Scheme. Details of the Directors' interests in share options are set out in the paragraph headed "Share Option Schemes" in the 2020 annual report of the Company.

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 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 Lvming Construction Technology are held by Shanghai Xuhui Enterprise Development Co., Ltd.* (上海旭輝企業發展有限公司) of which Mr. LIN Zhong is regarded to have control by virtue of the SFO.

18. These shares of Ever Sunshine Lifestyle Services 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 363,180,000 shares of Ever Sunshine Lifestyle Services held by Elite Force Development by virtue of the SFO. With effect from June 30, 2020, Elite Force Development has entrusted Spectron Enterprises Limited ("Spectron Enterprises") to exercise voting rights of these 363,180,000 shares of Ever Sunshine Lifestyle Services. Elite Force Development continues to own these 363,180,000 shares of Ever Sunshine Lifestyle Services as the beneficial owner and be entitled to the dividends, distributions and all other rights and benefits attaching to such shares.

19. These shares of Ever Sunshine Lifestyle Services are held by 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 406,820,000 shares of Ever Sunshine Lifestyle Services held by Spectron Enterprises pursuant to Part XV of the SFO. Regarding the entrusted voting arrangement, please refer to note 18 above.

20. These shares of Ever Sunshine Lifestyle Services 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 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 these 1,000,000 shares of Ever Sunshine Lifestyle Services held by Rosy Fortune pursuant to Part XV of the SFO.

21. These shares of Ever Sunshine Lifestyle Services 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 April 20, 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 Services as the trustee of Best Legend Trust ("Best Legend Trust"), which is a trust established on October 19, 2018, with Best Legend appointed as its trustee, for the purpose of a share incentive scheme to be adopted by Ever Sunshine Lifestyle Services at least six months after its listing. Thereafter, a share award scheme (the "Ever Sunshine Share Award Scheme") was adopted by Best Legend on June 18, 2019 as a means to recognize the contribution of, and to motivate and incentivise, the key management of Ever Sunshine Lifestyle Services 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 August 6, 2018. By virtue of the SFO, Mr. LIN Zhong is deemed to be interested in the 171,683,500 shares of Ever Sunshine Lifestyle Services held by Best Legend.

22. These shares of Ever Sunshine Lifestyle Services 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 363,180,000 shares of Ever Sunshine Lifestyle Services held by Elite Force Development and the 171,683,500 shares of Ever Sunshine Lifestyle Services held by Best Legend. With effect from June 30, 2020, Elite Force Development has entrusted Spectron Enterprises to exercise voting rights of these 363,180,000 shares of Ever Sunshine Lifestyle Services. Elite Force Development continues to own these 363,180,000 shares of Ever Sunshine Lifestyle Services as the beneficial owner and be entitled to the dividends, distributions and all other rights and benefits attaching to such shares.

23. These shares of Ever Sunshine Lifestyle Services are held by Best Legend. As stated in note 21 above, Mr. LIN Feng is deemed to be interested in the 171,683,500 shares of Ever Sunshine Lifestyle Services held by Best Legend pursuant to Part XV of the SFO.

24. These shares of Ever Sunshine Lifestyle Services are held by 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 Feng is taken to be interested in the 363,180,000 shares of Ever Sunshine Lifestyle Services held by Elite Force Development which is controlled by Mr. LIN Zhong (as stated in note 18 above). With effect from June 30, 2020, Elite Force Development has entrusted Spectron Enterprises to exercise voting rights of these 363,180,000 shares of Ever Sunshine Lifestyle Services. Elite Force Development continues to own these 363,180,000 shares of Ever Sunshine Lifestyle Services as the beneficial owner and be entitled to the dividends, distributions and all other rights and benefits attaching to such shares.

25. These shares of Ever Sunshine Lifestyle Services are directly held by Mr. CHEN Dongbiao.

26. These shares of Ever Sunshine Lifestyle Services are directly held by Mr. YANG Xin.

27. The English names marked with "*" of the PRC entities are provided for identification purpose only. The Chinese names are the official names of the PRC entities.

PRINCIPAL SHAREHOLDERS

As of December 31, 2020, the following persons or institutions, other than those disclosed in the paragraph headed "Directors' and Chief Executives' Interests" of this offering memorandum, 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:

Name of interested party	Capacity/Nature of interest	Total number of Shares	Approximate percentage of the issued share capital of our Company
Gentle Beauty	Interest of controlled corporation *(Note 1)*	2,388,937,975(L)	29.06(L)
Rosy Fortune	Beneficial owner *(Note 1)*	2,388,937,975(L)	29.06(L)
Eternally Success	Interest of controlled corporation *(Note 2)*	1,210,244,037(L)	14.72(L)
Ding Chang	Beneficial owner *(Note 2)*	1,210,244,037(L)	14.72(L)
Standard Chartered Trust	Trustee *(Note 3)*	3,815,132,592(L)	46.41(L)
SCTS Capital	Interest of controlled corporation *(Note 3)*	3,815,132,592(L)	46.41(L)
LW Asset	Interest of controlled corporation *(Note 4)*	451,952,559(L)	5.50(L)
Eminent Talent	Beneficial owner *(Note 4)*	451,952,559(L)	5.50(L)
Credit Suisse Trust	Trustee *(Note 4)*	451,952,559(L)	5.50(L)
Ping An Insurance (Group) Company of China, Ltd.	Interest in controlled corporation *(Note 5)*	546,866,577(L)	6.65(L)
Ping An Life Insurance Company of China, Ltd.	Beneficial owner *(Note 6)*	545,000,000(L)	6.63(L)

Notes:

1. 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.

2. 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.

3. These include 2,388,937,975 Shares held by Rosy Fortune, 1,210,244,037 Shares held by Ding Chang and 215,950,580 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.

4. 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.

5. 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 at December 31, 2020. 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 nonaggregating 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, 2020. 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, 2020, 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 2018, 2019 and 2020 between us and our related parties.

The following table summarizes our related party transactions for the years indicated.

		For the year ended December 31,			
Related parties	**Transaction**	**2018**	**2019**	**2020**	
		RMB'000	**RMB'000 (restated)**	**RMB'000**	**US$'000 (unaudited)**
Related company controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng	Rental income	2,286	2,286	2,286	350
	Design and renovation services income	—	17,297	2,102	322
	Construction material supply income	—	500	259	40
	Property management service income	—	44	—	—
	Sales of properties	—	—	1,618,768	248,087
Associates	Apartment leasing and renovation services income	8,540	12,566	7,241	1,110
	Property management service income	161,563	57,710	54,738	8,389
	Project management fee income	799,075	1,159,914	1,099,220	168,463
	Prefabricated construction materials supply and related installation and technical services expense	3,119	8,975	22,128	3,391
	Sales of properties	—	—	201,732	30,917
Joint ventures	Project management fee income	773,960	1,653,900	1,795,158	275,120
	Property management services income	—	61,557	94,768	14,524

In addition, as of December 31, 2018 and 2019 and 2020, we had the following significant balances with our related parties:

	As of December 31,			
	2018	**2019**	**2020**	
	RMB'000	**RMB'000 (restated)**	**RMB'000**	**US$'000 (unaudited)**
Amounts due from joint ventures and associates	27,798,425	36,569,805	57,515,448	8,814,628
Amounts due to joint ventures and associates	15,519,116	29,170,655	32,425,022	4,969,352

AMOUNTS DUE FROM RELATED COMPANIES AND OUR DIRECTORS

As of December 31, 2018 and 2019 and 2020, we had amounts due from related companies of RMB27,798.4 million, RMB36,569.8 million and RMB57,515.4 million (US$8,814.6 million), respectively. We, as lessor, entered into a lease agreement with Jiaxing Xucai Department Store Co., Ltd. (嘉興旭彩百貨有限公司) ("Jiaxing Xucai") for a term of 15 years with respect to an investment property in June 2011. Jiaxing 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, Jiaxing 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, 2018 and 2019 and 2020, we had amounts due to related companies of RMB15,519.1 million, RMB29,170.7 million and RMB32,425.0 million (US$4,969.3 million), respectively. We had amounts due to non-controlling interests of approximately RMB12,207.2 million (US$1,870.8 million) as of December 31, 2020, 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.

	For the year ended December 31,			
Remuneration type	**2018**	**2019**	**2020**	
	RMB'000	**RMB'000**	**RMB'000**	**US$'000 (unaudited)**
Directors' fees	776	910	952	146
Other emoluments for non-executive directors and independent non-executive directors	306	246	204	31
Other emoluments for executive directors				
Basic salaries and allowances	19,551	20,248	21,519	3,298
Equity-settled share based payment	11,099	434	362	56
Bonus	9,348	11,190	9,632	1,476
Retirement benefit contributions	499	550	341	52
	41,579	33,578	33,010	5,059

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, 2020, our total bank and other borrowings under IFRS (not including senior notes and onshore bonds) amounted to RMB61,561.2 million (US$9,434.7 million). As of the same date, we also had outstanding September 2018 Notes, 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 and the August 2017 Perpetual Securities with carrying amounts of RMB46,690.8 million (US$7,155.7 million) and amounts due to non-controlling interests of RMB12,207.2 million (US$1,870.8 million). Subsequent to December 31, 2020, we issued the January 2021 Notes in the aggregate principle amount of US$419,000,000. 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, 2020, the aggregate outstanding amount under these loans totaled approximately RMB46,371.2 million (US$7,106.7 million), of which RMB2,960.4 million (US$453.7 million) was due within one year and RMB43,410.8 million (US$6,653.0 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, 2020, the effective interest rate of our bank loans ranged from 3.65% to 10.5%.

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:

Period	Redemption Price
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:

Period	Redemption Price
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.

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:

Period	Redemption Price
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:

Period	Redemption Price
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:

Period	Redemption Price
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:

Period	Redemption
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.

JULY 2020 NOTES

On July 20, 2020, we entered into an indenture (as amended or supplemented from time to time, the "July 2020 Indenture"). Pursuant to the July 2020 Indenture, we issued an aggregate principal amount of US$300,000,000 of the July 2020 Notes on July 20, 2020 and an aggregate principal amount of US$200,000,000 of the July 2020 Notes on August 5, 2020. The July 2020 Notes are unsecured. As of the date of this offering memorandum, US$500,000,000 principal amount of the July 2020 Notes is outstanding.

Guarantee

The obligations pursuant to the July 2020 Notes are guaranteed by our existing subsidiaries and JV subsidiaries (the "July 2020 Subsidiary Guarantors") other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the July 2020 Indenture. Each of the July 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 July 2020 Notes.

Interest

The July 2020 Notes bear an interest rate of 5.95% per annum, payable semi-annually in arrears.

Covenants

Subject to certain conditions and exceptions, the July 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 July 2020 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the July 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 July 2020 Indenture or the holders of at least 25% of the outstanding July 2020 Notes may declare the principal of the July 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 July 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 July 2020 Notes is October 20, 2025.

At any time and from time to time on or after July 20, 2023, we may redeem the July 2020 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the July 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 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, we may at our option redeem the July 2020 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the July 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 July 20, 2023, we may redeem up to 35% of the aggregate principal amount of the July 2020 Notes 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 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 July 2020 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the July 2020 Notes at a redemption price equal to 100% of the principal amount of the July 2020 Notes plus any accrued and unpaid interest, subject to certain conditions.

AUGUST 2020 NOTES

On August 19, 2020, we entered into an indenture (as amended or supplemented from time to time, the "August 2020 Indenture"). Pursuant to the August 2020 Indenture, we issued an aggregate principal amount of RMB1,200,000,000 of the August 2020 Notes on August 19, 2020. The August 2020 Notes are unsecured. As of the date of this offering memorandum, RMB1,200,000,000 principal amount of the August 2020 Notes is outstanding.

Guarantee

The obligations pursuant to the August 2020 Notes are guaranteed by our existing subsidiaries (the "August 2020 Subsidiary Guarantors") other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the August 2020 Indenture. Each of the August 2020 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 August 2020 Notes.

Interest

The August 2020 Notes bear an interest rate of 5.85% per annum, payable semi-annually in arrears.

Covenants

Subject to certain conditions and exceptions, the August 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 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 August 2020 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the August 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 August 2020 Indenture of the holders of at least 25% of the outstanding August 2020 Notes may declare the principal of the August 2020 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 August 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 August 2020 Notes is August 19, 2023.

At any time and from time to time on or after August 19, 2022, we may redeem the August 2020 Notes, in whole or in part, at a redemption price equal to 102.925% of the principal amount of the August 2020 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 August 19, 2022, 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 August 19, 2022, we may redeem up to 35% of the aggregate principal amount of the August 2020 Notes at a redemption price equal to 105.85% of the principal amount of the August 2020 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 August 2020 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the August 2020 Notes at a redemption price equal to 100% of the principal amount of the August 2020 Notes plus any accrued and unpaid interest, subject to certain conditions.

NOVEMBER 2020 NOTES

On November 13, 2020, we entered into an indenture (as amended or supplemented from time to time, the "November 2020 Indenture"). Pursuant to the November 2020 Indenture, we issued an aggregate principal amount of US$350,000,000 of the November 2020 Notes on November 13, 2020. The November 2020 Notes are unsecured. As of the date of this offering memorandum, US$350,000,000 principal amount of the November 2020 Notes is outstanding.

Guarantee

The obligations pursuant to the November 2020 Notes are guaranteed by our existing subsidiaries (the "November 2020 Subsidiary Guarantors") other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the November 2020 Indenture. Each of the November 2020 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 November 2020 Notes.

Interest

The November 2020 Notes bear an interest rate of 5.25% per annum, payable semi-annually in arrears.

Covenants

Subject to certain conditions and exceptions, the November 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:

- incur additional indebtedness and issue disqualified or preferred stock;
- declare dividends on its 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 or merger.

Events of Default

The November 2020 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the November 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 November 2020 Indenture of the holders of at least 25% of the outstanding November 2020 Notes may declare the principal of the November 2020 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 November 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 November 2020 Notes is May 13, 2026.

At any time and from time to time on or after November 13, 2023, we may redeem the November 2020 Notes, in whole or in part, at a redemption price equal to 102.625% of the principal amount of the November 2020 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 November 13, 2023, 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 November 13, 2023, we may redeem up to 35% of the aggregate principal amount of the November 2020 Notes at a redemption price equal to 105.25% of the principal amount of the November 2020 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 November 2020 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the November 2020 Notes at a redemption price equal to 100% of the principal amount of the November 2020 Notes plus any accrued and unpaid interest, subject to certain conditions.

JANUARY 2021 NOTES

On January 12, 2021, we entered into an indenture (as amended or supplemented from time to time, the "January 2021 Indenture"). Pursuant to the January 2021 Indenture, we issued an aggregate principal amount of US$419,000,000 of the January 2021 Notes on January 12, 2021.

The January 2021 Notes are unsecured. As of the date of this offering memorandum, US$419,000,000 principal amount of the January 2020 Notes is outstanding.

Guarantee

The obligations pursuant to the January 2021 Notes are guaranteed by our existing subsidiaries (the "January 2021 Subsidiary Guarantors") other than (i) those organized under the laws of the PRC and (ii) certain other subsidiaries specified in the January 2021 Indenture. Each of the January 2021 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 2021 Notes.

Interest

The January 2021 Notes bear an interest rate of 4.375% per annum, payable semi-annually in arrears.

Covenants

Subject to certain conditions and exceptions, the January 2021 Indenture and each of the relevant subsidiary guarantees contain certain covenants, restricting us and each of the relevant restricted subsidiaries from, among other things:

- incur additional indebtedness and issue disqualified or preferred stock;
- declare dividends on its 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 or merger.

Events of Default

The January 2021 Indenture contains certain customary events of default, including default in the payment of principal of (or any premium on) the January 2021 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 2021 Indenture of the holders of at least 25% of the outstanding January 2021 Notes may declare the principal of the January 2021 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 2021 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 2021 Notes is April 12, 2027.

At any time and from time to time on or after January 12, 2025, we may redeem the January 2021 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the January 2021 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 12 of each year set forth below:

Period	Redemption Price
2025	102.1875%
2026	101.0%
2027	100.0%

At any time and from time to time prior to January 12, 2025, we may at our option redeem the January 2021 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the January 2021 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 12, 2025, we may redeem up to 35% of the aggregate principal amount of the January 2021 Notes at a redemption price of 104.375% of the principal amount of the January 2021 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 2021 Indenture would become obligated to pay certain additional amounts as a result of certain changes in specified tax law, we may redeem the January 2021 Notes at a redemption price equal to 100% of the principal amount of the January 2021 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$803.1 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$1,460.1 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.

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$1,304 million and US$27.2 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.

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$1,556.5 million and US$489.0 million. As of the date of this offering memorandum, a total amount of HK$1,556.5 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 arrears, 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.

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, 2020, our aggregate amount of such guarantees provided in respect of the bank loans made by the joint ventures and associates amounted to RMB14,434.0 million (US$2,043.0 million).

DESCRIPTION OF THE 2026 NOTES

All terms defined in this "Description of the 2026 Notes" shall have the meanings assigned to them herein and are applicable to this "Description of the 2026 Notes" only unless the context otherwise requires. For the purpose of this "Description of the 2026 Notes" only, "Notes" means the 2026 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 May 17, 2021, 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 August 17, 2026, unless earlier redeemed pursuant to the terms thereof and the Indenture.

The Notes will bear interest at 4.45% 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 February 17 and August 17 of each year (except that the first interest payment will be made on February 17, 2022 with respect to the period from and including May 17, 2021 but excluding February 17, 2022) (each an ''Interest Payment Date''). Interest on the Notes will be paid to the Holders of record at the close of business on February 2 or August 2 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 and Transfer 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 2026 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) an Opinion of Counsel 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 certain 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, 2020, the Company and its consolidated subsidiaries had total debt of approximately RMB104,715.1 million (US$16,046.8 million), of which approximately RMB46,775.9 million (US$7,168.7 million) was secured debt of the Company or a consolidated subsidiary.

As of December 31, 2020, the Non-Guarantor Subsidiaries had total liabilities of approximately RMB249,707.8 million (US$38,269.4 million) and the Non-Guarantor Subsidiaries had capital commitments of approximately RMB6,915.1 million (US$1,059.8 million) and contingent liabilities of approximately RMB23,414.7 million (US$3,588.5 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 May 17, 2024, 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 May 17 of each year set forth below:

Period	Redemption Price
2024	102.225%
2025	101.000%
2026	100.000%

At any time and from time to time prior to May 17, 2024, 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 May 17, 2024, 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 104.45% 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 and/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 Event 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 or an Event of Default, an Officers' Certificate setting forth the details of the Default or the Event of 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 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 (or its agent) 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 2026 Notes" to the extent that such provision in this "Description of the 2026 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 an Event of 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 depositary and registered in the name of the common depositary 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, the Subsidiary Guarantors and the JV 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 Trustee 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 2026 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 May 17, 2024, 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 May 17, 2024 (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 May 17, 2024 (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.

"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.

"August 2020 Notes" means the 5.85% Senior Notes due 2021 originally issued by the Company in August 2020.

"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 May 17, 2024 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 May 17, 2024.

"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 February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes, the July 2020 Notes, the August 2020 Notes, the November 2020 Notes and the January 2021 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 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 2020 Notes" means the 6.00% Senior Notes due 2025 originally issued by the Company in January 2020.

"January 2021 Notes" means the 4.375% Senior Notes due 2027 originally issued by the Company in January 2021.

"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.

"July 2020 Notes" means the 5.95% Senior Notes due 2025 originally issued by the Company in July 2020.

"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.

"November 2020 Notes" means the 5.25% Senior Notes due 2026 originally issued by the Company in November 2020.

"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 and Transfer 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 Foreign Investment Law of the People's Republic of China adopted on January 1, 2020 and the Detailed Rules for the Regulation of Implementing the Foreign Investment Law of the People's Republic of China adopted on January 1, 2020, 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.

"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.

DESCRIPTION OF THE 2028 NOTES

All terms defined in this "Description of the 2028 Notes" shall have the meanings assigned to them herein and are applicable to this "Description of the 2028 Notes" only unless the context otherwise requires. For the purpose of this "Description of the 2028 Notes" only, "Notes" means the 2028 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 May 17, 2021, 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 May 17, 2028, unless earlier redeemed pursuant to the terms thereof and the Indenture.

The Notes will bear interest at 4.8% 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 May 17 and November 17 of each year (each an ''Interest Payment Date''). Interest on the Notes will be paid to the Holders of record at the close of business on May 2 or November 2 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 and Transfer 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 2028 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) an Opinion of Counsel 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 certain 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, 2020, the Company and its consolidated subsidiaries had total debt of approximately RMB104,715.1 million (US$16,046.8 million), of which approximately RMB46,775.9 million (US$7,168.7 million) was secured debt of the Company or a consolidated subsidiary.

As of December 31, 2020, the Non-Guarantor Subsidiaries had total liabilities of approximately RMB249,707.8 million (US$38,269.4 million) and the Non-Guarantor Subsidiaries had capital commitments of approximately RMB6,915.1 million (US$1,059.8 million) and contingent liabilities of approximately RMB23,414.7 million (US$3,588.5 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 May 17, 2025, 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 May 17 of each year set forth below:

Period	Redemption Price
2025	102.400%
2026	101.000%
2027	100.000%

At any time and from time to time prior to May 17, 2025, 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 May 17, 2025, 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 104.80% 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 and/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 Event 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 or an Event of Default, an Officers' Certificate setting forth the details of the Default or an Event of 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 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 (or its agent) 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 2028 Notes" to the extent that such provision in this "Description of the 2028 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 an Event of 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 depositary and registered in the name of the common depositary 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, the Subsidiary Guarantors and the JV 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 Trustee 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 2028 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 May 17, 2025, 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 May 17, 2025 (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 May 17, 2025 (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.

"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.

"August 2020 Notes" means the 5.85% Senior Notes due 2021 originally issued by the Company in August 2020.

"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 May 17, 2025 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 May 17, 2025.

"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 February 2019 Notes, the March 2019 Notes, the July 2019 Notes, the November 2019 Notes, the January 2020 Notes, the July 2020 Notes, the August 2020 Notes, the November 2020 Notes and the January 2021 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 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 2020 Notes" means the 6.00% Senior Notes due 2025 originally issued by the Company in January 2020.

"January 2021 Notes" means the 4.375% Senior Notes due 2027 originally issued by the Company in January 2021.

"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.

"July 2020 Notes" means the 5.95% Senior Notes due 2025 originally issued by the Company in July 2020.

"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.

"November 2020 Notes" means the 5.25% Senior Notes due 2026 originally issued by the Company in November 2020.

"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 and Transfer 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 Foreign Investment Law of the People's Republic of China adopted on January 1, 2020 and the Detailed Rules for the Regulation of Implementing the Foreign Investment Law of the People's Republic of China adopted on January 1, 2020, 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.

"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 Act (2018 Revision). In accordance with the provision of section 6 of the Tax Concessions Act (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 Act (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

The Hongkong and Shanghai Banking Corporation Limited, Credit Suisse (Hong Kong) Limited, Haitong International Securities Company Limited, J.P. Morgan Securities plc, Standard Chartered Bank, The Bank of East Asia, Limited, BOCOM International Securities Limited, China CITIC Bank International Limited, CMBC Securities Company Limited, CMB International Capital Limited and Guotai Junan Securities (Hong Kong) Limited 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:

Initial Purchasers	Principal Amount of 2026 Notes	Principal Amount of 2028 Notes
The Hongkong and Shanghai Banking Corporation Limited	US$31,840,000	US$13,680,000
Credit Suisse (Hong Kong) Limited	US$31,840,000	US$13,680,000
Haitong International Securities Company Limited	US$31,840,000	US$13,680,000
J.P. Morgan Securities plc	US$31,840,000	US$13,680,000
Standard Chartered Bank	US$31,840,000	US$13,680,000
The Bank of East Asia, Limited	US$31,800,000	US$13,600,000
BOCOM International Securities Limited	US$31,800,000	US$13,600,000
China CITIC Bank International Limited	US$31,800,000	US$13,600,000
CMBC Securities Company Limited	US$31,800,000	US$13,600,000
CMB International Capital Limited	US$31,800,000	US$13,600,000
Guotai Junan Securities (Hong Kong) Limited	US$31,800,000	US$13,600,000
Total	US$350,000,000	US$150,000,000

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 two 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 two 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 Stated 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.

Prohibition of Sales to UK Retail Investors

The Notes have not been and will not be offered, sold or otherwise made available to any retail investor in the UK. 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 (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or

(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

United Kingdom

Any invitation or inducement to engage in investment activity (within the meanings of Section 21 of 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 "Ba3" by Moody's Investors Service, "BB–" by Standard & Poor's Ratings Services and "BBB–" by Lianhe Global. 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, a corporate family rating of "Ba2" with a stable outlook by Moody's Investors Service and an issuer rating of "BBB–" with a stable outlook by Lianhe Global. 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, 2019 and 2020 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, 2018 are included as comparative information within the consolidated financial statements as of and for the year ended December 31, 2019.

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 May 9, 2021.

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, 2020 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 Act (As Revised) of the Cayman Islands (the "DPA") 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 DPA (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 DPA. 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 DPA is the responsibility of the Ombudsman's office of the Cayman Islands. Breach of the DPA 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:

	ISIN	Common Code
2026 Notes	XS2342908949	234290894

	ISIN	Common Code
2028 Notes	XS2342499592	234249959

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, 2020 and 2019 set forth below refer to pages in such unaudited interim condensed consolidated financial information as appeared in such audited consolidated financial statements as appeared in our annual reports for the years ended December 31, 2020 and 2019, as the case may be. These interim report and 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174至410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二零二零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布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 貴集團於二零二零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。

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 174 to 410, which comprise the consolidated statement of financial position as at 31 December 2020, 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 2020, 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.

意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒布的香港審計準則(「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布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屬充足及適當，可為吾等的審核意見提供基礎。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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
投資物業估值 **Valuation of investment properties**	
由於管理層釐定公平值時須作出判斷及估計，吾等將投資物業估值釐定為關鍵審計事項。 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，於二零二零年十二月三十一日的賬面值為人民幣22,699,000,000元，佔 貴集團總資產的6.0%。投資物業公平值變動人民幣941,000,000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。 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不可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。	吾等就投資物業估值的程序包括： • 評估估值師的資歷、能力和客觀性； • 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； • 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 • 對輸入數據進行分析以評估估值結果。
We identified the valuation of investment properties as a key audit matter due to the management's judgements and estimations associated with determining the fair value. 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 RMB22,699 million as at 31 December 2020, which represented 6.0% of the Group's total assets. Change in fair value of investment properties of RMB941 million was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended. 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.	Our procedures in relation to the valuation of investment properties included: • Evaluating the Valuers' competence, capabilities and objectivity; • 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; • 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 • Performing analysis on the inputs to evaluate the results on the valuations.

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
擬作出售的開發中物業及持作出售物業的估值 **Valuation of properties under development for sale and properties held for sale**	
由於可變現淨值(「可變現淨值」)以及評估擬作出售的開發中物業(「擬作出售的開發中物業」)未來的完工成本及進行銷售所需的成本涉及重大判斷，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。 誠如綜合財務狀況表所披露， 貴集團於二零二零年十二月三十一日擁有擬作出售的開發中物業及持作出售物業，分別為人民幣129,018,000,000元及人民幣12,904,000,000元，其大部分位於中國。此外，如綜合財務報表附註19所披露，合營企業於二零二零年十二月三十一日擁有擬作出售的開發中物業及持作出售物業分別為人民幣150,905,000,000元及人民幣8,077,000,000元，其大部分位於中國及香港。 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及預測市況、經參考實際開發成本得出的擬作出售的開發中物業預期未來完工成本，以及按當時市況銷售物業將產生的成本。 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。 根據管理層對物業可變現淨值的分析，概無撇減需要。	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： • 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 • 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。
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 and costs necessary to make the sales. As disclosed in the consolidated statement of financial position, the Group had PUD of RMB129,018 million and PFS of RMB12,904 million as at 31 December 2020, of which substantially are situated in the PRC. In addition, as disclosed in note 19 to the consolidated financial statements, the joint ventures had PUD of RMB150,905 million and PFS of RMB8,077 million as at 31 December 2020, which are mainly situated in the PRC and Hong Kong. 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 estimate future costs to completion of the PUD by reference to the actual development cost and the costs to be incurred in selling the properties based on prevailing market conditions. 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. Based on the management's analysis of the NRV of the Properties, no write-downs were considered to be necessary.	Our procedures in relation to assessing the appropriateness of the valuation of the PUD and PFS included: • 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 • 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.

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
銷售物業已確認收入 **Revenue recognised from sales of properties**	
由於銷售物業已確認收入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。 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，截至二零二零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64,320,000,000元。	吾等有關銷售物業已確認收入的程序包括： • 瞭解並測試管理層對向買家交付物業程序的控制； • 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 • 以抽樣形式審查於二零二零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。
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. 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 RMB64,320 million from sales of properties for the year ended 31 December 2020 as disclosed in note 5 to the consolidated financial statements.	Our procedures in relation to revenue recognised from sales of properties included: • Obtaining an understanding of and testing the management's control over the process of properties delivery to buyers; • 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 • Reviewing the relevant supporting documents in relation to the projects delivered to buyers prior to 31 December 2020, on a sample basis, to assess whether the revenue are recognised in an appropriate period.

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
土地增值稅計算的準確性 **Accuracy of land appreciation tax calculations**	
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。 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，截至二零二零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1,836,000,000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。	吾等有關土地增值稅計算準確性的程序包括： • 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； • 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 • 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布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。
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. 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 RMB1,836 million is recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020. 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.	Our procedures in relation to the accuracy of LAT calculations included: • 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; • 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 • 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.

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。

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.

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。

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，如果合理預期其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 HKSAs 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 HKSAs, 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。

- 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.

- 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。

- 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.

- 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。

- 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。

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.

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，並與彼等溝通可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或採用的防範措施。

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, actions taken to eliminate threats or safeguards applied.

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。

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.

本獨立核數師報告的審核項目合夥人為謝鳳珍。

The engagement partner on the audit resulting in the independent auditor's report is Tse Fung Chun.

德勤 • 關黃陳方會計師行
執業會計師
香港

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

二零二一年三月二十五日

25 March 2021

綜合損益及其他全面收益表
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

		附註 NOTES	二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
收入	**Revenue**	5	71,798,663	56,451,103
銷售及服務成本	Cost of sales and services		(56,189,600)	(42,334,889)
毛利	**Gross profit**		15,609,063	14,116,214
其他收入、收益及虧損	Other income, gains and losses	7	3,173,369	1,469,636
投資物業公平值變動	Change in fair value of investment properties		940,585	200,659
營銷及市場推廣開支	Selling and marketing expenses		(2,067,375)	(1,579,990)
行政開支	Administrative expenses		(2,946,420)	(3,148,306)
應佔合營企業業績	Share of results of joint ventures		968,468	1,984,710
應佔聯營公司業績	Share of results of associates		1,159,501	1,522,961
融資成本	Finance costs	8	(667,424)	(729,158)
除稅前利潤	**Profit before taxation**		16,169,767	13,836,726
所得稅開支	**Income tax expense**	9	(4,274,234)	(4,594,879)
年內利潤	**Profit for the year**	10	11,895,533	9,241,847
其他全面(開支)收入：	**Other comprehensive (expense) income:**			
不會重新分類至損益的項目：	*Items that will be reclassified to profit or loss:*			
指定為現金流量對沖的對沖工具公平值變動	Fair value change on hedging instruments designated as cash flow hedge		(89,227)	–
將指定為現金流量對沖的對沖工具公平值變動重新分類至損益	Reclassification of fair value change on hedging instruments designated as cash flow hedge to profit or loss		20,260	–
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	Fair value loss on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")		(96,659)	(37,442)
按公平值計入其他全面收入的股本工具的所得稅	Income tax relating to equity instruments at FVTOCI		16,720	8,813
			(148,906)	(28,629)
年內全面收入總額	**Total comprehensive income for the year**		11,746,627	9,213,218
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		8,031,895	6,443,305
永久資本工具擁有人	Owners of perpetual capital instruments		229,627	221,817
非控股權益	Non-controlling interests		3,634,011	2,576,725
			11,895,533	9,241,847
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		7,882,989	6,414,676
永久資本工具擁有人	Owners of perpetual capital instruments		229,627	221,817
非控股權益	Non-controlling interests		3,634,011	2,576,725
			11,746,627	9,213,218
每股盈利(人民幣元)：	**Earnings per share, in RMB:**			
基本	**Basic**	13	1.00	0.82
攤薄	**Diluted**	13	0.99	0.81

綜合財務狀況表
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二零年十二月三十一日 At 31 December 2020

		附註 NOTES	二零二零年十二月三十一日 31/12/2020 人民幣千元 RMB'000	二零一九年十二月三十一日 31/12/2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年一月一日 1/1/2019 人民幣千元 RMB'000 (經重列) (Restated)
非流動資產	NON-CURRENT ASSETS				
投資物業	Investment properties	14	22,698,969	17,686,036	16,196,679
物業、廠房及設備	Property, plant and equipment	15	235,207	172,475	161,150
使用權資產	Right-of-use assets	16	117,325	142,090	107,236
無形資產	Intangible assets	17	91,049	100,600	–
商譽	Goodwill	17	470,952	431,128	17,230
於聯營公司的權益	Interests in associates	18	16,861,861	8,019,593	5,591,044
於合營企業的權益	Interests in joint ventures	19	17,825,596	12,872,071	8,518,233
於房地產項目的投資	Investments in property projects	20	286,531	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")	21	905,388	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	22	739,685	881,832	919,274
遞延稅項資產	Deferred taxation assets	38	2,195,730	1,758,447	1,025,695
物業、廠房及設備預付款項	Prepayment of property, plant and equipment	25	12,448	13,368	–
就收購股權已付的按金	Deposit for acquisition of equity interests		–	–	50,000
			62,440,741	43,021,786	33,733,816
流動資產	CURRENT ASSETS				
持作出售物業	Properties held for sale	23	12,904,429	15,552,823	10,238,165
擬作出售的開發中物業	Properties under development for sale	24	129,018,163	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	25	30,384,186	24,596,795	16,941,938
應收非控股權益款項	Amounts due from non-controlling interests	26	26,359,618	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	27	57,515,448	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		5,704,636	8,713,034	7,950,061
可收回稅項	Taxation recoverable		3,443,355	2,877,209	1,746,713
按公平值計入損益的金融資產	Financial assets at FVTPL	21	374,261	573,761	705,386
衍生金融工具	Derivative financial instruments	28	–	11,912	–
受限制銀行存款	Restricted bank deposits	29	101,873	431,695	1,299,969
銀行結餘及現金	Bank balances and cash	29	51,052,696	58,536,676	44,487,683
			316,858,665	281,833,374	208,722,865

綜合財務狀況表
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		附註 NOTES	二零二零年十二月三十一日 31/12/2020 人民幣千元 RMB'000	二零一九年十二月三十一日 31/12/2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年一月一日 1/1/2019 人民幣千元 RMB'000 (經重列) (Restated)
流動負債	**CURRENT LIABILITIES**				
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	58,332,009	39,846,798	26,239,597
合約負債	Contract liabilities	31	74,626,818	54,465,082	44,405,099
應付非控股權益款項	Amounts due to non-controlling interests	26	12,207,232	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	27	32,425,022	29,170,655	15,519,116
應付稅項	Taxation payable		10,248,100	9,712,706	7,690,885
租賃負債(於一年內到期)	Lease liabilities – due within one year	32	65,824	66,570	41,258
銀行及其他借款(於一年內到期)	Bank and other borrowings – due within one year	33	7,300,715	13,941,253	8,851,652
優先票據(於一年內到期)	Senior notes – due within one year	34	3,637,114	3,190,356	–
公司債券(於一年內到期)	Corporate bonds – due within one year	35	7,761,443	4,006,799	3,646,140
衍生金融工具(於一年內到期)	Derivative financial instruments – due within one year	28	266,362	19,260	74,949
可換股債券的債務部分	Debt component of convertible bonds	44	–	–	907,724
			206,870,639	170,867,420	123,947,745
流動資產淨值	**NET CURRENT ASSETS**		109,988,026	110,965,954	84,775,120
總資產減流動負債	**TOTAL ASSETS LESS CURRENT LIABILITIES**		172,428,767	153,987,740	118,508,936
資本及儲備	**CAPITAL AND RESERVES**				
股本	Share capital	37	668,481	639,723	626,271
儲備	Reserves		35,383,200	29,559,614	25,003,821
本公司股東權益應佔股本權益	Equity attributable to owners of the Company		36,051,681	30,199,337	25,630,092
永久資本工具	Perpetual capital instruments	36	3,536,877	3,883,572	3,883,572
非控股權益	Non-controlling interests		44,053,692	34,114,036	20,642,017
股本權益總額	**TOTAL EQUITY**		83,642,250	68,196,945	50,155,681

		附註 NOTES	二零二零年十二月三十一日 31/12/2020 人民幣千元 RMB'000	二零一九年十二月三十一日 31/12/2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年一月一日 1/1/2019 人民幣千元 RMB'000 (經重列) (Restated)
非流動負債	NON-CURRENT LIABILITIES				
其他應付款項(於一年後到期)	Other payable – due after one year	30	6,849	1,265	–
租賃負債(於一年後到期)	Lease liabilities – due after one year	32	56,748	72,159	65,978
銀行及其他借款（於一年後到期）	Bank and other borrowings – due after one year	33	54,260,449	51,140,979	41,061,189
優先票據(於一年後到期)	Senior notes – due after one year	34	26,979,739	23,674,188	15,293,614
公司債券(於一年後到期)	Corporate bonds – due after one year	35	4,775,653	7,744,996	8,113,997
遞延稅項負債	Deferred taxation liabilities	38	2,650,025	3,157,208	3,818,477
衍生金融工具（於一年後到期）	Derivative financial instruments – due after one year	28	57,054	–	–
			88,786,517	85,790,795	68,353,255
			172,428,767	153,987,740	118,508,936

第174至410頁的綜合財務報表已於二零二一年三月二十五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 174 to 410 were approved and authorised for issue by the Board of directors on 25 March 2021 and are signed on its behalf by:

林中	**林峰**	**LIN ZHONG**	**LIN FENG**
董事	*董事*	*DIRECTOR*	*DIRECTOR*

綜合股本權益變動表
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

		本公司股東權益應佔 Attributable to equity owners of the Company														
		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 (附註c) (Note c)	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 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 reserve 人民幣千元 RMB'000	對沖儲備 Hedging 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	總計 Total 人民幣千元 RMB'000
於二零一九年一月一日(原先呈列)	At 1 January 2019 (as originally stated)	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
採用合併會計處理引致的重列(附註1)	Merger accounting restatement (Note 1)	–	–	20,579	5,206	–	–	–	–	–	–	211	25,996	–	683,514	709,510
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	626,271	3,079,702	488,012	1,967,962	407,924	(53,931)	–	118,508	39,440	–	18,956,204	25,630,092	3,883,572	20,642,017	50,155,681
年內利潤	Profit for the year	–	–	–	–	–	–	–	–	–	–	6,443,305	6,443,305	221,817	2,576,725	9,241,847
年內其他全面開支	Other comprehensive expense 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)	–	–	–	–	–	6,443,305	6,414,676	221,817	2,576,725	9,213,218
轉撥至儲備	Appropriations to reserve	–	–	–	481,641	–	–	–	–	–	–	(481,641)	–	–	–	–
非控股權益出資	Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	–	10,903,768	10,903,768
收購附屬公司(附註39)	Acquisition of subsidiaries (Note 39)	–	–	–	–	–	–	–	–	–	–	–	–	–	541,264	541,264
自非控股權益收購附屬公司額外權益(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(附註b)	Disposal of partial interests in subsidiaries to non-controlling interests (Note b)	–	–	5,604	–	–	–	–	–	–	–	–	5,604	–	2,131	7,735
確認以股本權益結算的股份付款(附註47)	Recognition of equity-settled share based payments (Note 47)	–	–	–	–	–	–	–	53,673	–	–	–	53,673	–	–	53,673
可換股債券轉換時發行股份	Issue of shares upon conversion of convertible bonds	39	3,381	–	–	–	–	–	–	–	–	–	3,420	–	–	3,420
行使購股權時發行股份	Issue of shares upon exercise of share options	6,213	135,702	–	–	–	–	–	(27,887)	–	–	–	114,028	–	–	114,028
就以股代息發行股份	Issue of shares for scrip dividend	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40)	Disposal of subsidiaries (Note 40)	–	–	–	–	–	–	–	–	–	–	–	–	–	(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	Purchase of shares under the share award scheme	–	–	–	–	–	(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	–	–	–	–	–	–	–	–	–	–	–	–	–	(296,702)	(296,702)
向永升生活的非控股權益發行股份	Issue of shares to non-controlling interest of Ever Sunshine Lifestyle	–	–	1,617	–	–	–	–	–	–	–	–	1,617	–	42,623	44,240
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	639,723	3,543,948	494,803	2,449,603	379,295	(143,256)	–	144,292	39,440	–	22,651,489	30,199,337	3,883,572	34,114,036	68,196,945
於二零二零年一月一日(經重列)	At 1 January 2020 (restated)	639,723	3,543,948	494,803	2,449,603	379,295	(143,256)	–	144,292	39,440	–	22,651,489	30,199,337	3,883,572	34,114,036	68,196,945
年內利潤	Profit for the year	–	–	–	–	–	–	–	–	–	–	8,031,895	8,031,895	229,627	3,634,011	11,895,533
指定為現金流量對沖的對沖工具公平值變動	Fair value change on hedging instruments designated as cash flow hedge	–	–	–	–	–	–	–	–	–	(89,227)	–	(89,227)	–	–	(89,227)
將指定為現金流量對沖的對沖工具公平值變動重新分類至損益	Reclassification of fair value change on hedging instruments designated as cash flow hedge to profit or loss	–	–	–	–	–	–	–	–	–	20,260	–	20,260	–	–	20,260
按公平值計入其他全面收入的股本工具投資公平值虧損	Fair value loss on investments in equity instruments at FVTOCI	–	–	–	–	(96,659)	–	–	–	–	–	–	(96,659)	–	–	(96,659)
有關不會重新分類項目的所得稅	Income tax relating to item that will not be reclassified	–	–	–	–	16,720	–	–	–	–	–	–	16,720	–	–	16,720
年內全面收入總額	Total comprehensive income for the year	–	–	–	–	(79,939)	–	–	–	–	(68,967)	8,031,895	7,882,989	229,627	3,634,011	11,746,627
轉撥至儲備	Appropriations to reserve	–	–	–	662,252	–	–	–	–	–	–	(662,252)	–	–	–	–
根據股份獎勵計劃購買股份	Purchase of shares under the share award scheme	–	–	–	–	–	(106,717)	–	–	–	–	–	(106,717)	–	–	(106,717)
已歸屬股份獎勵	Share awards vested	–	–	–	–	–	33,659	(42,660)	–	–	–	9,001	–	–	–	–
確認以股本權益結算的股份付款(附註47)	Recognition of equity-settled share based payments (Note 47)	–	–	–	–	–	–	42,660	43,323	–	–	–	85,983	–	–	85,983
確認為分派股息(附註12)	Dividend recognised as distribution (Note 12)	–	–	–	–	–	–	–	–	–	–	(2,828,541)	(2,828,541)	–	–	(2,828,541)
就以股代息發行股份(附註12及37)	Issue of shares for scrip dividend (Note 12 and 37)	7,319	477,914	–	–	–	–	–	–	–	–	–	485,233	–	–	485,233
非控股權益附屬公司資本減少(附註d)	Capital reduction of subsidiaries from non-controlling interests (Note d)	–	–	–	–	–	–	–	–	–	–	–	–	–	(1,721,834)	(1,721,834)
非控股權益注資	Capital contribution from non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	–	7,752,200	7,752,200
收購附屬公司(附註39)	Acquisition of subsidiaries (Note 39)	–	–	–	–	–	–	–	–	–	–	–	–	–	388,501	388,501
自非控股權益收購附屬公司額外權益(附註a)	Acquisition of additional interests in subsidiaries from non-controlling interests (Note a)	–	–	(446,110)	–	–	–	–	–	–	–	–	(446,110)	–	(1,224,245)	(1,670,355)
向非控股權益出售附屬公司部分權益(附註b)	Disposal of partial interests in subsidiaries to non-controlling interests (Note b)	–	–	11,230	–	–	–	–	–	–	–	–	11,230	–	1,527,136	1,538,366
註銷一間附屬公司	Deregistration of a subsidiary	–	–	–	–	–	–	–	–	–	–	–	–	–	(59,167)	(59,167)
出售附屬公司(附註40)	Disposal of subsidiaries (Note 40)	–	–	–	–	–	–	–	–	–	–	–	–	–	(674,806)	(674,806)
派付予非控股權益的股息	Dividend paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	–	–	(762,609)	(762,609)
行使購股權時發行股份	Issue of shares upon exercise of share options	4,983	121,896	–	–	–	–	–	(22,539)	–	–	–	104,340	–	–	104,340
配售股份(附註37)	Placing of shares (Note 37)	16,456	1,009,135	–	–	–	–	–	–	–	–	–	1,025,591	–	–	1,025,591
沒收購股權	Forfeiture of share options	–	–	–	–	–	–	–	(151)	–	–	151	–	–	–	–
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	–	–	–	–	–	–	–	–	–	–	–	–	(228,154)	–	(228,154)
贖回永久資本工具	Redemption of perpetual capital instruments	–	–	–	–	–	–	–	–	–	–	–	–	(348,168)	–	(348,168)
收購永升生活服務額外權益(附註1)	Acquisition of additional interests in Ever Sunshine Lifestyle (Note 1)	–	–	(709,432)	–	–	–	–	–	–	–	–	(709,432)	–	–	(709,432)
向永升生活服務集團有限公司(「永升生活服務」)的非控股權益發行股份(附註1)	Issue of shares to the non-controlling interest of Ever Sunshine Lifestyle Services Group Limited ("Ever Sunshine Lifestyle") (Note 1)	–	–	347,778	–	–	–	–	–	–	–	–	347,778	–	1,080,469	1,428,247
於二零二零年十二月三十一日	At 31 December 2020	668,481	5,152,893	(301,731)	3,111,855	299,356	(216,314)	–	164,925	39,440	(68,967)	27,201,743	36,051,681	3,536,877	44,053,692	83,642,250

附註：

(a) 旭輝控股(集團)有限公司及其附屬公司(「本集團」)於本年內向非控股權益收購若干附屬公司額外股本權益。

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446,110,000元(二零一九年：人民幣430,000元)於權益中確認。

(b) 本集團於本年出售若干附屬公司股本權益而無失去控制權。

已收代價與於附屬公司的非控股權益調整之間總差額人民幣11,230,000元(二零一九年：人民幣5,604,000元)於權益中確認。

(c) 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。

(d) 於本年內，本集團兩間非全資附屬公司與其各自的股東簽署協議以減少其資本儲備。該等款項透過往來賬戶支付，非控股權益為人民幣1,721,834,000元。削減資本後，本集團於該兩間非全資附屬公司持有的權益並無變動。

Notes:

(a) During the year, CIFI Holdings (Group) Co. Ltd. and its subsidiaries (the "Group") acquired additional equity interests in certain subsidiaries from their non-controlling interests.

The total differences between the consideration paid and the carrying amount of the non-controlling interests attributable to the acquired interests amounted to RMB446,110,000 (2019: RMB430,000) were recognised in equity.

(b) During the year, the Group disposed equity interests in certain subsidiaries without losing control.

The total differences between the consideration received and the adjustment to the non-controlling interests in subsidiaries amounted to RMB11,230,000 (2019: RMB5,604,000) were recognised in equity.

(c) 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.

(d) During the year, two non-wholly owned subsidiaries of the Group signed agreements with their respective shareholders to reduce their capital reserve. The amounts were settled through the current accounts with non-controlling interests of RMB1,721,834,000. There was no change in the Group's interest held in the two non-wholly owned subsidiaries subsequent to the capital reduction.

綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
除稅前利潤	Profit before taxation	16,169,767	13,836,726
就以下各項作出調整：	Adjustments for:		
融資成本	Finance costs	667,424	729,158
信貸虧損計提撥備	Provision of allowance for credit losses	48,082	22,282
物業、廠房及設備折舊	Depreciation of property, plant and equipment	61,760	44,020
使用權資產折舊	Depreciation of right-of-use assets	87,123	50,878
無形資產攤銷	Amortisation of intangible assets	35,314	4,400
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	244,099	(23,462)
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	(401,095)	133,432
投資物業公平值變動	Change in fair value of investment properties	(940,585)	(200,659)
出售附屬公司收益淨額	Gain on disposal of subsidiaries, net	(621,377)	(974,734)
出售一間聯營公司收益	Gain on disposal of an associate	(8,772)	–
出售合營企業收益	Gain on disposal of joint ventures	(411,560)	–
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	(5,923)	(1,710)
提早贖回優先票據虧損	Loss on early redemption of senior notes	42,545	44,043
應佔合營企業業績	Share of results of joint ventures	(968,468)	(1,984,710)
應佔聯營公司業績	Share of results of associates	(1,159,501)	(1,522,961)
利息收入	Interest income	(618,589)	(536,387)
物業項目投資的股息收入	Dividend income from investments in property projects	(100,787)	(317,624)
物業項目投資的公平值變動	Change in fair value of investments in property projects	80,927	185,699
按公平值計入其他全面收入的金融資產股息收入	Dividend income from financial assets at FVTOCI	(46,106)	–
按公平值計入損益的金融資產股息收入	Dividend income from financial assets at FVTPL	(179,096)	(32,688)
確認以股本權益結算的股份付款	Recognition of equity-settled share-based payments	85,983	53,673
匯兑(收益)虧損淨額	Net exchange (gain) loss	(858,619)	263,652
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	11,202,546	9,773,028
持作出售物業減少	Decrease in properties held for sale	52,786,920	40,144,965
擬作出售的開發中物業增加	Increase in properties under development for sale	(68,334,280)	(67,728,023)
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	(11,040,353)	(9,480,968)
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	(5,936,799)	(7,582,310)
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	17,962,939	18,696,752
衍生金融工具增加(減少)	Increase (decrease) in derivative financial instruments	3,067	(41,445)
按公平值計入損益的金融資產減少	Decrease in financial assets at FVTPL	160,782	47,091
合約負債增加	Increase in contract liabilities	25,706,954	9,688,365
經營所得(所用)現金	Cash generated from (used in) operations	22,511,776	(6,482,545)
已付中國所得稅	PRC income tax paid	(5,369,392)	(5,108,585)
經營活動所得(所用)現金淨額	**NET CASH FROM (USED IN) OPERATING ACTIVITIES**	17,142,384	(11,591,130)

		附註 NOTES	二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
投資活動	**INVESTING ACTIVITIES**			
向合營企業墊款	Advances to joint ventures		(36,085,178)	(32,694,809)
合營企業還款	Repayment from joint ventures		25,856,543	25,522,109
向聯營公司墊款	Advances to associates		(25,271,818)	(12,004,889)
聯營公司還款	Repayment from associates		18,449,903	9,198,344
向非控股權益墊款	Advances to non-controlling interests		(25,600,951)	(22,718,076)
非控股權益還款	Repayment from non-controlling interests		16,320,613	17,158,599
添置投資物業	Additions to investment properties		(737,430)	(862,729)
就收購物業、廠房及設備支付的按金	Deposits paid for acquisitions of property, plant and equipment		–	(13,370)
購買物業、廠房及設備	Purchase of property, plant and equipment		(125,617)	(54,361)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment		10,598	34,639
出售投資物業所得款項	Proceeds from disposal of investment properties		932	1,081
出售一間聯營公司所得款項	Proceeds from disposal of an associate		52,105	–
出售合營企業所得款項	Proceeds from disposal of joint ventures		617,830	–
收購附屬公司現金流入(流出)淨額	Net cash inflow (outflow) from acquisitions of subsidiaries	39	153,917	(1,553,557)
出售附屬公司現金(流出)流入淨額	Net cash (outflow) inflow from disposal of subsidiaries	40	(755,603)	53,698
存置受限制銀行存款	Placement of restricted bank deposits		(3,070,064)	(431,695)
提取受限制銀行存款	Withdrawal of restricted bank deposits		3,399,886	1,299,969
向合營企業注入資本	Capital injection into joint ventures		(5,098,447)	(2,568,425)
向聯營公司注入資本	Capital injection into associates		(8,532,296)	(1,361,199)
向合營企業收取股息	Dividend received from joint ventures		1,128,178	398,365
向聯營公司收取股息	Dividend received from associates		968,350	718,088
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		179,096	32,688
按公平值計入其他全面收入的金融資產所收取股息	Dividends received from financial assets at FVTOCI		46,106	–
已收利息	Interest received		618,589	536,387
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		133,790	547,172
投資活動所用現金淨額	**NET CASH USED IN INVESTING ACTIVITIES**		(37,340,968)	(19,007,796)

綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
融資活動	**FINANCING ACTIVITIES**		
合營企業的墊款	Advances from joint ventures	14,983,579	11,738,588
向合營企業還款	Repayment to joint ventures	(12,890,346)	(917,769)
聯營公司的墊款	Advances from associates	6,643,313	3,910,894
向聯營公司還款	Repayment to associates	(5,465,006)	(1,080,174)
非控股權益的墊款	Advances from non-controlling interests	7,402,354	1,936,519
向非控股權益還款	Repayment to non-controlling interests	(9,085,162)	(3,960,044)
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	(1,670,355)	(76,954)
收購永升生活的額外權益	Acquisition of additional interests in Ever Sunshine Lifestyle	(709,432)	–
新增銀行及其他借款	New bank and other borrowings raised	52,651,826	43,265,587
償還銀行及其他借款	Repayment of bank and other borrowings	(46,067,109)	(22,811,196)
發行優先票據所得款項淨額	Net proceeds from issue of senior notes	10,307,538	13,307,860
發行公司債券所得款項淨額	Net proceeds from issue of corporate bonds	3,854,520	809,500
贖回優先票據	Redemption of senior notes	(5,527,049)	(2,844,121)
贖回公司債券	Redemption of corporate bonds	(3,120,562)	(830,000)
贖回可換股債券	Redemption of convertible bonds	–	(894,057)
贖回永久資本工具	Redemption of perpetual capital instruments	(348,168)	–
已付利息	Interest paid	(6,114,976)	(5,422,231)
租賃負債還款	Repayment of lease liabilities	(78,515)	(54,319)
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	1,538,366	7,735
向永升生活的非控股權益發行股份	Issue of shares to non-controlling interest of Ever Sunshine Lifestyle	1,428,247	44,240
非控股權益注資	Capital contributions from non-controlling interests	7,752,200	10,903,768
配售股份所得款項淨額	Net proceeds from placing of shares	1,025,591	–
行使購股權所得款項	Proceeds from exercise of share options	104,340	114,028
根據股份獎勵計劃購買股份	Purchase of shares under share award scheme	(106,717)	(89,325)
購回股份的付款	Payment on repurchase of shares	–	
向永久資本工具擁有人分派	Distribution to owners of perpetual capital instruments	(228,154)	(221,817)
派付予非控股權益的股息	Dividend paid to non-controlling interests	(762,609)	(296,702)
註銷附屬公司後向非控股權益的付款	Payment to non-controlling interests upon deregistration of subsidiary	(59,167)	–
已付股息	Dividend paid	(2,343,308)	(1,934,018)
融資活動所得現金淨額	**NET CASH FROM FINANCING ACTIVITIES**	13,115,239	44,605,992
現金及現金等價物(減少)增加淨額	**NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS**	(7,083,345)	14,007,066
年初現金及現金等價物	**CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR**	58,536,676	44,487,683
外匯影響	Effect of foreign exchanges	(400,635)	41,927
年末現金及現金等價物	**CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR**	51,052,696	58,536,676
現金及現金等價物結餘分析	**ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS**		
銀行結餘及現金	Bank balances and cash	51,052,696	58,536,676

綜合財務報表附註
Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

1. 一般資料、本集團重組及編製基準

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。

涉及共同控制實體的業務合併的合併會計處理

永升生活及其附屬公司(統稱「永升集團」)主要從事提供物業管理服務、社區增值服務及非業主增值服務。於股份收購事項(定義見下文)完成前，本集團持有永升生活21.48%股權，並入賬為本集團的聯營公司。

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION

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.

Merger accounting for business combination involving entities under common control

Ever Sunshine Lifestyle and its subsidiaries (collectively referred to as the "Ever Sunshine Group") are principally engaged in the provision of property management service, community value-added service and value-added services to non-property owners. Before the completion of the Share Acquisition (as defined below), the Group held 21.48% equity interest in Ever Sunshine Lifestyle and it was accounted for as an associate of the Group.

1. 一般資料、本集團重組及編製基準*(續)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

根據由Spectron Enterprises Limited(「Spectron」，為本公司的間接全資附屬公司)與Elite Force Development Limited(「Elite Force」，由本公司執行董事兼控股股東林中先生、林偉先生及林峰先生(統稱「諸位林先生」)共同全資擁有的公司)所訂立日期為二零二零年五月二十九日的股份買賣協議，Spectron向Elite Force收購永升生活(其股份於聯交所主板上市的公司)的76,820,000股已發行股份，現金代價為782,795,800港元(相當於約人民幣709,432,000元)(「股份收購事項」)。於股份收購事項完成後，Spectron於永升生活的直接股權由21.48%增加至26.48%。於二零二零年六月十六日，根據由永升生活、Elite Force及配售代理所訂立日期為二零二零年六月四日的配售及認購協議，永升生活以每股11.78港元的價格向Elite Force配發及發行合共134,000,000股股份，相當於(a)於二零二零年六月四日已發行股份總數約8.72%；及(b)認購事項完成後經擴大已發行股份總數約8.02%。發行股份導致Spectron於永升生活的直接股權由26.48%攤薄至24.36%。於二零二零年五月二十九日，Spectron亦與Elite Force及諸位林先生訂立投票權委託協議(「投票權委託協議」)，據此，Elite Force已不可撤銷地及無條件委託Spectron行使Elite Force於永升生活直接持有363,180,000股普通股的投票權，自二零二零年七月一日起生效(「委託投票安排」)且無明確期限。於二零二零年六月二十八日，Spectron、Elite Force及諸位林先生訂立補充協議，將投票權委託協議生效日期修訂為二零二零年六月三十日。

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

Merger accounting for business combination involving entities under common control *(Continued)*

Pursuant to a share sale and purchase agreement dated 29 May 2020 entered into between Spectron Enterprises Limited ("Spectron"), an indirect wholly-owned subsidiary of the Company and Elite Force Development Limited ("Elite Force"), a company that is wholly owned collectively by Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng (being the executive directors and controlling shareholders of the Company and collectively referred to as the "Mr. LINs"), Spectron acquired 76,820,000 issued shares of Ever Sunshine Lifestyle, a company with its shares listed on the Main Board of the Stock Exchange from Elite Force (the "Share Acquisition") at a cash consideration of HK$782,795,800 (equivalent to approximately RMB709,432,000). After the completion of the Share Acquisition, the direct equity interest of Spectron in Ever Sunshine Lifestyle increased from 21.48% to 26.48%. On 16 June 2020, Ever Sunshine Lifestyle allotted and issued a total of 134,000,000 shares at the price of HK$11.78 to Elite Force under a placing and subscription agreement dated 4 June 2020 entered into between Ever Sunshine Lifestyle, Elite Force and placing agents, representing (a) approximately 8.72% of the total number of shares in issue as at 4 June 2020; and (b) approximately 8.02% of the enlarged total number of shares in issue upon the completion of the subscription. The issuance of the shares diluted the direct equity interest of Spectron in Ever Sunshine Lifestyle from 26.48% to 24.36%. On 29 May 2020, Spectron also entered into a voting rights entrustment agreement ("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 ordinary shares in Ever Sunshine Lifestyle that Elite Force directly holds in Ever Sunshine Lifestyle with effect from 1 July 2020 ("Entrusted Voting Arrangement") with no definite duration. On 28 June 2020, a supplemental agreement was entered into between Spectron, Elite Force and Mr. LINs amending the effective date of the Voting Right Entrustment Agreement to 30 June 2020.

1. 一般資料、本集團重組及編製基準*(續)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

於股份收購事項完成及委託投票安排在二零二零年六月三十日生效後，本集團通過直接持有永升生活24.36%股權及透過委託投票安排進一步取得永升生活21.74%的投票權，取得其合共46.10%的投票權。本公司董事認為，基於其在永升生活擁有絕對投票權及其餘股東的相對投票權佔比，本集團對永升生活有實際控制權，故入賬為本集團附屬公司。

於委託投票安排前後，本集團及永升集團均由諸位林先生控制，且該控制權並非過渡性質。於委託投票安排生效日期，本集團及永升集團被視為持續經營實體，故此一連串集團重組已根據香港會計師公會(「香港會計師公會」)頒佈的會計指引第5號「共同控制合併的合併會計處理」透過應用合併會計處理入賬為受共同控制的實體的合併。因此，本集團截至二零二零年十二月三十一日止兩個年度的綜合損益及其他全面收益表、綜合股本權益變動表及綜合現金流量表已包括永升集團財務表現、股本權益變動及現金流量，猶如於委託投票安排生效日期後，現時集團架構於截至二零二零年十二月三十一日止兩個年度或自相關實體各自的註冊成立或成立日期起(以較短者為準)已經存在。已重列本集團於二零一九年十二月三十一日及二零一九年一月一日的綜合財務狀況表，以包括組成永升集團的公司的資產及負債，猶如現時集團架構於二零一九年十二月三十一日及二零一九年一月一日已經存在。

本集團與永升集團之間所有交易的影響(不論於委託投票安排生效日期前後發生)均於編製綜合財務報表時予以抵銷。

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

Merger accounting for business combination involving entities under common control *(Continued)*

After the completion of the Share Acquisition and upon the Entrusted Voting Arrangement becoming effective on 30 June 2020, the Group obtained a total of 46.10% voting rights in Ever Sunshine Lifestyle by directly holding of 24.36% equity interest in Ever Sunshine Lifestyle and obtaining a further 21.74% voting rights in Ever Sunshine Lifestyle through the Entrusted Voting Arrangement. In the opinion of the directors of the Company, on the basis of its absolute voting rights in Ever Sunshine Lifestyle and the relative size of the remaining shareholders, the Group has de facto control over Ever Sunshine Lifestyle and it is accounted for as a subsidiary of the Group.

The Group and Ever Sunshine Group are both under the control of Mr. LINs before and after the Entrusted Voting Arrangement, and that control is not transitory. The Group and Ever Sunshine Group are regarded as continuing entities as at the effective date of the Entrusted Voting Arrangement and hence this series of group restructuring has been accounted for as combination of entities under common control by applying the principles of merger accounting with reference to Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Accordingly, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the two years ended 31 December 2020 include the financial performance, changes in equity and cash flows of the Ever Sunshine Group as if the current group structure upon the effective date of the Entrusted Voting Arrangement had been in existence throughout the two years ended 31 December 2020, or since the respective dates of incorporation or establishment of the relevant entities where this is a shorter period. The consolidated statement of financial position of the Group as at 31 December 2019 and 1 January 2019 have been restated to include the assets and liabilities of the companies comprising the Ever Sunshine Group as if the current group structure had been in existence as at 31 December 2019 and 1 January 2019.

The effects of all transactions between the Group and Ever Sunshine Group, whether occurring before and after the effective date of the Entrusted Voting Arrangement, are eliminated in preparing the consolidated financial statements.

1. 一般資料、本集團重組及編製基準*(續)*

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

重列截至二零一九年十二月三十一日止年度的綜合損益及其他全面收益表的影響按項目劃分如下：

Merger accounting for business combination involving entities under common control *(Continued)*

The effect of restatements on the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019 by line items is as follows:

		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 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	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 (經重列) (Restated)
收入	Revenue	54,766,176	1,684,927	56,451,103
銷售及服務成本	Cost of sales and services	(41,012,465)	(1,322,424)	(42,334,889)
毛利	Gross profit	13,753,711	362,503	14,116,214
其他收入、收益及虧損	Other income, gains and losses	1,424,228	45,408	1,469,636
投資物業公平值變動	Change in fair value of investment properties	198,043	2,616	200,659
營銷及市場推廣開支	Selling and marketing expenses	(1,739,390)	159,400	(1,579,990)
行政開支	Administrative expenses	(2,908,647)	(239,659)	(3,148,306)
應佔合營企業業績	Share of results of joint ventures	1,984,805	(95)	1,984,710
應佔聯營公司業績	Share of results of associates	1,571,367	(48,406)	1,522,961
融資成本	Finance costs	(727,824)	(1,334)	(729,158)
除税前利潤	Profit before taxation	13,556,293	280,433	13,836,726
所得税開支	Income tax expense	(4,515,321)	(79,558)	(4,594,879)
年內利潤	Profit for the year	9,040,972	200,875	9,241,847
其他全面開支：	**Other comprehensive expense:**			
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的股本工具投資公平值虧損	Fair value loss on investments in equity instruments at FVTOCI	(37,442)	–	(37,442)
有關不會重新分類的項目的所得税	Income tax relating to item that will not be reclassified	8,813	–	8,813
		(28,629)	–	(28,629)
年內全面收入總額	Total comprehensive income for the year	9,012,343	200,875	9,213,218

1. 一般資料、本集團重組及編製基準*(續)*

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

重列截至二零一九年十二月三十一日止年度的綜合損益及其他全面收益表的影響按項目劃分如下：*(續)*

Merger accounting for business combination involving entities under common control *(Continued)*

The effect of restatements on the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019 by line items is as follows: *(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 （經審核及原先呈列） (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 （附註） (Note)	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 （經重列） (Restated)
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	6,424	6,443,305
永久資本工具擁有人	Owners of perpetual capital instruments	221,817	–	221,817
非控股權益	Non-controlling interests	2,382,274	194,451	2,576,725
		9,040,972	200,875	9,241,847
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	6,424	6,414,676
永久資本工具擁有人	Owners of perpetual capital instruments	221,817	–	221,817
非控股權益	Non-controlling interests	2,382,274	194,451	2,576,725
		9,012,343	200,875	9,213,218
每股盈利(人民幣元)：	Earnings per share, in RMB:			
基本	Basic	0.82	–	0.82
攤薄	Diluted	0.81	–	0.81

附註：該等金額包括與收入、營銷及市場推廣開支以及行政開支有關的集團內公司交易對銷。

Note: The amounts included elimination of intragroup transactions relating to revenue, selling and marketing expenses and administrative expenses.

綜合財務報表附註
Notes to the Consolidated Financial Statements

1. 一般資料、本集團重組及編製基準*(續)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

重列於二零一九年一月一日及二零一九年十二月三十一日的綜合財務狀況表的影響如下：

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

Merger accounting for business combination involving entities under common control *(Continued)*

The effect of restatements on the consolidated statements of financial position as at 1 January 2019 and 31 December 2019 is as follows:

		二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經重列) (Restated)
非流動資產	NON-CURRENT ASSETS						
投資物業	Investment properties	16,147,400	49,279	16,196,679	17,635,222	50,814	17,686,036
物業、廠房及設備	Property, plant and equipment	134,143	27,007	161,150	131,404	41,071	172,475
使用權資產	Right-of-use assets	79,419	27,817	107,236	120,730	21,360	142,090
無形資產	Intangible assets	–	–	–	–	100,600	100,600
商譽	Goodwill	–	17,230	17,230	–	431,128	431,128
於聯營公司的權益	Interests in associates	5,779,492	(188,448)	5,591,044	8,266,161	(246,568)	8,019,593
於合營企業的權益	Interests in joint ventures	8,511,247	6,986	8,518,233	12,872,071	–	12,872,071
於房地產項目的投資	Investments in property projects	582,722	–	582,722	417,688	–	417,688
按公平值計入損益的金融資產	Financial assets at FVTPL	564,553	–	564,553	526,458	–	526,458
按公平值計入其他全面收入的股本工具	Equity instruments at FVTOCI	919,274	–	919,274	881,832	–	881,832
遞延稅項資產	Deferred taxation assets	1,021,876	3,819	1,025,695	1,746,615	11,832	1,758,447
收購股權的按金	Deposit for acquisition of equity interests	50,000	–	50,000	–	13,368	13,368
		33,790,126	(56,310)	33,733,816	42,598,181	423,605	43,021,786
流動資產	CURRENT ASSETS						
持作出售物業	Properties held for sale	10,238,165	–	10,238,165	15,552,823	–	15,552,823
擬作出售的開發中物業	Properties under development for sale	84,137,912	–	84,137,912	115,202,723	–	115,202,723
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	16,740,132	201,806	16,941,938	24,191,554	405,241	24,596,795
應收非控股權益款項	Amounts due from non-controlling interests	13,416,613	–	13,416,613	18,766,941	–	18,766,941
應收合營企業及聯營公司的款項	Amounts due from joint ventures and associates	27,798,425	–	27,798,425	36,569,805	–	36,569,805
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	–	7,950,061	8,713,034	–	8,713,034
可收回稅項	Taxation recoverable	1,746,262	451	1,746,713	2,877,209	–	2,877,209
按公平值計入損益的金融資產	Financial assets at FVTPL	705,386	–	705,386	573,761	–	573,761
衍生金融工具	Derivative financial instruments	–	–	–	11,912	–	11,912
受限制銀行存款	Restricted bank deposits	1,290,000	9,969	1,299,969	388,695	43,000	431,695
銀行結餘及現金	Bank balances and cash	43,327,561	1,160,122	44,487,683	57,253,034	1,283,642	58,536,676
		207,350,517	1,372,348	208,722,865	280,101,491	1,731,883	281,833,374

1. 一般資料、本集團重組及編製基準*(續)*

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

重列於二零一九年一月一日及二零一九年十二月三十一日的綜合財務狀況表的影響如下：*(續)*

Merger accounting for business combination involving entities under common control *(Continued)*

The effect of restatements on the consolidated statements of financial position as at 1 January 2019 and 31 December 2019 is as follows: *(Continued)*

		二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經重列) (Restated)
流動負債	CURRENT LIABILITIES						
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	25,888,004	351,593	26,239,597	39,083,128	763,670	39,846,798
合約負債	Contract liabilities	44,238,431	166,668	44,405,099	54,195,700	269,382	54,465,082
應付非控股權益款項	Amounts due to non-controlling interests	16,571,325	–	16,571,325	16,447,941	–	16,447,941
應付合營企業及聯營公司的款項	Amounts due to joint ventures and associates	15,519,116	–	15,519,116	29,170,655	–	29,170,655
應付稅項	Taxation payable	7,655,950	34,935	7,690,885	9,642,604	70,102	9,712,706
租賃負債(於一年內到期)	Lease liabilities – due within one year	33,865	7,393	41,258	58,598	7,972	66,570
銀行及其他借款(於一年內到期)	Bank and other borrowings – due within one year	8,842,371	9,281	8,851,652	13,941,253	–	13,941,253
優先票據(於一年內到期)	Senior notes – due within one year	–	–	–	3,190,356	–	3,190,356
公司債券(於一年內到期)	Corporate bonds – due within one year	3,646,140	–	3,646,140	4,006,799	–	4,006,799
衍生金融工具	Derivative financial instruments	74,949	–	74,949	19,260	–	19,260
可換股債券的債務部分	Debt component of convertible bonds	907,724	–	907,724	–	–	–
		123,377,875	569,870	123,947,745	169,756,294	1,111,126	170,867,420
流動資產淨值	NET CURRENT ASSETS	83,972,642	802,478	84,775,120	110,345,197	620,757	110,965,954
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES	117,762,768	746,168	118,508,936	152,943,378	1,044,362	153,987,740

綜合財務報表附註
Notes to the Consolidated Financial Statements

1. 一般資料、本集團重組及編製基準*(續)*

1. GENERAL INFORMATION, GROUP RESTRUCTURING AND BASIS OF PREPARATION *(Continued)*

涉及共同控制實體的業務合併的合併會計處理*(續)*

重列於二零一九年一月一日及二零一九年十二月三十一日的綜合財務狀況表的影響如下：*(續)*

Merger accounting for business combination involving entities under common control *(Continued)*

The effect of restatements on the consolidated statements of financial position as at 1 January 2019 and 31 December 2019 is as follows: *(Continued)*

		二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年一月一日 1 January 2019 人民幣千元 RMB'000 (經重列) (Restated)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經審核及原先呈列) (Audited and originally stated)	共同控制實體的業務合併 Business combination of entities under common control 人民幣千元 RMB'000 (附註) (Note)	二零一九年十二月三十一日 31 December 2019 人民幣千元 RMB'000 (經重列) (Restated)
資本及儲備	CAPITAL AND RESERVES						
股本	Share capital	626,271	–	626,271	639,723	–	639,723
儲備	Reserves	24,977,825	25,996	25,003,821	29,525,577	34,037	29,559,614
本公司股東權益應佔股本權益	Equity attributable to equity owners of the Company	25,604,096	25,996	25,630,092	30,165,300	34,037	30,199,337
永久資本工具	Perpetual capital instruments	3,883,572	–	3,883,572	3,883,572	–	3,883,572
非控股權益	Non-controlling interests	19,958,503	683,514	20,642,017	33,166,711	947,325	34,114,036
股本權益總額	TOTAL EQUITY	49,446,171	709,510	50,155,681	67,215,583	981,362	68,196,945
非流動負債	NON-CURRENT LIABILITIES						
其他應付款項（於一年後到期）	Other payable – due after one year	–	–	–	–	1,265	1,265
租賃負債(於一年後到期)	Lease liabilities – due after one year	45,554	20,424	65,978	58,941	13,218	72,159
銀行及其他借款（於一年後到期）	Bank and other borrowings – due after one year	41,061,189	–	41,061,189	51,140,979	–	51,140,979
優先票據(於一年後到期)	Senior notes – due after one year	15,293,614	–	15,293,614	23,674,188	–	23,674,188
公司債券(於一年後到期)	Corporate bonds – due after one year	8,113,997	–	8,113,997	7,744,996	–	7,744,996
遞延稅項負債	Deferred taxation liabilities	3,802,243	16,234	3,818,477	3,108,691	48,517	3,157,208
		68,316,597	36,658	68,353,255	85,727,795	63,000	85,790,795
		117,762,768	746,168	118,508,936	152,943,378	1,044,362	153,987,740

附註： 該金額包括與應收賬款、合約負債及其他應付款項有關的集團內公司結餘對銷。

Note: The amounts included elimination of intragroup balances relating to accounts receivables, contract liabilities and other payables.

2. 應用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經修訂國際財務報告準則

於本年度，本集團已首次應用「國際財務報告準則中對概念框架的提述的修訂」及下列由國際會計準則委員會(「國際會計準則委員會」)頒佈的經修訂國際財務報告準則，有關準則就編製綜合財務報表於二零二零年一月一日或之後開始的年度期間強制生效：

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
國際財務報告準則第3號(修訂本)	業務的定義
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

除下文所述者外，於本年度應用「國際財務報告準則中對概念框架的提述的修訂」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。

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group had applied the "Amendments to References to the Conceptual Framework in IFRS Standards" and the following amendments to IFRSs issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 3	Definition of a Business
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the "Amendments to References to the Conceptual Framework in IFRS Standards" and the amendments to IFRSs in the current year 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. 應用經修訂國際財務報告準則(「國際財務報告準則」)*(續)*

應用國際財務報告準則第3號(修訂本)「業務的定義」的影響

本集團於本年度首次應用該等修訂本。該等修訂本澄清，雖然業務通常具有產量，但就一組活動及資產而言，不需要產量即符合條件成為業務。所收購的一組活動及資產可視為業務，必須包括至少一項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。

該等修訂本刪除對市場參與者是否能夠替代任何缺失的投入或過程並繼續產生產量的評估。該等修訂本亦引入其他指引，以幫助確定是否已取得實質性進展。

此外，該等修訂本引入選擇性集中測試，允許簡化對所收購的一組活動及資產是否為業務的評估。根據選擇性集中測試，倘所收購總資產的公平值幾乎全部集中在單一可識別資產或一組類似資產，則所收購的一組活動及資產並非一項業務。評估中的總資產不包括現金及現金等價物、遞延稅項資產及由遞延稅項負債影響產生的商譽。可按交易選擇是否應用選擇性集中測試。

該等修訂本對本集團的綜合財務報表並無重大影響，然而，倘本集團進行任何收購，則可能影響未來期間。

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(Continued)*

Impacts on application of Amendments to IFRS 3 "Definition of a Business"

The Group has applied the amendments for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. 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.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no significant impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

2. 應用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

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約及相關修訂[1]
國際財務報告準則第16號(修訂本)	新冠相關租金優惠[4]
國際財務報告準則第3號(修訂本)	概念框架的提述[2]
國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)	利率基準改革－第二階段[5]
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[3]
國際會計準則第1號(修訂本)	負債分類為流動或非流動[1]
國際會計準則第1號及國際財務報告準則實務聲明書第2號	會計政策的披露[1]
國際會計準則第8號(修訂本)	會計估計的定義[1]
國際會計準則第16號(修訂本)	物業、廠房及設備：擬定用途前的所得款項[2]
國際會計準則第37號(修訂本)	虧損性合約－履約成本[2]
國際財務報告準則(修訂本)	國際財務報告準則二零一八年至二零二零年的年度改進[2]

1 於二零二三年一月一日或之後開始的年度期間生效。
2 於二零二二年一月一日或之後開始的年度期間生效。
3 於待定日期或之後開始的年度期間生效。
4 於二零二零年六月一日或之後開始的年度期間生效。
5 於二零二一年一月一日或之後開始的年度期間生效。

除下文所述的新訂及經修訂國際財務報告準則外，本公司董事預計，於可預見未來，應用新訂及經修訂國際財務報告準則不會對綜合財務報表產生重大影響。

2. APPLICATION OF 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 and the related Amendments[1]
Amendment to IFRS 16	COVID-19-Related Rent Concessions[4]
Amendments to IFRS 3	Reference to the Conceptual Framework[2]
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2[5]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[1]
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to IAS 8	Definition of Accounting Estimates[1]
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use[2]
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018-2020[2]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2022
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after 1 June 2020
5 Effective for annual periods beginning on or after 1 January 2021

Except for the new and amendments to IFRSs 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9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)「利率基準改革－第二階段」

國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)的「利率基準改革－第二階段」涉及應用國際財務報告準則第7號「金融工具：披露」的金融資產、金融負債及租賃負債、特定對沖會計規定及披露規定的修改，並附載有關修改及對沖會計的修訂。

- **金融資產、金融負債及租賃負債的修改。**為該改革所規定的修改(利率基準改革直接導致的規定修改，並按經濟同等基準作出)引入可行權宜方法。該等修改乃透過更新實際利率入賬。所有其他修改均透過使用目前的香港財務報告準則規定入賬。應用香港財務報告準則第16號的承租人會計處理已獲建議類似的可行權宜方法；

- **對沖會計規定。**根據該等修訂本，對沖會計並非僅因利率基準改革而被終止。對沖關係(及相關文件)必須予以修訂，以反映對沖項目、對沖工具及對沖風險的修改。經修訂對沖關係應符合所有適用標準以應用對沖會計(包括有效性要求)；及

- **披露。**該等修訂本規定作出披露，以允許使用者了解本集團所面對利率基準改革所產生的風險的性質及程度、實體管理該等風險的方法、實體從銀行同業拆息過渡至備選基準利率的進展，以及實體管理此過渡的方法。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(Continued)*

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 "Interest Rate Benchmark Reform – Phase 2"

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 "Interest Rate Benchmark Reform – Phase 2" relate to the modification of financial assets, financial liabilities and lease liabilities, specific hedge accounting requirements and disclosure requirements applying IFRS 7 "Financial Instruments: Disclosures" to accompany the amendments regarding modifications and hedge accounting.

- **Modification of financial assets, financial liabilities and lease liabilities.** A practical expedient is introduced for modifications required by the reform (modifications required as a direct consequence of the interest rate benchmark reform and made on an economically equivalent basis). These modifications are accounted for by updating the effective interest rate. All other modifications are accounted for using the current IFRSs requirements. A similar practical expedient is proposed for lessee accounting applying IFRS 16;

- **Hedge accounting requirements.** Under the amendments, hedge accounting is not discontinued solely because of the interest rate benchmark reform. Hedging relationships (and related documentation) are required to be amended to reflect modifications to the hedged item, hedging instrument and hedged risk. Amended hedging relationships should meet all qualifying criteria to apply hedge accounting, including effectiveness requirements; and

- **Disclosures.** The amendments require disclosures in order to allow users to understand the nature and extent of risks arising from the interest rate benchmark reform to which the Group is exposed to and how the entity manages those risks as well as the entity's progress in transitioning from interbank offered rates to alternative benchmark rates, and how the entity is managing this transition.

2. 應用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9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)「利率基準改革－第二階段」*(續)*

於二零二零年十二月三十一日，本集團的若干銀行貸款按倫敦銀行同業拆息(「倫敦銀行同業拆息」)或香港銀行同業拆息(「香港銀行同業拆息」)計息，而若干指定對沖項目可能受限於利率基準改革。本集團預期該等貸款的利率基準的變動不會產生重大損益，且源自應用該等修訂本的改革不會對對沖關係及要求造成重大影響。

國際財務報告準則第10號及國際會計準則第28號(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」

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。

應用該等修訂預期不會對本集團的財務狀況及表現造成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(Continued)*

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2 *(Continued)*

As at 31 December 2020, the Group has several London Interbank Offered Rate ("LIBOR") or Hong Kong Interbank Offered Rate ("HIBOR") bank loans and several designated hedge items which may be subject to interest rate benchmark reform. The Group expects no significant gains or losses should the interest rate benchmark for these loans and no significant change on hedge relationship and requirements from the reform on application of the amendments.

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 the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用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(修訂本)「流動及非流動負債之分類」

該等修訂為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明負債應基於報告期末存在的權利分類為流動或非流動。具體而言，有關修訂澄清：

  (i) 該分類不受管理層在十二個月內結清負債的意圖或預期所影響；及

  (ii) 澄清倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下存在；及

- 澄清倘負債具有若干條款，可由交易對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用際會計準則第32號「金融工具：呈列」，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為流動或非流動。

根據本集團於二零二零年十二月三十一日的未償還負債，應用該等修訂將不會導致本集團負債進行重新分類。

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(Continued)*

Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 "Financial Instruments: Presentation".

Based on the Group's outstanding liabilities as at 31 December 2020, the application of the amendments will not result in reclassification of the Group's liabilities.

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布的國際財務報告準則編製。就編製綜合財務報表而言，倘合理預期有關資料會影響主要使用者的決策，則資料被視為重要。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，惟不包括屬國際財務報告準則第2號「以股份為基礎的支付」(「國際財務報告準則第2號」)範疇內以股份支付的交易、根據國際財務報告準則第16號「租賃」(「國際財務報告準則第16號」)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「資產減值」(「國際會計準則第36號」)的使用價值)的計量。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. 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" ("IFRS 2"), leasing transactions that are accounted for in accordance with IFRS 16 "Lease" ("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").

3. 重大會計政策*(續)*

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。

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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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.

3. 重大會計政策*(續)*

綜合基準*(續)*

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。

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；
- 其他合約安排產生的權利；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項目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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

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.

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.

3. 重大會計政策*(續)*

綜合基準*(續)*

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)*

Basis of consolidation *(Continued)*

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 "Financial Instruments" ("IFRS 9") 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)*

業務合併或資產收購

可選集中度測試

自二零二零年一月一日起，本集團可選擇以逐項交易基準應用可選集中度測試，其可對所收購的一組活動及資產是否並非一項業務作簡化評估。倘所收購總資產的公平值幾乎全部都集中在單一可識別資產或一組類似可識別資產中，則符合集中度測試。評估的總資產不包括現金及現金等價物、遞延稅項資產及由遞延稅項負債影響產生的商譽。倘符合集中度測試，該組活動及資產被釐定為並非業務及毋須作進一步評估。

資產收購

當本集團收購一組資產及負債但不構成一項業務時，本集團首先將購買價按各自的公平值分配至其後按公平值模型計量的投資物業識別及確認個別所收購的可識別資產及所承擔負債，以及金融資產／金融負債，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。

業務合併

收購並非共同控制下業務合併的業務以收購法入賬。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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

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 investment properties which are subsequently measured under fair value model and financial assets/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.

Business combinations

Acquisitions of businesses, other than business combination under common control, 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.

3. 重大會計政策*(續)*

業務合併或資產收購*(續)*

業務合併(續)

除若干確認例外情況外，所購入可識別資產及所承擔負債必須符合國際會計準則委員會的「財務報表的編製及呈列框架」(由二零一零年九月刊發的「財務報告概念框架」取代)中的一項資產及一項負債的定義。

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」(「國際會計準則第12號」)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 or asset acquisitions *(Continued)*

***Business combinations** (Continued)*

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's "Framework for the Preparation and Presentation of Financial Statements" (replaced by the "Conceptual Framework for Financial Reporting" issued in September 2010).

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" ("IAS 12") 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 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)*

業務合併或資產收購*(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。

涉及共同控制實體的業務合併的合併會計處理

共同控制合併的合併業務財務報表項目於綜合財務報表中入賬，猶如該等項目自合併業務首次受控制方控制當日起已合併入賬。

就控制方而言，合併業務的資產淨值按照現有賬面價值綜合入賬。於共同控制合併時，概無就商譽或議價購買確認金額。

自最早呈列日期起或自合併業務首次受共同控制當日起(以較短者為準)的各合併業務業績於綜合損益及其他全面收益表中入賬。

綜合財務報表的比較金額按猶如該等實體或業務於先前報告期初已合併或首次受共同控制(以較短者為準)的方式呈列。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations or asset acquisitions *(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.

Merger accounting for business combination involving businesses under common control

The consolidated financial statements incorporate the financial statements items of the combining businesses in which the common control combination occurs as if they had been combined from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

The comparative amounts in the consolidated financial statements are presented as if the businesses had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is shorter.

3. 重大會計政策*(續)*

商譽

於收購業務產生的商譽按於收購業務當日(見上文會計政策)的成本減累計減值虧損(如有)列賬。

為進行減值測試，商譽獲分配至預期將受益於合併協同效應的本集團現金產生單位(或現金產生單位組別)，即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於有跡象顯示該單位可能出現減值時進行更頻繁的減值測試。就於某一報告期內就收購所產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘現金產生單位(或現金產生單位組別)的可回收金額少於其賬面值，則會先分配減值虧損以減低任何商譽的賬面值，其後則按該單位(或現金產生單位組別)內各項資產賬面值的比例分配至該單位的其他資產。

於出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時，會於釐定出售的損益金額時計入商譽的應佔金額。倘本集團出售現金產生單位(或現金產生單位組別內的一個現金產生單位)內的業務，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash generating units) retained.

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。就權益會計目的所用合營企業及聯營公司的財務報表使用與本集團就於相似情況下類似交易及事件時所應用的相同會計政策。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 polices.

The results and assets and liabilities of joint ventures and associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures and associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. 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 associate 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)。

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 of 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.

3. 重大會計政策*(續)*

於合營企業及聯營公司的投資*(續)*

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。

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)*

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.

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，即於物業交付予買方的時間點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本集團開具發票的權利確認為收入。

物業管理服務收入

就物業管理服務而言，本集團按月就所提供的服務開出固定金額賬單，並將本集團有權開立發票且與已完成的履約價值直接對應的金額確認為收入。

就來自根據包幹制管理物業的物業管理服務收入而言，倘本集團作為委託人，並主要負責向業主提供物業管理服務，本集團將已收或應收業主的費用確認為收入並將所有相關物業管理的成本確認為服務成本。

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, i.e. at the point of delivering of the properties to buyers 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 based on the Group's right to invoice.

Revenue from property management services

For property management services, the Group bills a fixed amount for services provided on a monthly basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primary responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue and all related property management costs as its cost of services.

3. 重大會計政策*(續)*

物業管理服務收入*(續)*

就來自根據酬金制管理物業的物業管理服務收入而言，倘本集團作為業主的代理人，本集團會確認佣金，而有關佣金按業主須支付物業服務費的預設百分比或固定金額計算。

來自物業管理服務的收入(根據包幹制及酬金制)於提供服務的會計期間隨時間確認。

隨時間確認收入：完全達成履約責任的進度的計量

產量法

完全達成履約責任的進度根據產量法計量，即基於直接計量迄今已轉移予客戶的服務相對於合約項下承諾提供的餘下貨品或服務的價值以確認收入，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

作為一種可行權益方法，倘本集團有權收取的代價金額與本集團迄今已完成的履約價值(例如本集團按月就所提供的服務開具固定金額賬單的物業管理服務合約)直接對應，則本集團按其有權開立發票的金額確認收入。

可變代價

就含有可變代價(項目管理服務收入)的合約而言，本集團使用最有可能收取的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存在的情況以及報告期的情況變動。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from property management services *(Continued)*

For property management services income from properties managed under commission basis, where the Group acts as an agent of the property owners, the Group recognises the commission which is calculated by pre-determined percentage or fixed amount of the property service fees the property owners are obligated to pay.

Revenue from property management services (both under lump sum basis and commission basis) is recognised over time in the accounting period which services are rendered.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date (for example, property management service contracts in which the Group bills a fixed amount for services provided on a monthly basis), the Group recognises revenue in the amount to which the Group has the right to invoice.

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 the most likely amount.

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)*

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。

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。

3. SIGNIFICANT ACCOUNTING POLICIES *(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.

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.

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.

3. 重大會計政策*(續)*

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」，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。

於估計可使用年期內撇銷物業、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。

業務合併所收購的無形資產

業務合併所收購的無形資產與商譽分開確認，並按於收購日的公平值(視為其成本)進行初始確認。

初始確認後，可使用年期有限的業務合併所收購的無形資產按成本減累計攤銷及任何累計減值虧損呈報。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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" 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.

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.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses.

3. 重大會計政策*(續)*

業務合併所收購的無形資產*(續)*

無形資產於出售時或當預期使用或出售有關無形資產不會產生未來經濟利益時終止確認。因終止確認無形資產而產生的收益及虧損按該資產的出售所得款項淨額與賬面值之間的差額計量，於終止確認該等資產時在損益確認。

物業、廠房及設備、使用權資產以及除商譽外的無形資產的減值

本集團於報告期末檢討其物業、廠房及設備、使用權資產以及可使用年期有限的無形資產的賬面值，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。

物業、廠房及設備、使用權資產以及無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。

於測試現金產生單位減值時，在可建立合理一致分配基準時將公司資產分配至相關現金產生單位，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。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。

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)。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets acquired in a business combination *(Continued)*

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

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives 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, right-of-use assets and intangible 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 testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit 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 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.

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.

3. 重大會計政策*(續)*

物業、廠房及設備、使用權資產以及除商譽外的無形資產的減值*(續)*

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。

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。除根據使用權資產會計政策按成本模式計算的租賃土地部分外，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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill *(Continued)*

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.

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. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use 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.

3. 重大會計政策*(續)*

擬作出售的開發中物業／持作出售物業*(續)*

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

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或因業務合併產生的合約而言，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或收購日期(如適用)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。

本集團作為承租人

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有所區分，並透過應用其他適用準則列賬。

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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Properties under development for sale/properties held for sale *(Continued)*

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

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 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

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 and are accounted for by applying other applicable standards.

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.

3. 重大會計政策*(續)*

本集團作為承租人*(續)*

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。

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或存貨定義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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The Group as a lessee *(Continued)*

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of 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.

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 on 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.

3. 重大會計政策*(續)*

本集團作為承租人*(續)*

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。

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；
- 取決於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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The Group as a lessee *(Continued)*

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.

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.

3. 重大會計政策*(續)*

本集團作為承租人*(續)*

租賃負債(續)

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。

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。協商及安排經營租賃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)*

The Group as a lessee *(Continued)*

***Lease liabilities** (Continued)*

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.

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 is derived from the Group's ordinary course of business is presented as revenue.

3. 重大會計政策*(續)*

本集團作為出租人*(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

租賃合約中不屬於原條款及條件一部分的代價變動入賬列為租賃修改，包括通過租金減免提供的租賃優惠。

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。

借款成本

收購、建造或生產合資格資產(即須等待一段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。

於相關資產已可用作其擬定用途或可供出售後仍未償還的任何特定借款計入一般借款資金，以計算一般借款的資本化比率。待用作未完成資產開支的特定借款的臨時投資所賺取投資收入，自撥充資本的借款成本中扣除。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The Group as a lessor *(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

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

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.

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.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

3. 重大會計政策*(續)*

借款成本 *(續)*

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兑差額於其產生期間在損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Borrowing costs *(Continued)*

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 at that date. 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.

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布或實際上已頒布的稅率計算。

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。此外，倘臨時差額因初始確認商譽產生，則不會確認遞延稅項負債。

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布或實際上已頒布的稅率(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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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。

即期及遞延稅項於損益中確認，惟其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。倘就業務合併進行初步會計處理產生即期稅項或遞延稅項，則稅務影響計入業務合併的會計處理。

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 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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.

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。

短期僱員福利

短期僱員福利按於僱員提供服務時預期將予支付的福利的未貼現金額確認。所有短期僱員福利均按開支確認，除非另有國際財務報告準則規定或容許將福利計入一項資產成本。

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以股本權益結算並以股份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付款的公平值(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，以使累計開支能反映經修訂估計，並相應調整購股權儲備。就於授出日期即時歸屬的購股權而言，所授出購股權的公平值即時支銷至損益。

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.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

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. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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 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轉撥，且該等股份的相關開支自股份獎勵儲備轉撥。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。該等補貼在損益中於「其他收入、收益及虧損」項目下呈列。

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的金融資產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指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」(「國際財務報告準則第15號」)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 transferred from shares held for share award scheme, and the related expenses of the shares are transferred 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 related to income 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. Such grants are presented under "other income, gains and losses" line item in profit or loss.

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 accounts receivables arising from contracts with customers, which are initially measured in accordance with IFRS 15 "Revenue from Contracts with Customers" ("IFRS 15"). 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.

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數、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)*

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 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 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近期實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具的衍生工具。

此外，本集團可不可撤銷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。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(見下文)除外。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入透過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，利息收入透過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 is 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.

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)*

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，惟將轉撥至保留利潤。

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。股息計入損益中的「其他收入、收益及虧損」項目內。

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，並計入損益中的「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 other comprehensive income 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, but will be transferred to retained profits.

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」)模式就須根據國際財務報告準則第9號作出減值評估的金融資產(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)及財務擔保合約進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指相關工具預期年期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。

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顯著增加，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顯著增加進行評估。

(i) 信貸風險的顯著增加

於評估信貸風險是否自初始確認以來已顯著增加時，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顯著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 assessment 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.

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:

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) 信貸風險的顯著增加(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，例如信貸息差顯著增加、債務人的信貸違約掉期價格顯著上升；
- 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顯著增加，除非本集團有證明信貸風險並無顯著增加的合理可靠資料，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顯著增加。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) 信貸風險的顯著增加(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以來有否顯著增加時，本集團認為，風險變動為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是否曾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；或

(d) 借款人有可能破產或進行其他財務重組。

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; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

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過往數據及前瞻性資料作出。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。本集團估計銷售物業及其他物業相關服務所產生應收賬款的預期信貸虧損時，按集體基準計及過往逾期資料及相關信貸資料(例如前瞻性宏觀經濟資料)。

就物業管理及其他服務而言，本集團使用可行的權益方法估計應收賬款的預期信貸虧損時，其按撥備矩陣計及過往信貸虧損經驗以及毋須付出過多成本或努力即可得的前瞻性資料。

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，預期信貸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。

就財務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 and 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. The Group estimates ECL on accounts receivables arising from sales of property and other property related services, on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For property management and other services, the Group uses a practical expedient in estimating ECL on accounts receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

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 ECL is the present value of the expected payments to reimburse the holder for 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)*

(v) 計量及確認預期信貸虧損(續)

經計及逾期資料及前瞻性宏觀經濟資料等相關信貸資料後，其他應收賬款的全期預期信貸減值按集體基準考量。

就集體評估而言，本集團於制定組別時會考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部及／或內部信貸評級(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。

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、其他應收款項及應收非控股權益／聯營公司及合營企業款項則除外。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

***Financial assets** (Continued)*

Impairment of financial assets and financial guarantee contracts *(Continued)*

(v) Measurement and recognition of ECL (Continued)

Lifetime ECL for other receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External and/or internal 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.

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, other receivables and amounts due from non-controlling interests/associates and joint ventures where the corresponding adjustment is recognised through a loss allowance account.

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，方會終止確認金融資產。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，先前按公平值計入其他全面收入儲備中積累的累計收益或虧損不再重新分類至損益中，而是轉撥至保留利潤。

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。

倘永久工具並無載有本集團交付現金或其他金融資產或本集團有全權酌情權可無期限延遲分派及贖回本金額付款的訂約責任，則分類為股本工具。

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 FVTOCI 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 instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

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或按公平值計入其他全面收入計量。

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、優先票據及公司債券)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。

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。

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 or at FVTPL.

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 and corporate 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.

Senior notes and corporate bonds

Senior notes and corporate bonds issued by the Group 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.

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／修訂金融負債

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。

倘金融負債的合約條款獲修改，本集團評估經修訂條款會否導致對原有條款的重大修改，當中經計及所有相關因素及情況，包括定性因素。倘定性評估並非最終定論，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。

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。

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。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Derecognition/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.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, 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.

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.

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.

3. 重大會計政策*(續)*

金融工具*(續)*

對沖會計處理

本集團指定若干衍生工具作為現金流量對沖的對沖工具。

於訂立對沖關係時，本集團記錄對沖工具與被對沖項目的關係，以及進行各類對沖交易之風險管理目標及其策略。此外，本集團會於訂立對沖關係時，按持續進行基準記錄對沖工具抵銷被對沖項目因對沖風險所致公平值或現金流量變動的成效。

對沖關係及成效評估

評估對沖成效時，本集團會考慮對沖工具能否有效抵銷被對沖項目因對沖風險所致的公平值或現金流量變動，即當對沖關係符合下列所有對沖成效要求時：

- 被對沖項目與對沖工具間存在經濟關係；
- 信貸風險影響不會主導該經濟關係所產生價值變動；及
- 對沖關係的對沖比率與本集團實際對沖的被對沖項目數量及實體實際用於對沖該被對沖項目數量的對沖工具數量產生的對沖比率相同。

倘對沖關係不再符合與對沖比率相關的對沖成效要求，惟該指定對沖關係的風險管理目標維持不變，本集團會對沖關係的對沖比率作出調整(即重新平衡該對沖)，以使其再次符合有關合資格標準。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Hedge accounting

The Group designates certain derivatives as hedging instruments for cash flow hedges.

At the inception of the hedging relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Assessment of hedging relationship and effectiveness

For hedge effectiveness assessment, the Group considers whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- There is an economic relationship between the hedged item and the hedging instrument;
- The effect of credit risk does not dominate the value changes that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

3. 重大會計政策*(續)*

金融工具*(續)*

對沖會計處理(續)

對沖關係及成效評估*(續)*

於評估被對沖項目與對沖工具間的經濟關係時，本集團假設對沖現金流量及／或對沖風險(不論有無在合約訂明)所依據的利率基準，或對沖工具現金流量所依據的利率基準，並無因利率基準改革而發生變動。

現金流量對沖

被指定並符合資格作為現金流量對沖的衍生工具公平值變動的有效部分於其他全面收入內確認，並作為對沖儲備累計，惟僅限於被對沖項目自訂立對沖起計的累計公平值變動。無效部分相關的收益或虧損(如有)即時於損益中確認。

為重新分類於對沖儲備中累計的收益及虧損金額，以釐定預期會否存在對沖現金流量，本集團假設對沖現金流量(不論有無在合約訂明)所依據的利率基準並無因利率基準改革而發生變動。

先前於其他全面收入中確認及於權益中累計的金額已於被對沖項目影響損益期間重新分類至損益，與已確認的被對沖項目同列。此外，倘本集團預期日後將無法收回對沖儲備中累計的部分或全部虧損，則該金額會即時重新分類至損益。

終止對沖會計處理

本集團僅於對沖關係(或其中一部分)不再符合合資格標準時(於重新平衡後，如適用)，方會前瞻性地終止對沖會計處理。此包括對沖工具到期或被出售、終止或行使的情況。終止對沖會計處理或會影響對沖關係的全部或其中一部分(在此情況下，對沖會計處理繼續適用於對沖關係的其餘部分)。

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Hedge accounting (Continued)

Assessment of hedging relationship and effectiveness *(Continued)*

In assessing the economic relationship between the hedged item and the hedging instrument, the Group assumes that the interest rate benchmark on which the hedged cash flows and/or the hedged risk (contractually or non-contractually specified) are based, or the interest rate benchmark on which the cash flows of the hedging instrument are based, is not altered as a result of interest rate benchmark reform.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion, if any, is recognised immediately in profit or loss.

For the purpose of reclassifying the amount of gains and losses accumulated in the hedging reserve in order to determine whether the hedged future cash flows are expected to occur, the Group assumes the interest rate benchmark on which the hedged cash flows (contractually or non-contractually specified) are based is not altered as a result of interest rate benchmark reform.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. Furthermore, if the Group expects that some or all of the loss accumulated in the hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

Discontinuation of hedge accounting

The Group discontinues hedge accounting prospectively only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. Discontinuing hedge accounting can either affect a hedging relationship in its entirety or only a part of it (in which case hedge accounting continues for the remainder of the hedging relationship).

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2,567,583,000元(二零一九年：人民幣2,271,840,000元)，與附註38所載於二零二零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並得出結論，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業務模式持有。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。因此，本集團已就投資物業的公平值變動確認遞延稅項，原因為本集團須繳付中國企業所得稅(「企業所得稅」)。

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 RMB2,567,583,000 (2019: RMB2,271,840,000), in relation to fair value change of investment properties, have been recognised as at 31 December 2020 as set out in note 38.

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 that investment properties measured using the fair value model are recovered through sale is rebutted. As a result, the Group has recognised deferred taxation on changes in fair value of investment properties as the Group is subject to PRC Enterprise Income Tax ("EIT").

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

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(在決定對附屬公司相關活動的權力時，如有必要)。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

本集團於年內已收購多間從事物業開發的附屬公司。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、進行物業預售的階段和已配置勞動力的程度。經評估後，董事得出結論，認為年內所有收購從事物業開發的附屬公司均被視作資產收購。

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

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 engaged in property development 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 those acquisition of subsidiaries engaged in property development 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.

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22,698,969,000元(二零一九年：人民幣17,686,036,000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 RMB22,698,969,000 (2019: RMB17,686,036,000) 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 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)*

於二零二零年十二月三十一日，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129,018,163,000元(二零一九年：人民幣115,202,723,000元)及人民幣12,904,429,000元(二零一九年：人民幣15,552,823,000元)。年內概無進行物業撇減(二零一九年：零)。

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相關可扣稅支出(包括土地成本及銷售收入估計得出的估計建築成本)。

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 2020, the carrying amounts of properties under development for sale and properties held for sale are RMB129,018,163,000 (2019: RMB115,202,723,000) and RMB12,904,429,000 (2019: RMB15,552,823,000) respectively. No write-downs of the properties were made during the year (2019: 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 the related deductible expenditures, including the cost of land and estimated construction costs from the estimates of sales revenue.

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.

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38所載，於二零二零年十二月三十一日已確認合共約人民幣1,868,651,000元(二零一九年：人民幣1,787,380,000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 RMB1,868,651,000 (2019: RMB1,787,380,000) in aggregate mainly in relation to tax losses and LAT, have been recognised as at 31 December 2020 as set out in note 38. 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。

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. 收入

收入指於年內(經扣除折扣後)物業銷售及其他物業相關服務收入、作為出租人的租金收入及提供物業管理及其他相關服務所賺取的收入，其分析如下：

5. REVENUE

Revenue represents income from sales of properties and other property related services, rental income as a lessor and income from provision of property management and other related services earned during the year, net of discounts allowed, and is analysed as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (Restated) (經重列)
物業銷售及其他物業相關服務收入	Sales of properties and other property related services income	68,539,935	54,232,989
租賃	Leases	590,449	578,313
物業管理及其他服務收入	Property management and other services income	2,668,279	1,639,801
		71,798,663	56,451,103

5. 收入 *(續)*

(i) 客戶合約收入分拆

5. REVENUE *(Continued)*

(i) Disaggregation of revenue from contracts with customers

		截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020		
		物業銷售及其他物業相關服務 Sales of properties and other property related services 人民幣千元 RMB'000	物業管理及其他服務 Property management and other 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	54,571,202	–	54,571,202
辦公樓及商業	Office & Commercial	6,282,601	–	6,282,601
停車場及其他	Carpark and others	3,466,320	–	3,466,320
		64,320,123	–	64,320,123
物業管理及其他服務	Property management and other services	–	2,668,279	2,668,279
項目管理及其他物業相關服務	Project management and other property related services	4,219,812	–	4,219,812
總計	Total	68,539,935	2,668,279	71,208,214
確認收入的時間	**Timing of revenue recognition**			
於某一時間點	A point in time	64,320,123	245,638	64,565,761
一段時間內	Over time	4,219,812	2,422,641	6,642,453
總計	Total	68,539,935	2,668,279	71,208,214

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)*

		截至二零一九年十二月三十一日止年度 For the year ended 31 December 2019		
		物業銷售及其他物業相關服務 Sales of properties and other property related services 人民幣千元 RMB'000 (經重列) (Restated)	物業管理及其他服務 Property management and other services 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
貨品或服務類型	**Types of goods or services**			
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
物業管理及其他服務	Property management and other services	–	1,639,801	1,639,801
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	54,232,989	1,639,801	55,872,790
確認收入的時間	**Timing of revenue recognition**			
於某一時間點	A point in time	50,644,448	116,294	50,760,742
一段時間內	Over time	3,588,541	1,523,507	5,112,048
總計	Total	54,232,989	1,639,801	55,872,790

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(即已竣工物業的控制權已轉讓予客戶(即物業交付予買方的時間點)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。

就物業管理及其他服務而言，本集團按月確認收益，金額相當於對發票的權利，其直接與本集團迄今已向客戶履約的價值相符。本集團已選擇應付可行權宜方法，按本集團有權出具發票的金額確認收入。根據國際財務報告準則第15號所允許者，分配至該等未達成合約的交易價格不予披露。

(ii) 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 control of the completed property is transferred to the customer, i.e. at the point of delivering of the properties to buyers 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.

For property management and other services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a monthly basis. The Group has elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

(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。

年內，本集團管理層於與永升生活(其提供物業管理及其他相關服務)進行業務合併後，已根據本集團未來發展戰略重新調整其分部呈報。就分部呈報而言，物業銷售分部以及項目管理及其他物業相關服務分部已合併為單一可呈報分部。

主要經營決策者已採用新分部資料進行決策、資源分配及分部表現評估，而國際財務報告準則第8號「經營分部」項下的本集團可呈報及經營分部變動如下：

- 物業銷售及其他物業相關服務：此分部指開發及銷售辦公室、商業物業及住宅物業，且收入來自項目管理。本集團此方面的業務絕大部分於中國及香港開展。

- 物業投資：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。

- 物業管理及其他相關服務：此分部主要指物業管理所產生的收入。本集團在此方面的業務目前乃於中國開展。

往年分部披露已予重新呈列以與本年度呈報方式一致。

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.

In the current year, management of the Group has restructured its segment reporting in accordance with the future development strategy of the Group upon business combination with Ever Sunshine Lifestyle which is engaged in property management and other related services. For segment reporting, sales of properties segment and project management and other property related services segment have been aggregated into a single reportable segment.

The chief operating decision maker has used the new segment information for decision making, resources allocation and segment performance assessment and the Group's reportable segments under IFRS 8 "Operating Segments" are changed to below:

- Sales of properties and other property related services: this segment represents the development and sales of office and commercial premises and residential properties and income generated from project management. 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.

- Property management and other related services: this segment mainly represents the income generated from property management. Currently, the Group's activities in this regard are carried out in the PRC.

Prior year segment disclosures have been represented to conform with the current year's presentation.

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。

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.

		物業銷售及其他物業相關服務 Sales of properties and other property related services 人民幣千元 RMB'000	物業投資 Property investment 人民幣千元 RMB'000	物業管理及其他服務 Property management and other services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零二零年十二月三十一日止年度	Year ended 31 December 2020				
來自外部客戶的可呈報分部收入	Reportable segment revenue from external customers	68,539,935	590,449	2,668,279	71,798,663
可呈報分部利潤	Reportable segment profit	12,694,243	343,885	503,560	13,541,688

		物業銷售及其他物業相關服務 Sales of properties and other property related services 人民幣千元 RMB'000 (經重列) (Restated)	物業投資 Property investment 人民幣千元 RMB'000 (經重列) (Restated)	物業管理及其他服務 Property management and other services 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
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	54,232,989	578,313	1,639,801	56,451,103
可呈報分部利潤	Reportable segment profit	11,823,742	376,295	336,187	12,536,224

(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。

(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、無形資產攤銷、計提信貸虧損撥備、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, amortisation of intangible assets, provision 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.

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
收入	**Revenue**		
可呈報分部及綜合收入	Reportable segment and consolidated revenue	71,798,663	56,451,103
利潤	**Profit**		
可呈報分部利潤	Reportable segment profit	13,541,688	12,536,224
其他收入、收益及虧損	Other income, gains and losses	3,173,369	1,469,636
投資物業公平值變動	Change in fair value of investment properties	940,585	200,659
融資成本	Finance costs	(667,424)	(729,158)
應佔合營企業業績	Share of results of joint ventures	968,468	1,984,710
應佔聯營公司業績	Share of results of associates	1,159,501	1,522,961
物業、廠房及設備折舊	Depreciation of property, plant and equipment	(61,760)	(44,020)
使用權資產折舊	Depreciation of right-of-use assets	(87,123)	(50,878)
無形資產攤銷	Amortisation of intangible assets	(35,314)	(4,400)
未分配總部及企業開支	Unallocated head office and corporate expenses	(2,714,141)	(3,026,726)
計提信貸虧損撥備	Provision of allowance for credit losses	(48,082)	(22,282)
除稅前綜合利潤	Consolidated profit before taxation	16,169,767	13,836,726

(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。本集團大部分收入及非流動資產位於中國及香港。

(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. The majority of the Group's revenue and non-current assets are located in the PRC and Hong Kong.

(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.

7. 其他收入、收益及虧損 7. OTHER INCOME, GAINS AND LOSSES

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
利息收入	Interest income	618,589	536,387
出售物業、廠房及設備的收益淨額	Gain on disposal of property, plant and equipment, net	5,923	1,710
出售附屬公司的收益淨額(附註40)	Gain on disposal of subsidiaries, net (Note 40)	621,377	974,734
出售合營企業的收益	Gain on disposal of joint ventures	411,560	–
出售一間聯營公司的收益	Gain on disposal of an associate	8,772	–
政府補貼(附註)	Government grants (Note)	135,734	75,623
沒收買家支付的按金	Forfeited deposits paid by purchasers	33,041	34,455
提早贖回優先票據虧損(附註34)	Loss on early redemption of senior notes (Note 34)	(42,545)	(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	401,095	(133,432)
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	179,096	32,688
按公平值計入其他全面收入的金融資產的股息收入	Dividend income from financial assets at FVTOCI	46,106	–
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	(244,099)	23,462
房地產項目投資公平值變動	Change in fair value of investments in property projects	(80,927)	(185,699)
房地產項目投資的股息收入	Dividend income from investments in property projects	100,787	317,624
匯兑收益(虧損)淨額	Net exchange gain (loss)	858,619	(263,652)
雜項收入	Sundry income	120,241	99,779
		3,173,369	1,469,636

附註：政府補貼指政府機構發放的無條件現金付款。

Note: Government grants represented unconditional cash payments granted by government authorities.

8. 融資成本 8. FINANCE COSTS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
銀行及其他借款的利息	Interest expense on bank and other borrowings	(3,593,664)	(3,433,762)
租賃負債的利息	Interest expense on lease liabilities	(7,397)	(8,230)
優先票據的利息開支	Interest expense on senior notes	(2,182,234)	(1,673,031)
公司債券的利息開支	Interest expense on corporate bonds	(752,443)	(653,938)
可換股債券的利息開支	Interest expense on convertible bonds	–	(8,221)
		(6,535,738)	(5,777,182)
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	5,868,314	5,048,024
		(667,424)	(729,158)

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44的銀行及其他借款、優先票據、公司債券及可換股債券的實際利率而釐定。

Finance costs capitalised to properties under development for sale and investment properties under construction were determined by the effective interest rates of respective bank and other borrowings, senior notes, corporate bonds and convertible bonds as disclosed in notes 33, 34, 35 and 44.

9. 所得稅開支

9. INCOME TAX EXPENSE

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 （經重列） (Restated)
中國企業所得稅	PRC EIT		
本年度	Current year	(3,554,293)	(3,445,512)
過往年度超額撥備	Over provision in respect of prior years	182,316	71,274
土地增值稅	LAT	(1,836,316)	(2,631,589)
		(5,208,293)	(6,005,827)
遞延稅項(附註38)	Deferred taxation (Note 38)		
企業所得稅	EIT	332,522	896,102
土地增值稅	LAT	601,537	514,846
		(4,274,234)	(4,594,879)

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%。

Under the Law of the PRC on EIT 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。

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.

9. 所得稅開支 *(續)*

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38。

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)*

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 38.

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
除稅前利潤	Profit before taxation	16,169,767	13,836,726
按25%繳納的中國企業所得稅	PRC EIT at 25%	(4,042,442)	(3,459,181)
不可扣稅開支的稅務影響	Tax effect of expenses not deductible for tax purposes	(365,362)	(574,785)
毋須課稅收入的稅務影響	Tax effect of income not taxable for tax purposes	301,520	76,653
土地增值稅	LAT	(1,234,779)	(2,116,743)
土地增值稅的稅務影響	Tax effect of LAT	308,695	529,186
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	(122,187)	(139,941)
動用先前未確認的稅項虧損	Utilisation of tax losses previously not recognised	155,803	175,928
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)	(15,595)	(46,494)
動用先前未確認的可扣減臨時差額	Utilisation of deductible temporary differences previously not recognised	13,159	12,598
應佔合營企業業績的稅務影響	Tax effect of share of results of joint ventures	242,117	496,177
應佔聯營公司業績的稅務影響	Tax effect of share of results of associates	289,875	380,740
授予若干附屬公司的優惠稅率影響	Effect of tax preferential rates granted to certain subsidiaries	12,646	5,812
過往年度超額撥備	Over provision in respect of prior years	182,316	71,274
將予分派保留盈利的預扣稅	Withholding tax on retained earnings to be distributed	–	(6,103)
年內所得稅開支	Income tax expense for the year	(4,274,234)	(4,594,879)

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

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 （經重列） (Restated)
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	13,446	14,630
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	52,612,815	39,437,707
物業、廠房及設備折舊	Depreciation of property, plant and equipment	61,760	44,020
使用權資產折舊	Depreciation of right-of-use assets	87,123	50,878
無形資產攤銷	Amortisation of intangible assets	35,314	4,400
計提信貸虧損撥備	Provision of allowance for credit losses	48,082	22,282
董事薪酬(附註11)	Directors' emoluments (Note 11)	33,010	33,578
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	3,583,571	3,206,399
退休福利供款	Retirement benefit contributions	129,812	217,047
以股本權益結算並以股份付款	Equity-settled share-based payments	85,417	52,993
其他員工成本總額	Total other staff costs	3,798,800	3,476,439
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	(1,052,743)	(977,423)
		2,746,057	2,499,016
投資物業租金收入	Rental income from investment properties	(590,449)	(578,313)
減：相關開支	Less: Related outgoings	246,564	202,018
		(343,885)	(376,295)

11. 董事及僱員薪酬 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
董事薪酬	**Directors' emoluments**		
董事袍金	Directors' fees	952	910
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	204	246
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	21,519	20,248
－以股本權益結算並以股份付款	– equity-settled share-based payments	362	434
－酌情花紅	– discretionary bonus	9,632	11,190
－退休福利供款	– retirement benefit contributions	341	550
		33,010	33,578

		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
截至二零二零年十二月三十一日止年度	Year ended 31 December 2020						
執行董事姓名	Name of executive director						
林中先生	Mr. Lin Zhong	–	3,992	–	–	66	4,058
林偉先生	Mr. Lin Wei	–	3,004	–	–	66	3,070
林峰先生	Mr. Lin Feng	–	6,517	224	–	94	6,835
陳東彪先生	Mr. Chen Dongbiao	–	4,020	77	4,000	49	8,146
楊欣先生	Mr. Yang Xin	–	3,986	61	5,632	66	9,745
獨立非執行董事姓名	Name of independent non-executive director						
顧雲昌先生	Mr. Gu Yunchang	285	–	61	–	–	346
張永岳先生	Mr. Zhang Yongyue	285	–	61	–	–	346
陳偉成先生	Mr. Tan Wee Seng	382	–	82	–	–	464
非執行董事姓名	Name of non-executive director						
王威先生	Mr. Wang Wei	–	–	–	–	–	–
		952	21,519	566	9,632	341	33,010

11. 董事及僱員薪酬*(續)*

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

		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
截至二零一九年十二月三十一日止年度	Year ended 31 December 2019						
執行董事姓名	Name of executive director						
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
獨立非執行董事姓名	Name of independent non-executive director						
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
非執行董事姓名	Name of non-executive director						
王威先生	Mr. Wang Wei	–	–	–	–	–	–
		910	20,248	680	11,190	550	33,578

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擔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.

11. 董事及僱員薪酬*(續)*

五名最高薪酬人士

截至二零二零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(二零一九年：三名董事)。截至二零二零年十二月三十一日止年度，其餘兩名(二零一九年：兩名)最高薪酬人士的薪酬如下：

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

Five highest paid individuals

The five highest paid individuals included 3 directors (2019: 3 directors) for the year ended 31 December 2020. The emoluments of the remaining 2 (2019: 2) highest paid individuals for the year ended 31 December 2020 are as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
僱員	Employees		
－基本薪金及津貼	– basic salaries and allowances	6,708	5,970
－酌情花紅	– discretionary bonus	12,073	9,613
－以股本權益結算並以股份付款	– equity-settled share-based payments	332	233
－退休福利供款	– retirement benefit contributions	99	202
		19,212	16,018

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 二零二零年 2020	人數 Number of individuals 二零一九年 2019
8,500,001港元至9,000,000港元	HK$8,500,001 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	1	–
11,000,001港元至11,500,000港元	HK$11,000,001 to HK$11,500,000	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

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
建議末期股息－每股普通股人民幣24.3分（二零一九年：人民幣21.93分）	Proposed final dividend – RMB24.3 cents (2019: RMB21.93 cents) per ordinary share	1,998,595	1,731,850
建議特別股息－每股普通股人民幣零（二零一九年：人民幣3.66分）	Proposed special dividend – RMB nil (2019: RMB3.66 cents) per ordinary share	–	289,037
		1,998,595	2,020,887

董事會建議派付二零二零年末期股息每股人民幣24.3分（相當於29港分）（二零一九年：人民幣21.93分（相當於24港分））（「建議末期股息」）。本年度建議末期股息總額連同就本年度首六個月已付中期股息每股人民幣9.8分（相當於11港分）總額為每股人民幣34.1分（相當於40港分）。建議末期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股份的方式支付。

The Board recommends the payment of a final dividend for 2020 of RMB24.3 cents (equivalent to HK29 cents) (2019: RMB21.93 cents (equivalent to HK24 cents)) per share (the "Proposed Final Dividend"). The Proposed Final Dividend for the year in aggregate with the interim dividend of RMB9.8 cents (equivalent to HK11 cents) per share paid in respect of the first six months of the year amounted to total dividends of RMB34.1 cents (equivalent to HK40 cents) per share. The Proposed Final 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.

截至二零二零年十二月三十一日止年度，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。

The Proposed Final Dividend for the year ended 31 December 2020 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

12. 股息*(續)*

截至二零二零年十二月三十一日止年度，股東獲派發截至二零一九年十二月三十一日止財政年度的末期股息每股人民幣21.93分(相當於24港分)及特別股息每股人民幣3.66分(相當於4港分)(二零一九年：截至二零一八年十二月三十一日止財政年度為每股人民幣19.68分(相當於23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)及截至二零二零年六月三十日止六個月的中期股息每股人民幣9.8分(相當於11港分)(二零一九年：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8.93分(相當於10港分))，有關詳情如下：

12. DIVIDEND *(Continued)*

During the year ended 31 December 2020, a final dividend of RMB21.93 cents (equivalent to HK24 cents) per share and special dividend of RMB3.66 cents (equivalent to HK4 cents) in respect of the financial year ended 31 December 2019 (2019: RMB19.68 cents (equivalent to HK23 cents) per share in respect of the financial year ended 31 December 2018), 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 RMB9.8 cents (equivalent to HK11 cents) per share in respect of the six months ended 30 June 2020 (2019: RMB8.93 cents (equivalent to HK10 cents) per share in respect of the six months ended 30 June 2019), were paid to shareholders, details as follow:

		二零二零年 2020		二零一九年 2019	
		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	2,634,411	2,343,308	2,204,395	1,934,018
以股代息選擇 (附註37)	Scrip dividend alternative (Note 37)	545,512	485,233	376,914	332,363
		3,179,923	2,828,541	2,581,309	2,266,381

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 （經重列） (Restated)
盈利	**Earnings**		
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)	8,031,895	6,443,305
具攤薄效應的潛在普通股對可換股債券的影響	Effect of dilutive potential ordinary shares on convertible bonds	–	(18,468)
計算每股攤薄盈利的盈利	Earnings for the purpose of diluted earnings per share	8,031,895	6,424,837

		二零二零年 2020	二零一九年 2019
股份數目	**Number of shares**		
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	8,018,049,222	7,803,996,339
具攤薄效應的潛在普通股攤薄對以下各項的影響：	Effect of dilutive potential ordinary shares on:		
－購股權	– share options	67,998,145	69,065,695
－可換股債券	– convertible bonds	–	13,277,513
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	8,086,047,367	7,886,339,547

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.

14. 投資物業

本集團的投資物業指位於中國的購物商場、住宅及辦公室單位，其根據經營租賃出租，須按月支付租金。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重續／購買物業的選擇權。

14. INVESTMENT PROPERTIES

The investment properties of the Group represented shopping malls, residential and office units located in the PRC, which lease out under operating leases with monthly rentals. 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 renew/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
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	1,331,500	14,865,179	16,196,679
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	105,035	200,659
出售	Disposals	–	(1,081)	(1,081)
完工後轉撥	Transfer upon completion	(1,580,255)	1,580,255	–
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	271,100	17,414,936	17,686,036
收購附屬公司(附註39)	Acquisition of subsidiaries (Note 39)	–	2,862,052	2,862,052
自持作出售物業轉撥	Transfer from properties held for sale	–	172,189	172,189
自擬作出售的開發中物業轉撥	Transfer from properties under development for sale	301,609	–	301,609
添置	Additions	638,875	98,555	737,430
公平值增加	Increase in fair value	532,616	407,969	940,585
出售	Disposals	–	(932)	(932)
於二零二零年十二月三十一日	At 31 December 2020	1,744,200	20,954,769	22,698,969
二零二零年十二月三十一日	31 December 2020			
計入損益的物業重估未變現收益	Unrealised gain on property revaluation included in profit or loss	532,616	407,969	940,585
二零一九年十二月三十一日(經重列)	31 December 2019 (restated)			
計入損益的物業重估未變現收益	Unrealised gain on property revaluation included in profit or loss	95,624	105,035	200,659

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。

本集團於二零二零年十二月三十一日抵押人民幣15,215,150,000元(二零一九年：人民幣5,756,790,000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二零二零年十二月三十一日的公平值分別為人民幣20,899,650,000元(二零一九年：人民幣17,364,122,000元)及人民幣1,744,200,000元(二零一九年：人民幣271,100,000元)，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。該估值師擁有合適資格，且近期於評估相關地點的類似物業方面擁有經驗。

本集團已竣工投資物業於二零二零年十二月三十一日公平值為人民幣55,119,000元(二零一九年：人民幣50,814,000元)乃基於獨立估值師江蘇中企華中天資產評估有限公司於該等日期進行的估值而得出。該估值師擁有經認可的相關專業資格，且近期於該地點及進行估值的投資物業類別方面擁有經驗。

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。

14. INVESTMENT PROPERTIES *(Continued)*

The completed investment properties and investment properties under construction are all situated in the PRC. All of the Group's leasehold property interests held to earn rentals or for capital appreciation purposes are measured using the fair value model.

The Group had pledged investment properties of RMB15,215,150,000 (2019: RMB5,756,790,000) as at 31 December 2020 to secure bank and other borrowings of the Group.

The fair values of the Group's completed investment properties of RMB20,899,650,000 (2019: RMB17,364,122,000) and investment properties under construction of RMB1,744,200,000 (2019: RMB271,100,000) at 31 December 2020 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 fair value of the Group's completed investment properties of RMB55,119,000 (2019: RMB50,814,000) as at 31 December 2020 have been arrived at on the basis of valuations on those dates carried out by Jiangsu Zhongqihua Zhongtian Asset Evaluation Company Limited (江蘇中企華中天資產評估有限公司), an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

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.

14. 投資物業*(續)*

本集團於二零二零年及二零一九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 2020 and 2019 are as follows:

		第三級 Level 3 人民幣千元 RMB'000	於二零二零年十二月三十一日的公平值 Fair value as at 31 December 2020 人民幣千元 RMB'000
於中國的投資物業	Investment properties located in the PRC	22,698,969	22,698,969

		第三級 Level 3 人民幣千元 RMB'000	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 (經重列) (Restated)
於中國的投資物業	Investment properties located in the PRC	17,686,036	17,686,036

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(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)	重大無法觀察輸入數據 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 – Jiaxing CIFI Square 二零二零年：人民幣3,065,000,000元 2020: RMB3,065,000,000 二零一九年：人民幣3,170,000,000元 2019: RMB3,170,000,000	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%（二零一九年：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% (2019: 4%).	每年租期收益率上升將導致公平值減少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
			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%（二零一九年：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% (2019: 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.

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)	重大無法觀察輸入數據 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227元至每平方米每月人民幣535元(二零一九年：每平方米每月人民幣109元至每平方米每月人民幣547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 RMB227 sq.m./month to RMB535 sq.m./month (2019: RMB109 sq.m./month to RMB547 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.

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)	重大無法觀察輸入數據 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 二零二零年：人民幣1,889,650,000元 2020: RMB1,889,650,000 二零一九年：人民幣1,908,690,000元 2019: RMB1,908,690,000	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5.0%（二零一九年：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 5.0% (2019: 5%).	每年租期收益率上升將導致公平值減少，反之亦然 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
			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%（二零一九年：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% (2019: 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.

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)	重大無法觀察輸入數據 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300元至每平方米每月人民幣439元(二零一九年：每平方米每月人民幣230元至每平方米每月人民幣460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 RMB300 sq.m./month to RMB439 sq.m./month (2019: RMB230 sq.m./month to RMB460 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.

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)	重大無法觀察輸入數據 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 二零二零年：人民幣8,407,000,000元 2020: RMB8,407,000,000 二零一九年：人民幣8,400,000,000元 2019: RMB8,400,000,000	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%（二零一九年：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% (2019: 4%).	每年租期收益率上升將導致公平值減少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
			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%（二零一九年：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% (2019: 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.

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)	重大無法觀察輸入數據 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267元至每平方米每月人民幣471元(二零一九年：每平方米每月人民幣265元至每平方米每月人民幣462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 RMB267 sq.m./month to RMB471 sq.m./month (2019: RMB265 sq.m./month to RMB462 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.

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)	重大無法觀察輸入數據 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－上海九亭中心 Completed investment property – Shanghai Jiuting Center 二零二零年：人民幣1,190,000,000元 2020: RMB1,190,000,000 二零一九年：人民幣1,180,000,000元 2019: RMB1,180,000,000	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5%（二零一九年：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% (2019: 5%).	每年租期收益率上升將導致公平值減少，反之亦然。 An increase in the term yield per annum would result in a decrease in fair value and vice versa.
			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%（二零一九年：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% (2019: 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.

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)	重大無法觀察輸入數據 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71元至每平方米每月人民幣182元（二零一九年：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. (2019: 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.

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)	重大無法觀察輸入數據 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－上海旭輝浦東洋涇辦事處 Completed investment property – Shanghai CIFI Pudong Yangjing office 二零二零年：人民幣2,821,000,000元 2020: RMB2,821,000,000 （二零一九年：不適用） (2019: N/A)	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%。 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%. 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%。 Reversionary yield per annum, taking into account annual unit market rental income and unit market value of the comparable properties of 4.5%.	每年租期收益率上升將導致公平值減少，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.

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)	重大無法觀察輸入數據 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，所得市場單位租金約每平方米每月人民幣282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 approximate to RMB282 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.

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
成本	COST				
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	43,944	67,104	167,791	278,839
添置	Additions	14,275	3,159	36,927	54,361
收購附屬公司(附註39)	Acquisitions of subsidiaries (Note 39)	–	40	36,104	36,144
出售附屬公司(附註40)	Disposal of subsidiaries (Note 40)	–	–	(2,972)	(2,972)
出售	Disposals	(466)	(10,563)	(37,858)	(48,887)
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	57,753	59,740	199,992	317,485
添置	Additions	40,064	15,403	71,070	126,537
收購附屬公司(附註39)	Acquisitions of subsidiaries (Note 39)	386	1,436	1,924	3,746
出售附屬公司(附註40)	Disposal of subsidiaries (Note 40)	–	–	(1,511)	(1,511)
出售	Disposals	(3,872)	(7,681)	(6,744)	(18,297)
於二零二零年十二月三十一日	At 31 December 2020	94,331	68,898	264,731	427,960
累計折舊	ACCUMULATED DEPRECIATION				
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	5,561	41,905	70,223	117,689
年內開支	Charge for the year	5,441	8,924	29,655	44,020
出售附屬公司(附註40)	Disposal of subsidiaries (Note 40)	–	–	(741)	(741)
於出售時對銷	Eliminated on disposals	(244)	(9,474)	(6,240)	(15,958)
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	10,758	41,355	92,897	145,010
年內開支	Charge for the year	11,726	11,079	38,955	61,760
出售附屬公司(附註40)	Disposal of subsidiaries (Note 40)	–	–	(395)	(395)
於出售時對銷	Eliminated on disposals	(1,640)	(6,654)	(5,328)	(13,622)
於二零二零年十二月三十一日	At 31 December 2020	20,844	45,780	126,129	192,753
賬面值	CARRYING VALUES				
於二零二零年十二月三十一日	At 31 December 2020	73,487	23,118	138,602	235,207
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	46,995	18,385	107,095	172,475

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。

本集團於二零二零年十二月三十一日抵押人民幣20,549,000元(二零一九年：人民幣22,832,000元)的物業、廠房及設備，以擔保本集團銀行及其他借款。

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 RMB20,549,000 (2019: RMB22,832,000) as at 31 December 2020 to secure bank and other borrowings of the Group.

16. 使用權資產

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
於二零二零年十二月三十一日賬面值	As at 31 December 2020 Carrying amount	115,806	1,519	117,325
於二零一九年十二月三十一日賬面值(經重列)	As at 31 December 2019 Carrying amount (restated)	137,818	4,272	142,090
截至二零二零年十二月三十一日止年度折舊費用	For the year ended 31 December 2020 Depreciation charge	83,449	3,674	87,123
截至二零一九年十二月三十一日止年度折舊費用	For the year ended 31 December 2019 Depreciation charge	47,700	3,178	50,878

16. 使用權資產*(續)*

16. RIGHT-OF-USE ASSETS *(Continued)*

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
有關短期租賃及其他12個月內屆滿租賃的開支	Expense relating to short-term leases and other leases with lease terms ended within 12 months	88,595	58,440
有關低價值資產租賃(不包括低價值資產的短期租賃)的開支	Expense relating to leases of low-value assets, excluding short-term leases of low value assets	16,722	18,243
租賃現金流出總額	Total cash outflow for leases	191,229	139,232
添置使用權資產(附註55)	Additions to right-of-use assets (Note 55)	62,358	85,497

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五年的固定期限訂立。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。

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 five 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.

本集團就機械及設備定期訂立短期租賃。於二零二零年及二零一九年十二月三十一日，短期租賃組合與上文所披露短期租賃支銷的短期租賃組合相似。

The Group regularly entered into short-term leases for machinery and equipment. As at 31 December 2020 and 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

17. 無形資產及商譽 17. INTANGIBLE ASSETS AND GOODWILL

		其他無形資產－物業管理合約及客戶關係 Other intangible assets – property management contracts and customer relationship 人民幣千元 RMB'000	商譽 Goodwill 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
成本	**COST**			
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	–	17,230	17,230
收購附屬公司時產生(附註39)	Arising on acquisition of subsidiaries (Note 39)	105,000	413,898	518,898
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	105,000	431,128	536,128
收購附屬公司時產生(附註39)	Arising on acquisition of subsidiaries (Note 39)	25,763	39,824	65,587
於二零二零年十二月三十一日	At 31 December 2020	130,763	470,952	601,715
攤銷	**AMORTISATION**			
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	–	–	–
年內撥備	Provided for the year	4,400	–	4,400
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	4,400	–	4,400
年內撥備	Provided for the year	35,314	–	35,314
於二零二零年十二月三十一日	At 31 December 2020	39,714	–	39,714
賬面值	**CARRYING VALUES**			
於二零二零年十二月三十一日	At 31 December 2020	91,049	470,952	562,001
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	100,600	431,128	531,728

物業管理合約、客戶關係及商譽均為透過收購附屬公司自第三方獲得。

The property management contracts, customers' relationship and goodwill were acquired from third parties through the acquisition of subsidiaries.

無形資產具有有限可使用年期，其於五至十年期間按直線法攤銷。

The intangible assets have finite useful lives and are amortised on a straight-line basis over five to ten years.

18. 於聯營公司的權益

本集團於聯營公司的權益詳情如下：

18. INTERESTS IN ASSOCIATES

Details of the Group's interests in associates are as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 （經重列） (Restated)
於聯營公司的非上市投資成本	Cost of unlisted investments in associates	13,643,272	5,188,574
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	3,218,589	2,831,019
		16,861,861	8,019,593

於二零二零年及二零一九年十二月三十一日，本集團主要聯營公司的詳情載列如下：

Particulars of the Group's principal associates as at 31 December 2020 and 2019 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
			二零二零年 2020	二零一九年 2019	二零二零年 2020	二零一九年 2019	
杭州綠旭企業管理公司 Hangzhou Lvxu Investment holding Co., Ltd.	中國 PRC	中國 PRC	49%	不適用 N/A	49%	不適用 N/A	投資控股 Investment holding
紹興金翎置業有限公司 Shaoxing Jinling Property Co., Ltd.	中國 PRC	中國 PRC	49%	不適用 N/A	49%	不適用 N/A	房地產開發 Property development
蘇州旭融商務諮詢有限公司（「蘇州旭融」） Suzhou Xurong Business Consulting Co., Ltd. ("Suzhou Xurong")	中國 PRC	中國 PRC	49%*	不適用 N/A	49%*	不適用 N/A	投資控股 Investment holding
北京金開輝泰房地產開發有限公司 Beijing Jinkaihuitai Property Development Co., Ltd.	中國 PRC	中國 PRC	33%	33%	33%	33%	房地產開發 Property development

18. 於聯營公司的權益*(續)*

於二零二零年及二零一九年十二月三十一日，本集團主要聯營公司的詳情載列如下：*(續)*

18. INTERESTS IN ASSOCIATES *(Continued)*

Particulars of the Group's principal associates as at 31 December 2020 and 2019 are set out as follows: *(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
			二零二零年 2020	二零一九年 2019	二零二零年 2020	二零一九年 2019	
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
貴州金科金辰房地產開發有限公司 Guizhou Jinkejinchen Property Development Co., Ltd.	中國 PRC	中國 PRC	49%	不適用 N/A	49%	不適用 N/A	房地產開發 Property development
重慶睿豐致元實業有限公司 (「重慶睿豐致元」) Chongqing Ruifengzhiyuan Property Development Co., Ltd. ("Chongqing Ruifengzhiyuan")	中國 PRC	中國 PRC	33.3%	33.3%	33.3%	33.3%	房地產開發 Property development
天津市遠銘置業有限公司 Jinan Yuanming Property Development Co., Ltd.	中國 PRC	中國 PRC	20%	20%	20%	20%	房地產開發 Property development
里安市新城億弘房地產開發有限公司 (「里安市新城億弘」) Ruian Xinchengyihong Property Development Co., Ltd. ("Rui'an Xincheng Yihong")	中國 PRC	中國 PRC	17.9%*	17.9%*	17.9%*	17.9%*	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 Co., Ltd. ("Hefei Yongtuo")	中國 PRC	中國 PRC	17%*	17%*	17%*	17%*	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大多數同意通過。本集團佔蘇州旭融董事會5名董事中的2名、里安市新城億弘董事會11名董事中的1名及合肥永拓董事會9名董事中的1名，因此，本集團對該等公司有重大影響力。

* 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 5 directors in the board of Suzhou Xurong, 1 out of 11 directors in the board of Rui'an Xincheng Yihong, 1 out of 9 directors in the board of Hefei Yongtuo, thus, the Group has significant influence over these companies.

18. 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。

截至二零二零年十二月三十一日止年度

重慶睿豐致元及其附屬公司

18. 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 associate'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 2020

Chongqing Ruifengzhiyuan and its subsidiary

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000
流動資產	Current assets	2,327,024
非流動資產	Non-current assets	267
流動負債	Current liabilities	737,216
非流動負債	Non-current liabilities	265,000
上述資產及負債金額包括下列各項：	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	586,450
應收股東款項	Amounts due from shareholders	1,779,838
現金及現金等價物	Cash and cash equivalents	39,676
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)	162,482

		截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 人民幣千元 RMB'000
收入	Revenue	2,310,957
年內利潤及全面收入總額	Profit and total comprehensive income for the year	875,498

18. 於聯營公司的權益*(續)*

重大聯營公司的財務資料概要*(續)*

截至二零二零年十二月三十一日止年度(續)

重慶睿豐致元及其附屬公司(續)

上述年內利潤及全面收入總額包括以下各項：

18. INTERESTS IN ASSOCIATES *(Continued)*

Summarised financial information of material associates *(Continued)*

For the year ended 31 December 2020 *(Continued)*

Chongqing Ruifengzhiyuan and its subsidiary (Continued)

The above profit and total comprehensive income for the year includes the following:

		於二零二零年十二月三十一日 Year ended 31 December 2020 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重慶睿豐致元權益賬面值對賬：

Reconciliation of the above summarised financial information to the carrying amount of the interest in Chongqing Ruifengzhiyuan recognised in the consolidated financial statements:

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000
重慶睿豐致元的資產淨值	Net assets of Chongqing Ruifengzhiyuan	1,325,075
本集團於重慶睿豐致元的擁有權比例	Proportion of the Group's ownership interest in Chongqing Ruifengzhiyuan	33.30%
本集團於重慶睿豐致元的權益賬面值	Carrying amount of the Group's interest in Chongqing Ruifengzhiyuan	441,250

18. 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

寧波上湖及其附屬公司

18. INTERESTS IN ASSOCIATES *(Continued)*

Summarised financial information of material associates *(Continued)*

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
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	2,773,313
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

18. 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：

18. 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賬面值	Carrying amount of the Group's interest in Ningbo Shanghu	388,190

18. 於聯營公司的權益*(續)*

非個別重大聯營公司的匯總資料

18. INTERESTS IN ASSOCIATES *(Continued)*

Aggregate information of associates that are not individually material

		截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 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 人民幣千元 RMB'000 (經重列) (Restated)
本集團應佔利潤及全面收入總額	The Group's share of profit and total comprehensive income	867,960	1,203,535

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000	於二零一九年十二月三十一日 At 31 December 2019 人民幣千元 RMB'000 (經重列) (Restated)
本集團於該等聯營公司的權益賬面總值	Aggregate carrying amount of the Group's interests in these associates	16,420,611	7,631,403

19. 於合營企業的權益

本集團於合營企業的權益詳情如下：

19. INTERESTS IN JOINT VENTURES

Details of the Group's interests in joint ventures are as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
於合營企業的非上市投資成本	Cost of unlisted investments in joint ventures	14,681,826	9,523,116
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	3,143,770	3,348,955
		17,825,596	12,872,071

19. 於合營企業的權益*(續)*

於二零二零年及二零一九年十二月三十一日，本集團主要合營企業的詳情載列如下：

19. INTERESTS IN JOINT VENTURES *(Continued)*

Particulars of the Group's principal joint ventures as at 31 December 2020 and 2019 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
			二零二零年 2020	二零一九年 2019	二零二零年 2020	二零一九年 2019	
旭寶有限公司 Xu Bao Co., Ltd.	英屬處女群島 BVI	中國 PRC	50%	50%	50%	50%	投資控股 Investment holding
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%*	51%*	51%*	投資控股 Investment holding
蘇州興格置業有限公司 Suzhou Xingge Property Co., Ltd.	中國 PRC	中國 PRC	45%*	不適用 N/A	45%*	不適用 N/A	房地產開發 Property development
合肥錦順房地產開發有限公司（「合肥錦順」） Hefei Jinshun Property Development Co., Ltd. ("Hefei Jinshun")	中國 PRC	中國 PRC	25.4%*	25.4%*	25.4%*	25.4%*	房地產開發 Property development
Wonder Sign Limited ("Wonder Sign")	英屬處女群島 BVI	香港 Hong Kong	50%	50%	50%	50%	房地產開發 Property development
溫州市美昱置業有限公司 Wenzhou Meiyu Property Co., Ltd.	中國 PRC	中國 PRC	50%	不適用 N/A	50%	不適用 N/A	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
三亞海力投資置業有限公司 Sanya Haili Property Investment Co., Ltd.	中國 PRC	中國 PRC	50%*	50%*	50%*	50%*	投資控股 Investment holding
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

* 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。

* 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.

19. 於合營企業的權益*(續)*

合營企業於二零二零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總值人民幣150,905,000,000元（二零一九年：人民幣123,978,000,000元）及人民幣8,077,000,000元（二零一九年：人民幣13,502,000,000元）。

19. INTERESTS IN JOINT VENTURES *(Continued)*

The joint ventures had properties under development for sale of approximately RMB150,905 million (2019: RMB123,978 million) and properties held for sale of approximately RMB8,077 million (2019: RMB13,502 million) as at 31 December 2020, all of which are situated in the PRC, Hong Kong and Japan.

重大合營企業的財務料概要

以下載列有關本集團重大合營企業的財務資料概要。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未經審核管理賬目所示金額。

合營企業按權益法於該等綜合財務報表列賬。

Summarised financial information of material joint ventures

Summarised financial information in respect of the Group's material joint ventures is set out below. The summarised financial information below represents amounts shown in the joint ventures' financial statements prepared in accordance with IFRSs.

The joint ventures are accounted for using the equity method in the consolidated financial statements.

截至二零二零年十二月三十一日止年度

For the year ended 31 December 2020

		合肥錦順 Hefei Jinshun 人民幣千元 RMB'000	Wonder Sign 人民幣千元 RMB'000
流動資產	Current assets	2,500,266	1,878,565
非流動資產	Non-current assets	148,918	9,039
流動負債	Current liabilities	1,213,744	1,107,159
收入	Revenue	2,803,475	2,449,851
年內利潤及全面收入總額	Profit and total comprehensive income for the year	671,041	862,108

19. 於合營企業的權益*(續)*

重大合營企業的財務料概要*(續)*

截至二零二零年十二月三十一日止年度(續)

上述資產及負債金額主要包括以下各項：

19. INTERESTS IN JOINT VENTURES *(Continued)*

Summarised financial information of material joint venture *(Continued)*

For the year ended 31 December 2020 *(Continued)*

The above amounts of assets and liabilities mainly include the following:

		合肥錦順 Hefei Jinshun 人民幣千元 RMB'000	Wonder Sign 人民幣千元 RMB'000
擬作出售的開發中物業	Properties under development for sale	917,308	944,725
現金及現金等價物	Cash and cash equivalents	405,651	102,439
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)	–	292,220

上述年內利潤及全面收入總額包括以下各項：

The above profit and total comprehensive income for the year includes the following:

		合肥錦順 Hefei Jinshun 人民幣千元 RMB'000	Wonder Sign 人民幣千元 RMB'000
利息收入	Interest income	194	1,508
所得稅開支	Income tax expense	157,402	–

上述財務資料概要與綜合財務報表中確認的重大合營企業權益賬面值對賬：

Reconciliation of the above summarised financial information to the carrying amounts of the interests in the material joint ventures recognised in the consolidated financial statements:

		合肥錦順 Hefei Jinshun 人民幣千元 RMB'000	Wonder Sign 人民幣千元 RMB'000
該等合營企業的資產淨值	Net assets of the joint ventures	1,435,440	780,445
本集團於該等合營企業的擁有權比例	Proportion of the Group's ownership interests in the joint ventures	25.4%	50%
本集團於該等合營企業的權益賬面值	Carrying amount of the Group's interests in the joint ventures	364,602	390,223

19. 於合營企業的權益*(續)*

重大合營企業的財務料概要*(續)*

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

19. INTERESTS IN JOINT VENTURES *(Continued)*

Summarised financial information of material joint venture *(Continued)*

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

		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)

19. 於合營企業的權益*(續)*

重大合營企業的財務料概要*(續)*

截至二零一九年十二月三十一日止年度(續)

天津和隆及其附屬公司*(續)*

上述年內虧損及全面開支總額包括以下各項：

19. INTERESTS IN JOINT VENTURES *(Continued)*

Summarised financial information of material joint venture *(Continued)*

For the year ended 31 December 2019 *(Continued)*

Tianjin Helong and its subsidiary *(Continued)*

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賬面值	Carrying amount of the Group's interest in Tianjin Helong	1,017,093

19. 於合營企業的權益*(續)*

19. INTERESTS IN JOINT VENTURES *(Continued)*

非個別重大合營企業的匯總資料

Aggregate information of joint ventures that are not individually material

		截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 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 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	366,970	1,987,617

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000	於二零一九年十二月三十一日 At 31 December 2019 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	17,070,771	11,854,978

20. 於物業項目的投資

20. INVESTMENTS IN PROPERTY PROJECTS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	286,531	417,688

上述餘額指本集團於蘇州、宜興、長沙及南京物業項目的權益，而將予收取的金額乃根據與交易對手方訂立的各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。於二零二零年及二零一九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。該估值師擁有合適資格，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, Changsha and Nanjing 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 2020 and 2019 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.

21. 按公平值計入損益的金融資產

按公平值計入損益的金融資產：

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	86,841	121,051
於深圳證券交易所上市的股本證券	Equity securities listed on the Shenzhen Stock Exchange	287,420	452,710
		374,261	573,761
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	905,388	526,458
		1,279,649	1,100,219
就報告目的分析如下：	Analysed for reporting purpose as:		
流動資產	Current assets	374,261	573,761
非流動資產	Non-current assets	905,388	526,458
		1,279,649	1,100,219

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	287,420	452,710
－以港元計值	– Denominated in HK$	297,326	323,396
－以美元計值	– Denominated in USD	694,903	324,113
		1,279,649	1,100,219

22. 按公平值計入其他全面收入的股本工具

22. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
於紐約證券交易所上市的股本證券	Equity securities listed on the New York Stock Exchange	499,446	–
非上市投資：	Unlisted investments:		
於中國成立的私人實體的股本投資	Equity investments in private entities established in the PRC	240,239	881,832
		739,685	881,832

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.

23. 持作出售物業

本集團的持作出售物業主要位於中國。所有持作出售物業按成本與可變現淨值兩者間的較低者列賬。

23. PROPERTIES HELD FOR SALE

The Group's properties held for sale are substantially situated in the PRC. All the properties held for sale are stated at the lower of cost and NRV.

於二零二零年十二月三十一日，本集團抵押約人民幣4,336,747,000元（二零一九年：人民幣3,935,311,000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 RMB4,336,747,000 (2019: RMB3,935,311,000) as at 31 December 2020 to secure bank and other borrowings of the Group.

24. 擬作出售的開發中物業

租賃土地的賬面值按成本減任何累積折舊及累積減值成本計量。剩餘價值釐定為租賃土地組成部分的估計出售價值。經計及二零二零年及二零一九年十二月三十一日的估計剩餘價值，並無就租賃土地作出折舊費用。

於截至二零二零年十二月三十一日止年度，添置租賃土地金額為人民幣35,417,002,000元（二零一九年：人民幣52,729,334,000元）。

擬作出售的開發中物業均位於中國，代表該等在完工後用作後續出售的開發中物業。

於二零二零年十二月三十一日，本集團抵押約人民幣88,939,631,000元（二零一九年：人民幣75,563,893,000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。

24. PROPERTIES UNDER DEVELOPMENT FOR SALE

The carrying amount of leasehold lands is measured 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. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2020 and 2019.

During the year ended 31 December 2020, there are additions to leasehold lands amounting to RMB35,417,002,000 (2019: RMB52,729,334,000).

The properties under development for sale are located in the PRC and represent properties under development for subsequent sale upon completion.

The Group had pledged properties under development for sale of approximately RMB88,939,631,000 (2019: RMB75,563,893,000) as at 31 December 2020 to secure bank and other borrowings of the Group.

25. 應收賬款及其他應收款項、按金及預付款項

應收賬款主要來自物業銷售。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。

25. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Accounts receivables mainly arise from the sales of properties. 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.

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
應收賬款－客戶合約	Accounts receivables – contracts with customers	3,515,164	2,977,236
減：信貸虧損撥備	Less: Allowance for credit losses	(56,582)	(26,569)
		3,458,582	2,950,667
其他應收款項(附註)	Other receivables (Note)	20,559,466	17,565,134
減：信貸虧損撥備	Less: Allowance for credit losses	(17,656)	(15,781)
		20,541,810	17,549,353
預付稅項	Prepaid tax	3,962,056	2,891,189
按金及預付款項	Deposits and prepayments	2,434,186	1,218,954
		30,396,634	24,610,163
減：非流動資產項下所示金額	Less: Amount shown under non-current assets	(12,448)	(13,368)
流動資產項下所示金額	Amounts shown under current assets	30,384,186	24,596,795

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。賬齡於一年內的其他應收款項(扣除撥備)為人民幣19,366,551,000元(二零一九年：人民幣16,206,270,000元)，而賬齡超過一年的其他應收款項為人民幣1,175,259,000元(二零一九年：人民幣1,343,083,000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. The other receivables (net of allowance) amounted to RMB19,366,551,000 (2019: RMB16,206,270,000) with aged within one year and RMB1,175,259,000 (2019: RMB1,343,083,000) aged over one year respectively.

於二零一九年一月一日，來自客戶合約的應收賬款為人民幣818,781,000元。

As at 1 January 2019, accounts receivables from contracts with customers amounted to RMB818,781,000.

25. 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應收賬款(經扣除撥備)賬齡分析：

25. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

The following is an aged analysis of accounts receivables, based on the date of agreement and net of allowance, at the end of the reporting period:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
於60日內	Within 60 days	1,615,155	1,066,471
61至180日	61–180 days	367,697	744,148
181至365日	181–365 days	990,132	741,098
1年以上	Over 1 year	485,598	398,950
		3,458,582	2,950,667

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.

於二零二零年十二月三十一日，於報告日期末逾期賬面值總額為人民幣282,834,000元(二零一九年：人民幣298,010,000元)的應收賬款，計入本集團的應收賬款餘額。於已逾期結餘中，人民幣158,953,000元(二零一九年：人民幣142,696,000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 2020, included in the Group's accounts receivables balance are debtors with aggregate carrying amount of RMB282,834,000 (2019: RMB298,010,000) which are past due at the end of the reporting period. Out of the past due balances, RMB158,953,000 (2019: RMB142,696,000) 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.

有關應收賬款及其他應收款項的減值評估詳情載於附註51。

Details of impairment assessment of accounts and other receivables are set out in note 51.

26. 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。本公司董事預期該等款項將自報告期末起計十二個月內償還。

26. 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.

27. 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。

27. 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.

28. 衍生金融工具

28. DERIVATIVE FINANCIAL INSTRUMENTS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
衍生金融資產：	Derivative financial assets:		
利率掉期	Interest rate swaps	–	11,912
衍生金融負債：	Derivative financial liabilities:		
指定為對沖工具的利率掉期(附註a)	Interest rate swaps that are designated as hedging instruments (Note a)	(57,054)	–
外幣遠期合約(附註b)	Foreign currency forward contracts (Note b)	(266,362)	(19,260)
		(323,416)	(19,260)
就報告目的分析如下：	Analysed for reporting purpose as:		
流動負債	Current liabilities	(266,362)	(19,260)
非流動負債	Non-current liabilities	(57,054)	–
		(323,416)	(19,260)

28. 衍生金融工具*(續)*

附註：

(a) 於二零二零年十二月三十一日，本集團已將利率掉期指定為對沖工具，以於借款到期日將美元(「美元」)銀行借款浮息付款轉為定息付款所承擔的現金流量流利率風險減至最低。

利率掉期條款經磋商釐定，以符合各指定對沖項目的條款，董事認為利率掉期為有效對沖工具。該等掉期於二零二零年十二月三十一日的主要條款如下：

倫敦銀行同業拆息	
名義金額	330,000,000美元
到期日	二零二三年二月二十七日至二零二三年十月九日
行使利率（固定利率區間）	0.85厘至1.33厘
香港銀行同業拆息	
名義金額	815,000,000港元
到期日	二零二一年九月二十九日
行使利率（固定利率區間）	1.75厘

上述所有利率掉期均為指定現金流量對沖。於二零二零年十二月三十一日，上述利率掉期的公平值虧損為人民幣89,227,000元(二零一九年：零)，於其他全面開支中確認，並於現金流量對沖儲備中累計。利率掉期人民幣20,260,000元(二零一九年：零)已於借款到期日自權益重新分類至損益。

(b) 於二零二零年十二月三十一日，遠期合約名義總金額為550,000,000美元(二零一九年：600,000,000美元)，而遠期合約乃為減輕借款相關外幣風險而訂立。

28. DERIVATIVE FINANCIAL INSTRUMENTS *(Continued)*

Notes:

(a) As at 31 December 2020, the Group had interest rate swaps designated as hedging instruments in order to minimise its exposures to cash flow interest rate risk on its floating-rate interest payments to fixed rate interest payments on its United States dollars ("USD") bank borrowings at the borrowings maturity dates.

The terms of the interest rate swaps have been negotiated to match the terms of the respective designated hedging items and the directors consider that the interest rate swaps are effective hedging instruments. The major terms of these swaps as at 31 December 2020 are as follows:

London inter-bank offered rate	
Notional amount	US$330,000,000
Maturity date	27 February 2023 to 9 October 2023
Strike rate (fixed rate range)	0.85%–1.33%
Hong Kong inter-bank offered rate	
Notional amount	HK$815,000,000
Maturity date	29 September 2021
Strike rate (fixed rate range)	1.75%

All of the above interest rate swaps are designated as cash flow hedges. The fair value losses of the above interest rate swaps amounting to RMB89,227,000 (2019: nil) are recognised in other comprehensive expense and accumulated under the hedging reserve at 31 December 2020. The interest rate swaps amounting to RMB20,260,000 (2019: nil) have reclassified from equity to profit or loss at the borrowings maturity dates.

(b) As at 31 December 2020, total notional amount of the forward contracts was USD550,000,000 (2019: USD600,000,000) in aggregate of which the forward contracts were entered into for mitigating the foreign exchange exposure in relation to the borrowings.

29. 受限制銀行存款／銀行結餘及現金

於二零二零年十二月三十一日，計入綜合財務狀況表銀行結餘及現金內的受銀行監管的特殊用途資金約為人民幣11,927,841,000元(二零一九年：人民幣12,326,098,000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。

29. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Included in bank balances and cash in the consolidated statement of financial position are funds under supervision by banks for special use with an amount of approximately RMB11,927,841,000 (2019: RMB12,326,098,000) at 31 December 2020, 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.

29. 受限制銀行存款／銀行結餘及現金*(續)*

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)*

Details of impairment assessment of restricted bank deposits are set out in note 51.

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
按貨幣劃分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	43,893,248	55,568,203
－以港元計值	– Denominated in HK$	1,945,799	1,406,525
－以美元計值	– Denominated in USD	5,195,737	1,554,091
－以其他貨幣計值	– Denominated in other currencies	17,912	7,857
		51,052,696	58,536,676

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

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
應付賬款	Accounts payables	28,053,575	16,480,402
其他應付款項及應計開支	Other payables and accrued charges	29,195,986	21,573,754
其他應付稅項	Other tax payable	1,089,297	1,793,907
		58,338,858	39,848,063
減：非流動負債項下所示金額	Less: Amounts shown under non-current liabilities	(6,849)	(1,265)
流動負債項下所示金額	Amounts shown under current liabilities	58,332,009	39,846,798

30. 應付賬款及其他應付款項以及應計開支*(續)*

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。

以下為於報告期末按發票日期編製的應付賬款賬齡分析：

30. ACCOUNTS AND OTHER PAYABLES AND ACCRUED CHARGES *(Continued)*

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.

The following is an aged analysis of accounts payables, based on the invoice date, at the end of the reporting period:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
於60日內	Within 60 days	9,340,576	5,139,586
61至180日	61–180 days	7,714,065	3,197,901
181至365日	181–365 days	6,900,879	5,408,442
1年以上	Over 1 year	4,098,055	2,734,473
		28,053,575	16,480,402

其他應付款項及應計開支主要指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 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 31. CONTRACT LIABILITIES

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
銷售物業(附註a)	Sales of properties (Note a)	74,238,993	54,195,700
物業管理及其他服務(附註b)	Property management and other services (Note b)	387,825	269,382
		74,626,818	54,465,082

於二零一九年一月一日，合約負債為人民幣44,405,099,000元。

As at 1 January 2019, contract liabilities amounted to RMB44,405,099,000.

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結轉合約負債的相關程度。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
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	44,239,316	32,523,493
－物業管理及其他服務	– Property management and other services	313,095	137,577
		44,552,411	32,661,070

附註：

(a) 本集團可於客戶簽署買賣協議時自客戶收取30%至100%的合約價值作為按金。

(b) 合約負債主要來自客戶在尚未獲提供相關服務的情況下作出的墊款。

Notes:

(a) The Group receives 30%-100% of the contract value as deposits from customers when they sign the sale and purchase agreements.

(b) The contract liabilities mainly arise from the advance payments made by customers while the underlying services are yet to be provided.

32. 租賃負債 32. LEASE LIABILITIES

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 （經重列） (Restated)
應付租賃負債：	Lease liabilities payable:		
一年內	Within one year	65,824	66,570
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	41,195	38,886
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	15,553	25,507
為期五年以上	Within a period of more than five years	–	7,766
		122,572	138,729
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	(65,824)	(66,570)
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	56,748	72,159

應用至租賃負債的加權平均增量借款利率每年介乎3.50%至6.00%（二零一九年：介乎3.50%至6.00%）。

The weighted average incremental borrowing rates applied to lease liabilities range from 3.50% to 6.00% (2019: from 3.50% to 6.00%) per annum.

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：

Lease obligations that are denominated in currency other than the functional currency of the relevant group entities are set out below:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
港元	HK$	21,634	3,402

33. 銀行及其他借款 33. BANK AND OTHER BORROWINGS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
有抵押銀行貸款(附註d)	Bank loans, secured (Note d)	42,958,149	50,625,286
雙邊貸款(附註e)	Bilateral loans (Note e)	4,913,170	4,012,423
銀團貸款(附註f)	Syndicated loans (Note f)	9,872,078	9,128,402
資產擔保證券(「資產擔保證券」)(附註g)	Asset-backed-securities ("ABS") (Note g)	1,317,980	1,316,121
商業抵押擔保證券(「商業抵押擔保證券」)(附註h)	Commercial-mortgage-backed-securities ("CMBS") (Note h)	2,499,787	–
		61,561,164	65,082,232

於各報告期末的若干銀行及其他借款乃以附註42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 42 and equity interests in certain subsidiaries.

附註：

(a) 借款須按以下償還：

Notes:

(a) The borrowings are repayable:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
一年內或按要求	Within one year or on demand	7,300,715	13,941,253
一年以上，但不超過兩年	More than one year, but not exceeding two years	19,290,463	15,245,682
兩年以上，但不超過三年	More than two years, but not exceeding three years	29,138,994	27,950,438
三年以上，但不超過五年	More than three years, but not exceeding five years	1,449,925	7,603,359
五年以上	More than five years	4,381,067	341,500
		61,561,164	65,082,232
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	(7,300,715)	(13,941,253)
一年後到期金額	Amounts due after one year	54,260,449	51,140,979

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	46,371,170	48,254,985
－以港元計值	– Denominated in HK$	8,058,434	9,680,245
－以美元計值	– Denominated in USD	7,116,590	7,127,495
－以其他貨幣計值	– Denominated in other currencies	14,970	19,507
		61,561,164	65,082,232

33. 銀行及其他借款*(續)*

附註：*(續)*

(b) 於二零二零年十二月三十一日，約人民幣17,567,109,000元（二零一九年：人民幣18,063,126,000元）的定息借款按介乎1.48厘至10.50厘（二零一九年：3.00厘至10.60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，於二零二零年十二月三十一日，實際年利率介乎1.50厘至8.50厘（二零一九年：1.88厘至10.30厘），令本集團面對現金流利率風險。若干浮息借款透過附註28詳述的利率掉期對沖。

(c) 於各報告期末的實際利率範圍如下：

33. BANK AND OTHER BORROWINGS *(Continued)*

Notes: *(Continued)*

(b) Fixed-rate borrowings amounted to approximately RMB17,567,109,000 (2019: RMB18,063,126,000) carry interest ranging from 1.48% to 10.50% (2019: 3.00% to 10.60%) per annum at 31 December 2020 and expose the Group to fair value interest rate risk. The remaining borrowings are arranged at variable rates with effective interest rates ranging from 1.50% to 8.50% (2019: 1.88% to 10.30%) per annum at 31 December 2020, and expose the Group to cash flow interest rate risk. Certain floating-rate interest borrowings are hedged by interest rate swaps as detailed in note 28.

(c) The range of effective interest rates at the end of each reporting period are as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
銀行貸款	Bank loans	1.48%–10.50%	1.88%–10.60%

(d) 於二零二零年十二月三十一日，計入本集團銀行貸款的金額約人民幣11,130,854,000元（二零一九年：人民幣12,913,568,000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 RMB11,130,854,000 (2019: RMB12,913,568,000) as at 31 December 2020 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」）。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 Bilateral loans have terms ranging up to three years and were secured by equity interests of certain offshore subsidiaries of the Company and carried various interest from HIBOR plus 2.25% to HIBOR plus 4%, and the Hang Seng Bank RMB Prime Rate plus 1.90% per annum.

(f) 於二零二零年四月九日，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5,371,000,000港元，分為兩部分：(i)美元部分合共489,000,000美元；及(ii)港元部分合共1,557,000,000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3.0厘及倫敦銀行同業拆息率加3.0厘的年利率計息。

(f) On 9 April 2020, 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$5,371 million divided into two tranches: (i) United States dollars tranche with an aggregate amount of USD489 million; and (ii) Hong Kong dollars tranche with an aggregate amount of HK$1,557 million, with final maturity of forty-two months from the date of first utilisation date and carried interest at HIBOR plus 3.0% and LIBOR plus 3.0% per annum.

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加3.10厘的年利率計息。

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 LIBOR plus 3.10% per annum.

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。

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.

33. 銀行及其他借款*(續)*

附註：*(續)*

(f) *(續)*

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。

(g) 於二零一九年一月十五日，本公司全資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於上海證券交易所(「上交所」)上市的資產擔保證券(「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。

(h) 於二零二零年十一月十日，旭輝中國根據以租金收入未來盈利作抵押的證券化安排發行面值總額人民幣2,501,000,000元於二零三八年十月六日到期於上交所上市的商業抵押擔保證券(「二零三八年十月到期商業抵押擔保證券」)。根據該等安排，二零三八年十月到期商業抵押擔保證券的優先部分以面值總額人民幣2,500,000,000元發行，按年利率5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1,000,000元的二零三八年十月到期商業抵押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。二零三八年十月到期商業抵押擔保證券的實際年利率為5厘。

33. BANK AND OTHER BORROWINGS *(Continued)*

Notes: *(Continued)*

(f) *(Continued)*

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.

(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.

(h) On 10 November 2020, CIFI PRC issued CMBS ("October 2038 due CMBS") which is listed on the SSE under securitisation arrangements collateralised by the future earnings relating to rental income with maturity on 6 October 2038 at a total nominal amount of RMB2,501,000,000. Under the arrangements, priority portion of October 2038 due CMBS were issued with aggregate nominal value of RMB2,500,000,000 which carry interests of 5% per annum, interests payable quarterly and were subscribed by independent third parties, while secondary portion of October 2038 due CMBS with aggregate nominal value of RMB1,000,000 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 October 2038 due CMBS is 5% per annum.

34. 優先票據 34. SENIOR NOTES

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
以美元計值的優先票據：	Senior notes denominated in USD:		
二零二二年一月到期優先票據(附註a)	Senior notes due in January 2022 (Note a)	3,837,404	4,024,308
二零二三年一月到期優先票據(附註b)	Senior notes due in January 2023 (Note b)	1,983,703	2,114,448
二零二一年四月到期優先票據(附註c)	Senior notes due in April 2021 (Note c)	1,983,962	3,559,747
二零二零年五月到期優先票據(附註d)	Senior notes due in May 2020 (Note d)	–	2,159,849
二零二一年三月到期優先票據(附註f)	Senior notes due in March 2021 (Note f)	1,653,152	2,859,133
二零二三年二月到期優先票據(附註g)	Senior notes due in February 2023 (Note g)	2,003,240	2,129,898
二零二四年三月到期優先票據(附註h)	Senior notes due in March 2024 (Note h)	3,653,168	3,881,389
二零二四年十一月到期優先票據(附註i)	Senior notes due in November 2024 (Note i)	3,288,786	3,498,239
二零二五年七月到期優先票據(附註k)	Senior notes due in July 2025 (Note k)	3,767,438	–
二零二五年十月到期優先票據(附註l)	Senior notes due in October 2025 (Note l)	3,327,887	–
二零二六年五月到期優先票據(附註n)	Senior notes due in May 2026 (Note n)	2,273,945	–
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e)	Senior notes due in September 2020 (Note e)	–	1,030,507
二零二二年四月到期優先票據(附註j)	Senior notes due in April 2022 (Note j)	1,629,524	1,607,026
二零二三年八月到期優先票據(附註m)	Senior notes due in August 2023 (Note m)	1,214,644	–
		30,616,853	26,864,544
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	(3,637,114)	(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	26,979,739	23,674,188

附註：

(a) 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先票據」)，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按面值完全償還。

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按面值完全償還。

Notes:

(a) 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 on 23 January 2022 at par value.

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 on 23 January 2022 at par value.

綜合財務報表附註
Notes to the Consolidated Financial Statements

34. 優先票據 *(續)*
附註：*(續)*

(a) *(續)*

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，則本公司可於二零二零年一月二十三日或之後隨時及不時按相等於下文載列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：

34. SENIOR NOTES *(Continued)*
Notes: *(Continued)*

(a) *(Continued)*

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:

期間	Period	贖回價 Redemption price
二零二零年	2020	102.750%
二零二一年	2021	101.375%

(b) 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按面值完全償還。

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前隨時及不時按二零二三年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)有關二零二三年一月到期票據本金額的1.00%與(2)(A)(i)有關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有關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)於有關贖回日期有關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：

(b) 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 on 23 January 2023 at par value.

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%

34. 優先票據*(續)*

附註：*(續)*

(c) 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按面值完全償還。

本公司可於二零二零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。

於二零二零年十一月，本公司按相等於本金額101.8%的價格，另加公開市場應計及未付利息，購回本金總額207,303,000美元的二零二一年四月到期票據並於其後註銷。有關購回已付溢價人民幣24,332,000元於年內損益確認為提早贖回優先票據虧損。

(d) 於二零一八年五月二日，本公司發行面值總額達300,000,000美元的有擔保定息優先票據(「二零二零年五月到期票據」)，按固定年利率6.375厘計息(須每半年支付一次利息)，並將於二零二零年五月二日按面值完全償還。

於二零二零年五月，二零二零年五月到期票據於到期後贖回人民幣2,134,548,000元。概無因贖回二零二零年五月到期票據而產生收益或虧損。

(e) 於二零一八年九月二十日，本公司發行面值總額達人民幣1,000,000,000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按面值完全償還。

於二零二零年九月，二零二零年九月到期票據於到期後贖回人民幣1,000,000,000元。概無因贖回二零二零年九月到期票據而產生收益或虧損。

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(c) 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 on 23 April 2021 at par value.

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.

In November 2020, the Company repurchased and subsequently cancelled an aggregate principal amount of USD207,303,000 of the April 2021 due Notes at a price equal to 101.8% of the principal amount plus the accrued and unpaid interest from the open market. The premium paid of RMB24,332,000 on the repurchase are recognised as loss on early redemption of senior notes in profit or loss during the year.

(d) 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 on 2 May 2020 at par value.

In May 2020, the May 2020 due Notes were redeemed upon maturity for RMB2,134,548,000. No gain or loss was resulted from the redemption of the May 2020 due Notes.

(e) 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 on 20 September 2020 at par value.

In September 2020, the September 2020 due Notes were redeemed upon maturity for RMB1,000,000,000. No gain or loss was resulted from the redemption of the September 2020 due Notes.

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34. 優先票據*(續)*
附註：*(續)*

(f) 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按面值完全償還。

就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)有關二零二一年三月到期票據本金額的1.00%與(2)(A)(i)有關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有關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)於有關贖回日期有關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。

於二零二零年十一月，本公司按相等於本金額101.75%的價格，另加公開市場應計及未付利息，購回本金總額159,600,000美元的二零二一年三月到期票據並於其後註銷。有關購回已付溢價人民幣18,213,000元於年內損益確認為提早贖回優先票據虧損。

34. SENIOR NOTES *(Continued)*
Notes: *(Continued)*

(f) 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 on 2 March 2021 at par value.

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.

In November 2020, the Company repurchased and subsequently cancelled an aggregate principal amount of USD159,600,000 of the March 2021 due Notes at a price equal to 101.75% of the principal amount plus the accrued and unpaid interest from the open market. The premium paid of RMB18,213,000 on the repurchase are recognised as loss on early redemption of senior notes in profit or loss during the year.

34. 優先票據*(續)*

附註：*(續)*

(g) 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按面值完全償還。

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)有關二零二三年二月到期票據本金額的1.00%與(2)(A)(i)有關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有關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)於有關贖回日期有關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：

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(g) 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 on 28 February 2023 at par value.

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:

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. 優先票據 *(續)*

附註：*(續)*

(h) 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原先票據」)，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按面值完全償還。

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先票據(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按面值完全償還。

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)有關二零二四年三月到期票據本金額的1.00%與(2)(A)(i)有關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有關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)於有關贖回日期有關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。

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：

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(h) 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 on 28 March 2024 at par value.

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 on 28 March 2024 at par value.

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.

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:

期間	Period	贖回價 Redemption price
二零二二年	2022	103.275%
二零二三年	2023	101.000%

34. 優先票據*(續)*

附註：*(續)*

(i) 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原先票據」)，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按面值完全償還。

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原先票據(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前按面值完全償還。

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)有關二零二四年十一月到期票據本金額的1.00%與(2)(A)(i)有關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有關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)於有關贖回日期有關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：

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(i) 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 on 7 November 2024 at par value.

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 on 7 November 2024 at par value.

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:

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. 優先票據 *(續)*

附註：*(續)*

(j) 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按面值完全償還。

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)有關二零二二年四月到期票據本金額的1.00%與(2)(A)(i)有關二零二二年四月到期票據於二零二一年七月二十三日的贖回價加(ii)直至二零二一年七月二十三日有關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)於有關贖回日期有關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。

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(j) 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 on 23 April 2022 at par value.

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 July 2021 plus (ii) all required remaining scheduled interest payments due on such April 2022 due Notes through 23 July 2021 (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.

34. 優先票據*(續)*

附註：*(續)*

(k) 於二零二零年一月七日，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(「二零二五年七月到期原先票據」)，按固定年利率6.0厘計息(須每半年支付一次利息)，並將於二零二五年七月十六日按面值完全償還。

於二零二零年一月九日，本公司發行面值總額達167,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二五年七月到期原先票據(統稱「二零二五年七月到期票據」)合併並組成單一系列。二零二五年七月到期票據按固定年利率6.0厘計息(須每半年支付一次利息)，並將於二零二五年七月十六日按面值完全償還。

就二零二五年七月到期票據而言，本公司可於二零二三年一月十六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，按二零二五年七月到期票據本金額106.0%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)，贖回二零二五年七月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二三年一月十六日日前隨時及不時按二零二五年七月到期票據本金額100%的贖回價，另加截至贖回日期的二零二五年七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二零二五年七月到期票據。

「二零二五年七月適用溢價」指於任何贖回日期，就二零二五年七月到期票據而言，(1)有關二零二五年七月到期票據本金額的1.00%與(2)(A)(i)有關二零二五年七月到期票據於二零二三年一月十六日的贖回價加(ii)直至二零二三年一月十六日的有關二零二五年七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)於有關贖回日期的二零二五年七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十六日開始的十二個月期間贖回，則本公司可於二零二三年一月十六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)，贖回全部而非部分二零二五年七月到期票據：

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(k) On 7 January 2020, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD400,000,000 (the "Original July 2025 due Notes") which carry fixed interest of 6.0% per annum (interest payable semi-annually in arrears) and will be fully repayable on 16 July 2025 at par value.

On 9 January 2020, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD167,000,000, which is consolidated and formed a single class with the Original July 2025 due Notes (collectively referred to as the "July 2025 due Notes"). The July 2025 due Notes carry fixed interest of 6.0% per annum (interest payable semi-annually in arrears) and will be fully repayable on 16 July 2025 at par value.

For the July 2025 due Notes, at any time and from time to time prior to 16 January 2023, the Company may redeem up to 35% of the aggregate principal amount of the July 2025 due Notes at a redemption price of 106.0% of the principal amount of the July 2025 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 16 January 2023, the Company may at its option redeem the July 2025 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the July 2025 due Notes plus the July 2025 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"July 2025 Applicable Premium" means with respect to the July 2025 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such July 2025 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such July 2025 due Notes on 16 January 2023 plus (ii) all required remaining scheduled interest payments due on such July 2025 due Notes through 16 January 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 July 2025 due Notes on such redemption date.

At any time and from time to time on or after 16 January 2023, the Company may redeem the July 2025 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 16 January of any year set forth below:

期間	Period	贖回價 Redemption price
二零二三年	2023	103.0%
二零二四年	2024	101.0%
二零二五年	2025	100.0%

綜合財務報表附註
Notes to the Consolidated Financial Statements

34. 優先票據 *(續)*
附註：*(續)*

(l) 於二零二零年七月十三日，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(「二零二五年十月到期原先票據」)，以年利率5.95厘的定息計息(須每半年支付一次利息)，並將於二零二五年十月二十日按面值完全償還。

於二零二零年七月二十九日，本公司發行面值總額達200,000,000美元的額外有擔保定息優先票據，該等優先票據與二零二五年十月到期原先票據(統稱「二零二五年十月到期票據」)合併並組成單一系列。二零二五年十月到期票據按固定年利率5.95厘計息(須每半年支付一次利息)，並將於二零二五年十月二十日按面值完全償還。

就二零二五年十月到期票據而言，本公司可於二零二三年七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，按二零二五年十月到期票據本金額105.95%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)，贖回二零二五年十月到期票據本金總額的最多35%(須受若干條件限制)。此外，本公司可於二零二三年七月二十日前隨時及不時按二零二五年十月到期票據本金額100%的贖回價，另加截至贖回日期的二零二五年十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二零二五年十月到期票據。

「二零二五年十月適用溢價」指於任何贖回日期，就二零二五年十月到期票據而言，(1)有關二零二五年十月到期票據本金額的1.00%與(2)(A)(i)有關二零二五年十月到期票據於二零二三年七月二十日的贖回價加(ii)直至二零二三年七月二十日有關二零二五年十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)於有關贖回日期有關二零二五年十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七月二十日開始的十二個月期間贖回，則本公司可於二零二三年七月二十日或之後隨時及不時按相等於下文載列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)，贖回全部或部分二零二五年十月到期票據：

34. SENIOR NOTES *(Continued)*
Notes: *(Continued)*

(l) On 13 July 2020, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD300,000,000 (the "Original October 2025 due Notes") which carry fixed interest of 5.95% per annum (interest payable semi-annually in arrears) and will be fully repayable on 20 October 2025 at par value.

On 29 July 2020, the Company issued additional guaranteed fixed rate senior notes with aggregate nominal value of USD200,000,000, which is consolidated and formed a single class with the Original October 2025 due Notes (collectively referred to as the "October 2025 due Notes"). The October 2025 due Notes carry fixed interest of 5.95% per annum (interest payable semi-annually in arrears) and will be fully repayable on 20 October 2025 at par value.

For the October 2025 due Notes, at any time and from time to time prior to 20 July 2023, the Company may redeem up to 35% of the aggregate principal amount of the October 2025 due Notes at a redemption price of 105.95% of the principal amount of the October 2025 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 July 2023, the Company may at its option redeem the October 2025 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the October 2025 due Notes plus the October 2025 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"October 2025 Applicable Premium" means with respect to the October 2025 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such October 2025 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such October 2025 due Notes on 20 July 2023 plus (ii) all required remaining scheduled interest payments due on such October 2025 due Notes through 20 July 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 October 2025 due Notes on such redemption date.

At any time and from time to time on or after 20 July 2023, the Company may redeem the October 2025 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 20 July of any year set forth below:

期間	Period	贖回價 Redemption price
二零二三年	2023	102.975%
二零二四年	2024	101.000%
二零二五年	2025	100.000%

34. 優先票據*(續)*

附註：*(續)*

(m) 於二零二零年八月十二日，本公司發行面值總額達人民幣1,200,000,000元的有擔保定息優先票據(「二零二三年八月到期票據」)，以年利率5.85厘的定息計息(須每半年支付一次利息)，並將於二零二三年八月十九日按面值完全償還。

就二零二三年八月到期票據而言，本公司可於二零二二年八月十九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，按二零二三年八月到期票據本金額105.85%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)，贖回二零二三年八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八月十九日前隨時及不時按二零二三年八月到期票據本金額100%的贖回價，另加截至贖回日期的二零二三年八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八月到期票據。

「二零二三年八月適用溢價」指於任何贖回日期，就二零二三年八月到期票據而言，(1)有關二零二三年八月到期票據本金額的1.00%與(2)(A)(i)有關二零二三年八月到期票據於二零二二年八月十九日的贖回價加(ii)直至二零二二年八月十九日有關二零二三年八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)於有關贖回日期有關二零二三年八月到期票據本金額的款額兩者之間的較高者。

本公司可於二零二二年八月十九日或之後隨時及不時按相等於二零二三年八月到期票據本金額102.925%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八月到期票據。

34. SENIOR NOTES *(Continued)*

Notes: *(Continued)*

(m) On 12 August 2020, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of RMB1,200,000,000 (the "August 2023 due Notes") which carry fixed interest of 5.85% per annum (interest payable semi-annually in arrears) and will be fully repayable on 19 August 2023 at par value.

For the August 2023 due Notes, at any time and from time to time prior to 19 August 2022, the Company may redeem up to 35% of the aggregate principal amount of the August 2023 due Notes at a redemption price of 105.85% of the principal amount of the August 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 19 August 2022, the Company may at its option redeem the August 2023 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the August 2023 due Notes plus the August 2023 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"August 2023 Applicable Premium" means with respect to the August 2023 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such August 2023 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such August 2023 due Notes on 19 August 2022 plus (ii) all required remaining scheduled interest payments due on such August 2023 due Notes through 19 August 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 August 2023 due Notes on such redemption date.

At any time and from time to time on or after 19 August 2022, the Company may redeem the August 2023 due Notes, in whole or in part, at a redemption price equal to 102.925% of principal amount of the August 2023 due Notes, plus accrued and unpaid interest, if any, to (but not including) the 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)*

(n) 於二零二零年十一月六日，本公司發行面值總額達350,000,000美元的有擔保定息優先票據(「二零二六年五月到期原先票據」)，以年利率5.25厘的定息計息(須每半年支付一次利息)，並將於二零二六年五月十三日按面值完全償還。

就二零二六年五月到期票據而言，本公司可於二零二三年十一月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，按二零二六年五月到期票據本金額105.25%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)，贖回二零二六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，本公司可於二零二三年十一月十三日前隨時及不時按二零二六年五月到期票據本金額100%的贖回價，另加截至贖回日期的二零二六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二零二六年五月到期票據。

「二零二六年五月適用溢價」指於任何贖回日期，就二零二六年五月到期票據而言，(1)有關二零二六年五月到期票據本金額的1.00%與(2)(A)(i)有關二零二六年五月到期票據於二零二三年十一月十三日的贖回價加(ii)直至二零二三年十一月十三日有關二零二六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)於有關贖回日期有關二零二六年五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十三日開始的十二個月期間贖回，則本公司可於二零二三年十一月十三日或之後隨時及不時按相等於下文載列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)，贖回全部或部分二零二六年五月到期票據：

34. SENIOR NOTES *(Continued)*
Notes: *(Continued)*

(n) On 6 November 2020, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD350,000,000 (the "May 2026 due Notes") which carry fixed interest of 5.25% per annum (interest payable semi-annually in arrears) and will be fully repayable on 13 May 2026 at par value.

For the May 2026 due Notes, at any time and from time to time prior to 13 November 2023, the Company may redeem up to 35% of the aggregate principal amount of the May 2026 due Notes at a redemption price of 105.25% of the principal amount of the May 2026 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 13 November 2023, the Company may at its option redeem the May 2026 due Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the May 2026 due Notes plus the May 2026 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

"May 2026 Applicable Premium" means with respect to the May 2026 due Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such May 2026 due Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such May 2026 due Notes on 13 November 2023 plus (ii) all required remaining scheduled interest payments due on such May 2026 due Notes through 13 November 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 May 2026 due Notes on such redemption date.

At any time and from time to time on or after 13 November 2023, the Company may redeem the May 2026 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 13 November of any year set forth below:

期間	Period	贖回價 Redemption price
二零二三年	2023	102.625%
二零二四年	2024	101.000%
二零二五年	2025	100.000%

34. 優先票據*(續)*

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二零二零年十二月三十一日的賬面淨值以扣除發行開支合共4,467,792,000美元(相當於約人民幣27,772,685,000元(二零一九年：3,360,083,000美元(相當於約人民幣24,227,011,000元))後列示。

優先票據的實際年利率載列如下：

34. SENIOR NOTES *(Continued)*

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 related to the senior notes 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 2020 are stated at net of issue expenses totalling USD4,467,792,000, equivalent to approximately RMB27,772,685,000 (2019: USD3,360,083,000, equivalent to approximately RMB24,227,011,000).

The effective interest rate per annum of the senior notes are set out below:

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%
二零二五年七月到期優先票據	Senior notes due in July 2025	6.15%
二零二五年十月到期優先票據	Senior notes due in October 2025	6.09%
二零二六年五月到期優先票據	Senior notes due in May 2026	5.83%
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%
二零二三年八月到期優先票據	Senior notes due in August 2023	6.48%

34. 優先票據*(續)*

年內所有優先票據的變動載列如下：

34. SENIOR NOTES *(Continued)*

The movements of all senior notes for the year are set out below:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	26,864,544	15,293,614
於發行日期的初步公平值	Initial fair values on the dates of issuance	10,307,538	13,307,860
提早贖回優先票據	Early redemption of senior notes	(2,349,956)	(2,844,121)
匯兑(收益)虧損	Exchange (gain) loss	(1,440,144)	728,576
利息開支(附註8)	Interest expense (Note 8)	2,182,234	1,673,031
年內已付利息	Interest paid during the year	(1,812,815)	(1,294,416)
償還優先票據	Repayment of senior notes	(3,134,548)	–
於十二月三十一日的賬面值	Carrying amount as at 31 December	30,616,853	26,864,544

經參考聯交所及新交所所報市價，優先票據於二零二零年十二月三十一日的公平值總額達約人民幣34,025,298,000元(二零一九年：人民幣27,139,330,000元)。

The aggregated fair value of all the senior notes at 31 December 2020 with reference to the quoted market price available on the Stock Exchange and the SGX-ST amounted to approximately RMB34,025,298,000 (2019: RMB27,139,330,000).

35. 公司債券 35. CORPORATE BONDS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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
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)	4,033,984	4,020,958
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)	3,677,675	3,674,234
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
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)	889,328	888,422
二零二五年五月及二零二五年十月到期的公司債券(附註f)	Corporate bonds due in May 2025 & October 2025 (Note f)	3,936,109	–
		12,537,096	11,751,795
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	(7,761,443)	(4,006,799)
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	4,775,653	7,744,996

附註：

(a) 於二零一五年十月十四日，旭輝中國發行人民幣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。

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。

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。

於二零二零年十月十三日及二零二零年十一月十一日，首期二零二零年十月到期人民幣債券剩餘本金額及第二期二零二零年十一月到期人民幣債券分別按贖回價人民幣120,562,000元及人民幣500,000,000於到期後贖回。概無贖回公司債券的收益或虧損中確認。

Notes:

(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.

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.

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 principal amount of the First Tranche October 2020 due RMB Bond at a redemption price of RMB3,374,438,000.

On 13 October 2020 and 11 November 2020, the remaining principal amount of the First Tranche October 2020 due RMB Bond and the Second Tranche November 2020 due RMB Bond were redeemed upon maturity at a redemption price of RMB120,562,000 and RMB500,000,000, respectively. No gain or loss on redemption of corporate bonds is recognised in profit or loss.

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按面值完全償還。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按面值完全償還。

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利率調整後的三個交易日內按其本金額向旭輝中國售回全部或部分債券。

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厘調整至6.00厘。有關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。所贖回首期二零二一年九月到期人民幣債券的本金額為人民幣827,000,000元，於上交所上市並以人民幣809,500,000元的價格出售。

(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按面值完全償還。

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按面值完全償還。

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利率調整後的十六個交易日內按其本金額向旭輝中國售回全部或部分債券。

於二零二零年三月二十一日，旭輝中國將首期二零二二年三月到期人民幣債券的年利率由6.50厘調整至5.30厘。有關調整自二零二零年三月二十一日起生效。有關利率調整的收益對本集團而言並不重大。

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利率調整後的十六個交易日內按其本金額向旭輝中國售回全部或部分債券。

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 be fully repayable on 26 September 2021 at par value. 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 be fully repayable on 26 September 2021 at par value.

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 within three days of trading upon the interest adjustment.

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 became 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 be fully repayable on 22 March 2022 at par value.

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 be fully repayable on 22 March 2023 at par value.

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 within sixteen days of trading upon the interest adjustment.

On 21 March 2020, CIFI PRC adjusted the interest rate of the First Tranche March 2022 due RMB Bond from 6.50% per annum to 5.30% per annum. Such adjustment became effective from 21 Mach 2020. The gain on the interest rate adjustment is immaterial to the Group.

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 within sixteen days of trading upon the interest adjustment.

35. 公司債券*(續)*

附註：*(續)*

(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按面值完全償還。

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利率調整後的三個交易日內按其本金額向旭輝中國售回全部或部分債券。

於二零二零年八月，旭輝中國將二零二一年八月到期人民幣債券的年利率由5.46厘調整至2.80厘。有關調整自二零二零年八月九日起生效。於二零二零年八月九日，持有人按贖回價人民幣2,500,000,000元贖回二零二一年八月到期人民幣債券本金額人民幣2,500,000,000元。概無贖回二零二一年八月到期人民幣債券的收益或虧損於損益中確認。

(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按面值完全償還。

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利率調整後的三個交易日內按其本金額向旭輝中國售回全部或部分債券。

(f) 於二零二零年五月二十九日，旭輝中國發行人民幣3,120,000,000元的公開發行公司債券(於上交所上市)，其中包括：(i)本金額人民幣2,120,000,000元(「首期二零二五年五月到期人民幣債券」)及(ii)本金額人民幣1,000,000,000元(「第二期二零二五年五月到期人民幣債券」)。首期二零二五年五月到期人民幣債券以年利率3.80厘計息及利息每年支付一次。首期二零二五年五月到期人民幣債券將於二零二五年五月二十八日按面值完全償還。第二期二零二五年五月到期人民幣債券以年利率4.50厘計息及利息每年支付一次。第二期二零二五年五月到期人民幣債券將於二零二五年五月二十八日按面值完全償還。

於二零二零年十月二十五日，旭輝中國發行人民幣750,000,000元的公開發行公司債券(「第三期二零二五年十月到期人民幣債券」，於上交所上市)。第三期二零二五年十月到期人民幣債券以年利率4.23厘計息及利息每年支付一次。第三期二零二五年十月到期人民幣債券將於二零二五年十月二十五日按面值完全償還。

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，而首期二零二五年五月到期人民幣債券及第三期二零二五年十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。

35. CORPORATE BONDS *(Continued)*

Notes: *(Continued)*

(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 be fully repayable on 9 August 2021 at par value.

At the end of the second year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate of 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 within three days of trading upon the interest adjustment.

In August 2020, CIFI PRC adjusted the interest rate of the August 2021 due RMB Bond from 5.46% per annum to 2.80% per annum. Such adjustment became effective from 9 August 2020. On 9 August 2020, the holders redeemed RMB2,500,000,000 principal amount of the August 2021 due RMB Bond at a redemption price of RMB2,500,000,000. No gain or loss on redemption of the August 2021 due RMB Bond is recognised in profit or loss.

(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 be fully repayable on 19 September 2022 at par value.

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 within three days of trading upon the interest adjustment.

(f) On 29 May 2020, CIFI PRC issued public corporate bonds of RMB3,120,000,000, which are listed on the SSE and comprise: (i) a principal amount of RMB2,120,000,000 ("First Tranche May 2025 due RMB Bond") and (ii) a principal amount of RMB1,000,000,000 ("Second Tranche May 2025 due RMB Bond"). First Tranche May 2025 due RMB Bond carry interest at rate of 3.80% per annum and interest is payable annually. First Tranche May 2025 due RMB will be fully repayable on 28 May 2025 at par value. Second Tranche May 2025 due RMB Bond carry interest at rate of 4.50% per annum and interest is payable annually. Second Tranche May 2025 due RMB Bond will be fully repayable on 28 May 2025 at par value.

On 25 October 2020, CIFI PRC issued public corporate bonds of RMB750,000,000 ("Third Tranche October 2025 due RMB Bond") which are listed on the SSE. Third Tranche October 2025 due RMB Bond carry interest at rate of 4.23% per annum and interest is payable annually. Third Tranche October 2025 due RMB Bond will be fully repayable on 25 October 2025.

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 May 2025 due RMB Bond and Third Tranche October 2025 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.

35. 公司債券*(續)*

公司債券的實際年利率載列如下：

35. CORPORATE BONDS *(Continued)*

The effective interest rate per annum of the corporate bonds are set out below:

首期二零二零年十月到期人民幣債券	First Tranche October 2020 due RMB Bond	5.04%
第二期二零二零年十一月到期人民幣債券	Second Tranche November 2020 due RMB Bond	6.06%
首期二零二一年九月到期人民幣債券	First Tranche September 2021 due RMB Bond	6.14%
第二期二零二一年九月到期人民幣債券	Second Tranche September 2021 due RMB Bond	5.61%
首期二零二二年三月到期人民幣債券	First Tranche March 2022 due RMB Bond	6.62%
第二期二零二三年三月到期人民幣債券	Second Tranche March 2023 due RMB Bond	6.90%
二零二一年八月到期人民幣債券	August 2021 due RMB Bond	5.61%
二零二二年九月到期人民幣債券	September 2022 due RMB Bond	6.51%
首期二零二五年五月到期人民幣債券	First Tranche May 2025 due RMB Bond	3.89%
第二期二零二五年五月到期人民幣債券	Second Tranche May 2025 due RMB Bond	4.59%
第三期二零二五年十月到期人民幣債券	Third Tranche October 2025 due RMB Bond	4.32%

董事認為，於初步確認時及於報告期末，有關利率調整期權及公司債券的提早贖回權的公平值並不重大。

In the opinion of the directors, the fair values of the interest rate adjustment options and the early redemption options related to the corporate bonds are insignificant at initial recognition and at the end of the reporting period.

年內公司債券的變動載列如下：

The movements of the corporate bonds for the year are set out below:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount as at 1 January	11,751,795	11,760,137
於發行日期的初步公平值	Initial fair values on the dates of issuance	3,854,520	809,500
利息開支(附註8)	Interest expense (Note 8)	752,443	653,938
年內已付利息	Interest paid during the year	(701,100)	(641,780)
贖回	Redemption	(3,120,562)	(830,000)
於十二月三十一日的賬面值	Carrying amount as at 31 December	12,537,096	11,751,795

經參考上交所所報市價，公司債券於二零二零年十二月三十一日的公平值總額達約人民幣12,011,419,000元(二零一九年：人民幣11,538,968,000元)。

The aggregated fair values of the corporate bonds at 31 December 2020 with reference to the quoted market price available on the SSE amounted to approximately RMB12,011,419,000 (2019: RMB11,538,968,000).

36. 永久資本工具

36. PERPETUAL CAPITAL INSTRUMENTS

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	1,924,545
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)	1,612,332	1,959,027
		3,536,877	3,883,572

附註

(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」，於聯交所上市)。

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」，於聯交所上市)。

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。

Notes

(a) On 15 August 2017, the Company issued perpetual capital instruments (the "August 2017 Perpetual Capital Instruments") which is listed on the Stock Exchange 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") which is listed on the Stock Exchange 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.

36. 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股息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。

於二零二零年十一月，本公司按相當於100.4%本金額另加應計及未付利息的價格自公開市場購回並隨後註銷二零一七年十二月永久資本工具本金總額53,092,000美元。年內購回所付溢價人民幣1,473,000元直接於股本內確認。

36. 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 of dividends 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.

In November 2020, the Company repurchased and subsequently cancelled an aggregate principal amount of USD53,092,000 of the December 2017 Perpetual Capital Instruments at a price equal to 100.4% of the principal amount plus the accrued and unpaid interest from the open market. The premium paid of RMB1,473,000 on the repurchase are recognised directly in equity during the year.

37. 股本

37. SHARE CAPITAL

		二零二零年 2020 千港元 HK$'000	二零一九年 2019 千港元 HK$'000
法定股本：	Authorised:		
10,000,000,000股(二零一九年：10,000,000,000股)每股面值0.1港元(二零一九年：每股面值0.1港元)的普通股	10,000,000,000 (2019: 10,000,000,000) ordinary shares of HK$0.1 each (2019: 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	789,717	774,470
行使購股權時發行(附註a)	Issued upon exercise of share options (Note a)	5,602	7,036
以股代息發行(附註b)	Issued as scrip dividend (Note b)	8,228	8,166
配售股份(附註c)	Placing of shares (Note c)	18,500	–
轉換可換股債券時發行	Issued upon conversion of convertible bonds	–	45
於年末	At the end of the year	822,047	789,717

37. 股本*(續)*

37. SHARE CAPITAL *(Continued)*

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
於綜合財務報表呈列為	Shown in the consolidated financial statements as	668,481	639,723

股本變動如下：

The movements in share capital are as follows:

附註：

(a) 截至二零二零年十二月三十一日止年度，本公司於行使購股權時發行56,015,417股(二零一九年：70,359,834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(二零一九年：1.478港元至4.34港元)。新普通股與當時現有股份於各方面享有同等地位。

(b) 截至二零二零年十二月三十一日止年度，本公司約82,279,281股(二零一九年：81,653,809股)每股面值0.10港元的普通股按每股6.63港元(二零一九年：4.616港元)以股代息發行。

(c) 截至二零二零年十二月三十一日止年度，本公司按配售價每股6.28港元發行185,000,000股每股面值0.10港元的普通股。配售所得款項淨額約為1,153百萬港元(相當於約人民幣1,026百萬元)。

(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。

Notes:

(a) During the year ended 31 December 2020, the Company issued 56,015,417 (2019: 70,359,834) 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 (2019: HK$1.478 to HK$4.34). The new ordinary shares rank pari passu with the then existing shares in all respects.

(b) During the year ended 31 December 2020, approximately 82,279,281 (2019: 81,653,809) ordinary shares of HK$0.10 each in the Company were issued at HK$6.63 (2019: HK$4.616) per share as scrip dividend.

(c) During the year ended 31 December 2020, the Company issued 185,000,000 ordinary shares of HK$0.10 each at a placing price of HK$6.28 per share. The net proceeds from the placing is approximately HK$1,153 million (equivalent to approximately RMB1,026 million).

(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.

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。

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

37. 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：

37. 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
於二零一九年一月一日	At 1 January 2019	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
行使購股權時發行股份	Issue of shares upon exercise of share options	56,015,417	5,602	136,273	4,983	121,896	126,879
就以股代息發行股份	Issue of shares for scrip dividend	82,279,281	8,228	537,284	7,319	477,914	485,233
配售股份	Placing of shares	185,000,000	18,500	1,134,497	16,456	1,009,135	1,025,591
於二零二零年十二月三十一日	At 31 December 2020	8,220,467,065	822,047	6,349,489	668,481	5,152,893	5,821,374

38. 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：

38. 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的臨時差額 Temporary differences on unrealised gain arising from inter-company transactions 人民幣千元 RMB'000	投資物業公平值 Fair value of investment properties 人民幣千元 RMB'000	其他物業及投資公平值 Fair value of other properties and investments 人民幣千元 RMB'000	稅務虧損 Tax losses 人民幣千元 RMB'000	土地增值稅撥備的臨時差額 Temporary differences on LAT provision 人民幣千元 RMB'000	租賃 Leases 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
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	14,751	(2,156,129)	(1,955,139)	208,909	1,096,831	–	(2,005)	(2,792,782)
於損益計入(扣除)	Credit (charge) to profit or loss	10,831	(115,711)	1,034,795	257,213	224,427	(840)	233	1,410,948
計入其他全面收入	Credit to other comprehensive income	–	–	8,813	–	–	–	–	8,813
收購附屬公司(附註39)	Acquisitions of subsidiaries (Note 39)	–	–	(26,653)	–	–	–	913	(25,740)
於二零一九年十二月三十一日(經重列)	At 31 December 2019 (restated)	25,582	(2,271,840)	(938,184)	466,122	1,321,258	(840)	(859)	(1,398,761)
於損益計入(扣除)	Credit (charge) to profit or loss	118,428	(295,743)	1,022,450	201,345	(120,074)	2,131	5,522	934,059
計入其他全面收入	Credit to other comprehensive income	–	–	16,720	–	–	–	–	16,720
收購附屬公司(附註39)	Acquisition of subsidiaries (Note 39)	–	–	(6,840)	–	–	–	527	(6,313)
於二零二零年十二月三十一日	At 31 December 2020	144,010	(2,567,583)	94,146	667,467	1,201,184	1,291	5,190	(454,295)

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
遞延稅項資產	Deferred taxation assets	2,195,730	1,758,447
遞延稅項負債	Deferred taxation liabilities	(2,650,025)	(3,157,208)
		(454,295)	(1,398,761)

38. 遞延稅項*(續)*

於二零二零年十二月三十一日，本集團擁有未動用稅務虧損約人民幣3,368,343,000元(二零一九年：人民幣2,551,507,000元)可供抵銷未來利潤。於二零二零年十二月三十一日，已就約人民幣2,669,868,000元(二零一九年：人民幣1,861,052,000元)虧損確認遞延稅項資產。由於不可預測未來利潤來源，故於二零二零年十二月三十一日概無就餘下虧損約人民幣698,475,000元(二零一九年：人民幣690,455,000元)確認遞延稅項資產。未確認稅務虧損將於下列年度屆滿：

38. DEFERRED TAXATION *(Continued)*

At 31 December 2020, the Group had unused tax losses of approximately RMB3,368,343,000 (2019: RMB2,551,507,000) available to offset against future profits. Deferred taxation assets have been recognised in respect of such losses of approximately RMB2,669,868,000 (2019: RMB1,861,052,000) at 31 December 2020. No deferred taxation asset has been recognised in respect of the remaining losses of approximately RMB698,475,000 (2019: RMB690,455,000) at 31 December 2020 due to the unpredictability of future profit streams. The unrecognised tax losses will expire in the following years:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
二零二零年	2020	–	533
二零二一年	2021	6,567	2,436
二零二二年	2022	55,083	52,785
二零二三年	2023	73,141	74,937
二零二四年	2024	74,937	559,764
二零二五年	2025	488,747	–
		698,475	690,455

於二零二零年十二月三十一日，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254,525,000元(二零一九年：人民幣244,784,000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。

At 31 December 2020, 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 RMB254,525,000 (2019: RMB244,784,000). 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.

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二零二零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45,109,820,000元(二零一九年：人民幣36,652,869,000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。

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 certain PRC subsidiaries amounting to approximately RMB45,109,820,000 (2019: RMB36,652,869,000) as at 31 December 2020, 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.

39. 收購附屬公司

(a) 透過收購附屬公司收購資產及負債

39. ACQUISITION OF SUBSIDIARIES

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries

截至二零二零年十二月三十一日止年度 **For the year ended 31 December 2020**

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/establishment	本集團於收購事項前持有的股本權益 Equity interest held by the Group before acquisition	本集團於收購事項後持有的股本權益 Equity interest held by the Group after acquisition	總代價 Total consideration 人民幣千元 RMB'000
上海濤峽企業管理有限公司(「上海濤峽」) Shanghai Taoxia Enterprise Management Co., Ltd. ("Shanghai Taoxia")	中國 PRC	零 Nil	50% (附註i) (Note i)	150,000
上海平拓商務諮詢有限公司 Shanghai Pingtuo Enterprise Management Co., Ltd.	中國 PRC	1%	100%	990
上海信繼晨敘商務服務有限公司 Shanghai Xinji Chenxu Enterprise Services Co., Ltd.	中國 PRC	零 Nil	100%	50,000
上海信絲晨悉商務諮詢有限公司 Shanghai Xinsi Chenxi Enterprise Consulting Co., Ltd	中國 PRC	零 Nil	100%	50,000
北京盛創置業有限公司 Beijing Shengchuang Real Estate Co., Ltd	中國 PRC	50%	100%	10,000
蘇州花萬裡酒店有限公司 Suzhou Huawanli Hotel Co., Ltd	中國 PRC	零 Nil	100%	238,000
杭州聚厲企業管理有限公司 Hangzhou Juli Enterprise Management Co., Ltd.	中國 PRC	34%	34% (附註ii) (Note ii)	零 Nil
煙台泰恒房地產有限公司 Yantai Taiheng Real Estate Development Co. Ltd	中國 PRC	46%	46% (附註iii) (Note iii)	零 Nil
				498,990

39. 收購附屬公司 *(續)*

(a) 透過收購附屬公司收購資產及負債 *(續)*

截至二零二零年十二月三十一日止年度 *(續)*

附註：

(i) 截至二零二零年十二月三十一日止年度，本集團以總代價人民幣150,000,000元收購上海濤峽的50%股本權益。本次收購完成後，本集團持有上海濤峽50%股本權益。根據管理細則，本集團可行使上海濤峽的51%投票權且策略性財務及經營決策等所有相關活動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。因此，本集團已取得上海濤峽的控制權，而後者入賬列為本集團的附屬公司。

(ii) 截至二零二零年十二月三十一日止年度，該實體的全體股東訂立一項補充協議。透過簽立補充協議，策略性財務及經營決策等所有相關活動須經董事會簡單大多數批准，當中四名董事及三名董事分別由本集團及其他股東提名。由於本集團已取得投票權的實際控制權以規管該實體的相關活動，故其被視為本集團的附屬公司。

(iii) 截至二零二零年十二月三十一日止年度，該實體的全體股東訂立一項補充協議。透過簽立補充協議，策略性財務及經營決策等所有相關活動須經董事會簡單大多數批准，當中四名董事及一名董事分別由本集團及其他股東提名。由於本集團已取得投票權的實際控制權以規管該實體的相關活動，故其被視為本集團的附屬公司。

由於該等公司僅持有投資物業、多幅用作房地產開發的地塊或物業，但並無執行適用於該等物業的重大程序，故上述交易作為透過收購附屬公司收購資產及負債入賬。

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries *(Continued)*

For the year ended 31 December 2020 *(Continued)*

Notes:

(i) During the year ended 31 December 2020, the Group acquired 50% equity interests of Shanghai Taoxia at a total consideration of RMB150,000,000. Upon the completion of this acquisition, the Group held 50% equity interests of Shanghai Taoxia. Pursuant to the management article, the Group can exercise 51% voting power of Shanghai Taoxia and all of the relevant activities including 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. Accordingly, the Group has control over Shanghai Taoxia and the latter is accounted for as a subsidiary of the Group.

(ii) During the year ended 31 December 2020, all shareholders of the entity 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 four directors and three 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 the entity, it is regarded as a subsidiary of the Group.

(iii) During the year ended 31 December 2020, all shareholders of the entity 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 four directors and one director 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 the entity, it is regarded as a subsidiary of the Group.

The above transactions are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies only hold investment properties, pieces of land for property development or properties without significant processes applied to the properties.

39. 收購附屬公司 *(續)*

(a) 透過收購附屬公司收購資產及負債 *(續)*

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries *(Continued)*

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

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/establishment	本集團於收購事項前持有的股本權益 Equity interest held by the Group before acquisition	本集團於收購事項後持有的股本權益 Equity interest held by the Group after acquisition	總代價 Total consideration 人民幣千元 RMB'000
湖南湘銀置業有限公司(「湖南湘銀」) Hunan Xiangyin Property Co., Ltd. ("Hunan Xiangyin")	中國 PRC	零 Nil	70%	352,847
雲南金宏雅房地產開發有限公司(「雲南金宏雅」) Yunnan Jinhongya Property Development Co., Ltd. ("Yunnan Jinhongya")	中國 PRC	零 Nil	51%	223,618
青島銀盛泰博觀錦岸房地產開發有限公司(「銀盛泰博觀錦岸」) Qingdao Yinshengtai Boguanjinan Property Development Co., Ltd ("Yinshengtai Boguanjinan")	中國 PRC	零 Nil	50% (附註i) (Note i)	100,000
寧波世圓企業管理諮詢有限公司(「寧波世圓」) Ningbo Shiyuan Enterprise Management Consulting Co., Ltd. ("Ningbo Shiyuan")	中國 PRC	零 Nil	34% (附註ii) (Note ii)	800,427
佛山市合盈置業有限公司(「佛山合盈」) Foshan Heying Real Estate Co., Ltd. ("Foshan Heying")	中國 PRC	零 Nil	100%	198,911
重慶旭宇華錦房地產開發有限公司(「重慶旭宇華錦」) Chongqing Xuyuhuajin Property Development Co., Ltd ("Chongqing Xuyuhuajin")	中國 PRC	33.3%	33.3% (附註iii) (Note iii)	零 Nil
恒山發展有限公司 Hengshan Development Limited	中國 PRC	50%	50% (附註iii) (Note iii)	零 Nil

39. 收購附屬公司 *(續)*

(a) 透過收購附屬公司收購資產及負債 *(續)*

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries *(Continued)*

截至二零一九年十二月三十一日止年度 *(續)*

For the year ended 31 December 2019 *(Continued)*

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/establishment	本集團於收購事項前持有的股本權益 Equity interest held by the Group before acquisition	本集團於收購事項後持有的股本權益 Equity interest held by the Group after acquisition	總代價 Total consideration 人民幣千元 RMB'000
蘇州旭隆置業有限公司 Suzhou Xulong Property Co., Ltd.	中國 PRC	50%	50% (附註iii) (Note iii)	零 Nil
天津昌勝房地產資訊諮詢有限公司(「天津昌勝」) Tianjin Changsheng Real Estate Information Consulting Co., Ltd ("Tianjin Changsheng")	中國 PRC	50%	50% (附註iv) (Note iv)	零 Nil
青島音樂之島文化產業開發有限公司(「青島音樂之島」) Qingdao Music Island Cultural Industry Development Co., Ltd. ("Qingdao Music Island")	中國 PRC	25.5%	25.5% (附註iii) (Note iii)	零 Nil
				1,675,803

39. 收購附屬公司*(續)*

(a) 透過收購附屬公司收購資產及負債*(續)*

截至二零一九年十二月三十一日止年度*(續)*

附註：

(i) 根據該實體的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。由於本集團已取得投票權的實際控制權以規管該實體的相關活動，故其被視為本集團的附屬公司。

(ii) 根據有關實體的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。由於本集團已取得投票權的實際控制權以規管該實體的相關活動，故其被視為本集團的附屬公司。

(iii) 截至二零一九年十二月三十一日止年度，有關實體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該等實體的相關活動，故其被視為本集團的附屬公司。

(iv) 截至二零一九年十二月三十一日止年度，該實體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該實體的相關活動，故其被視為本集團的附屬公司。

由於該等公司僅持有多幅用作房地產開發的地塊、土地使用權按金、持作出售物業或物業，但並無執行適用於該等物業的重大程序，故上述交易作為透過收購附屬公司收購資產及負債入賬。

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries *(Continued)*

For the year ended 31 December 2019 *(Continued)*

Notes:

(i) According to the memorandum and articles of association of the entity, 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 of voting power to govern the relevant activities of the entity, it is regarded as a subsidiary of the Group.

(ii) According to the memorandum and articles of association of the respective entity, 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 of voting power to govern the relevant activities of the entity, it is regarded as a subsidiary of the Group.

(iii) During the year ended 31 December 2019, all shareholders of the respective entity 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 the entities, they are regarded as subsidiaries of the Group.

(iv) During the year ended 31 December 2019, all shareholders of the entity 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 shareholders, respectively. Since the Group obtained effective control of voting power to govern the relevant activities of the entity, it is regarded as a subsidiary of the Group.

The above transactions are accounted for as acquisition of assets and liabilities through acquisition of subsidiaries because these companies only hold pieces of land for property development, deposits for land use right, properties held for sale or properties without significant processes applied to the properties.

39. 收購附屬公司 *(續)*

(a) 透過收購附屬公司收購資產及負債 *(續)*

有關所收購資產及所承擔負債的詳情如下：

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisitions of assets and liabilities through acquisitions of subsidiaries *(Continued)*

Details of the assets acquired and liabilities assumed are as below:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
投資物業	Investment properties	2,862,052	–
物業、廠房及設備	Property, plant and equipment	372	32,079
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	4,740,152	9,450,436
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	307,879	1,481,587
應收本集團款項	Amount due from the Group	665,769	86,544
應收非控股權益款項	Amounts due from non-controlling interests	34,174	–
銀行結餘及現金	Bank balances and cash	561,329	349,704
應付本集團款項	Amounts due to the Group	(2,818,522)	(1,611,908)
應付非控股權益款項	Amounts due to non-controlling interests	(1,218,883)	(2,945,270)
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(1,767,737)	(620,569)
合約負債	Contract liabilities	(119,899)	(335,066)
股東貸款	Shareholders' loans	–	(2,997,554)
銀行及其他借款	Bank and other borrowings	(2,356,655)	(2,390,000)
		890,031	1,278,152
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	185,851	1,228,935
		1,075,882	2,507,087
已轉撥代價支付方式：	Consideration transferred, satisfied by:		
其他應付款項	Other payables	129,000	–
現金	Cash	369,990	1,625,803
於合營企業的權益	Interests in joint ventures	202,444	337,789
過往年度就收購股本權益已付的按金	Deposit paid for acquisition of equity interests in prior years	–	50,000
非控股權益分佔資產淨值(附註)	Net assets shared by non-controlling interests (Note)	374,448	493,495
		1,075,882	2,507,087
現金流入(流出)淨額：	Net cash inflow (outflow):		
已付現金代價(包括轉讓股東貸款)	Cash consideration paid (including assignment of shareholders' loans)	(369,990)	(1,625,803)
所收購的銀行結餘及現金	Bank balances and cash acquired	561,329	349,704
		191,339	(1,276,099)

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.

39. 收購附屬公司 *(續)*

(b) 收購業務

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of businesses

截至二零二零年十二月三十一日止年度

For the year ended 31 December 2020

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/establishment	本集團於收購事項前持有的股本權益 Equity interest held by the Group before acquisition	本集團於收購事項後持有的股本權益 Equity interest held by the Group after acquisition	總代價 Total consideration 人民幣千元 RMB'000
江蘇香江物業發展有限公司(「江蘇香江」) Jiangsu Xiangjiang Property Development Company Limited ("Jiangsu Xiangjiang")	中國 PRC	零 Nil	51%	45,652
青島銀盛泰物業服務有限公司(「青島銀盛泰」) Qingdao Yinshengtai Property Management Services Company Limited ("Qingdao Yinshengtai")	中國 PRC	零 Nil	50% (附註) (Note)	8,644
				54,296

附註： 根據青島銀盛泰的組織章程大綱及細則，所有相關活動(包括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其他股東提名。由於本集團已取得青島銀盛泰的實際控制權，故青島銀盛泰已成為本集團的附屬公司。

Note: According to the memorandum and articles of association of Qingdao Yinshengtai, all of the relevant activities including the strategic financial and operating decisions must be approved 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. Since the Group obtained effective control over Qingdao Yinshengtai, Qingdao Yinshengtai became a subsidiary of the Group.

本公司董事認為上述交易構成業務合併。有關交易已相應使用收購法入賬。所收購附屬公司主要從事物業管理服務，而收購該等公司旨在繼續擴大本集團的物業管理業務。

The directors of the Company are of the view that the above transactions constitute business combinations. The transactions have been accounted for using acquisition method accordingly. The principal activities of the acquired subsidiaries are engaged in the property management services and they were acquired so as to continue the expansion of the Group's property management business.

39. 收購附屬公司 *(續)*

(b) 收購業務 *(續)*

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of businesses *(Continued)*

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

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/establishment	本集團於收購事項前持有的股本權益 Equity interest held by the Group before acquisition	本集團於收購事項後持有的股本權益 Equity interest held by the Group after acquisition	總代價 Total consideration 人民幣千元 RMB'000
青島雅園物業管理有限公司(「青島雅園」) Qingdao Yayuan Property Management Co., Ltd ("Qingdao Yayuan")	中國 PRC	零 Nil	55% (附註i) (Note i)	462,000
上海永升怡置物業管理有限公司(「永升怡置」) Shanghai Yongsheng Yizhi Property Management Company Limited ("Yongsheng Yizhi")	中國 PRC	50%	50% (附註ii) (Note ii)	零 Nil
重慶旭原天澄物業管理有限公司(「重慶旭原」) Chongqing Xuyuan Tiancheng Property Management Company Limited ("Chongqing Xuyuan")	中國 PRC	51%	51% (附註iii) (Note iii)	零 Nil
				462,000

39. 收購附屬公司*(續)*

(b) 收購業務*(續)*

截至二零一九年十二月三十一日止年度 *(續)*

附註：

(i) 於二零一九年六月十八日，本集團與獨立第三方訂立買賣協議，以收購青島雅園的55%股本權益，該公司的主要業務為提供物業管理及其他社區服務。收購事項的總代價為人民幣462,000,000元。進行收購事項旨在擴充本集團的現有經營規模並擴大本集團的市場佔有率。

商譽人民幣413,898,000元主要產生自青島雅園業務的預期未來發展、市場覆蓋率增長、服務組合增加、增值服務一體化及管理效率提升。預期已確認商譽不作扣除所得稅用途。

(ii) 由於所有策略性財務及經營決策須經永升怡置股東及董事一致同意，永升怡置入賬為本集團50%權益合營企業。截至二零一九年十二月三十一日止年度，永升怡置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。由於本集團已取得投票權的實際控制權以規管永升怡置的相關活動，故其被視為本集團的附屬公司。

(ii) 由於所有策略性財務及經營決策均須經董事會簡單大多數批准，當中一名董事及兩名董事分別由本集團及其他股東提名，重慶旭原入賬為本集團51%聯營公司。本集團對重慶旭原有重大影響力。於截至二零一九年十二月三十一日止年度，重慶旭原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，當中本集團透過本集團的非全資附屬公司擁有51%投票權。由於本集團已取得投票權的實際控制權以規管重慶旭原的相關活動，故其於二零一九年四月自補充協議生效起被視為本集團的附屬公司。

本公司董事認為上述交易構成業務合併。有關交易已相應使用收購法入賬。收購附屬公司的主要活動為從事物業管理服務。

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of businesses *(Continued)*

For the year ended 31 December 2019 *(Continued)*

Notes:

(i) On 18 June 2019, the Group entered into a sales and purchase agreement with independent third parties for the acquisition of 55% of equity interests in Qingdao Yayuan, a company whose principal activity is provision of property management and other community services. The total consideration for the acquisition was RMB462,000,000. The acquisition was made with the aims to expand the Group's existing scale of operation and enlarge the Group's market presence.

Goodwill of RMB413,898,000 primarily arose from the expected future development of Qingdao Yayuan's business, improvement on market coverage, enriching the service portfolio, integrating value-added services, and improvement on management efficiency. Goodwill recognised is not expected to be deductible for income tax purposes.

(ii) Yongsheng Yizhi 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 Yongsheng Yizhi. During the year ended 31 December 2019, all shareholders of Yongsheng Yizhi 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 four directors and three 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 Yongsheng Yizhi, Yongsheng Yizhi became a subsidiary of the Group in April 2019 upon effective of the supplementary agreement.

(iii) Chongqing Xuyuan was accounted for as a 51%-interest associate of the Group as all of the strategic financial and operating decisions required approval by simple majority of the board of directors, of which one director and two directors were nominated by the Group and the other shareholders, respectively. The Group had significant influence on Chongqing Xuyuan. During the year ended 31 December 2019, all shareholders of Chongqing Xuyuan 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 shareholders, for which the Group has 51% voting right through the Group's non-wholly owned subsidiary. Since the Group obtained effective control of voting power to govern the relevant activities of Chongqing Xuyuan, Chongqing Xuyuan became a subsidiary of the Group in April 2019 upon effective of the supplementary agreement.

The directors of the Company are of the view that the above transactions constitute business combinations. The transactions have been accounted for using purchase method accordingly. The principal activities of the acquired subsidiaries are engaged in the property management services.

39. 收購附屬公司 *(續)*

(b) 收購業務 *(續)*

有關所收購資產及所承擔負債的詳情如下：

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of businesses *(Continued)*

Details of the assets acquired and liabilities assumed are as below:

		二零二零年 2020 人民幣千元 RMB'000 (附註i) (Note i)	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated) (附註ii) (Note ii)
所收購資產及所承擔負債的公平值：	Fair value of assets acquired and liabilities assumed:		
物業、廠房及設備	Property, plant and equipment	3,374	4,065
使用權資產	Right-of-use assets	–	235
遞延稅項資產	Deferred taxation assets	527	913
無形資產	Intangible assets	25,763	105,000
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	43,082	26,528
應收關聯公司款項	Amounts due from related companies	–	68,335
受限制銀行存款	Restricted bank deposits	–	43,000
銀行結餘及現金	Bank balances and cash	16,874	141,542
應付賬款及其他應付款項以及應計開支	Accounts and other payables and accrued charges	(36,060)	(215,082)
合約負債	Contract liabilities	(11,802)	(36,547)
應付稅項	Taxation payable	(3,388)	(6,675)
租賃負債	Lease liabilities	–	(315)
遞延稅項負債	Deferred taxation liabilities	(6,840)	(26,653)
銀行及其他借款	Bank and other borrowings	(3,005)	–
		28,525	104,346
收購產生的商譽：	Goodwill arising on acquisition:		
已轉撥代價	Consideration transferred		
於一間合營企業的權益	Interests in a joint venture	–	6,891
於一間聯營公司的權益	Interests in an associate	–	1,584
現金	Cash	54,296	462,000
		54,296	470,475
加：非控股權益分佔資產淨值	Add: Net assets shared by non-controlling interests	14,053	47,769
減：本集團所收購資產淨值	Less: Net assets acquired by the Group	(28,525)	(104,346)
		39,824	413,898

39. 收購附屬公司 *(續)*

(b) 收購業務 *(續)*

39. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of businesses *(Continued)*

		二零二零年 2020 人民幣千元 RMB'000 (附註i) (Note i)	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated) (附註ii) (Note ii)
現金流出淨額：	Net cash outflow:		
已付現金代價	Cash consideration paid	(54,296)	(462,000)
所收購的受限制銀行存款	Restricted bank deposits acquired	–	43,000
所收購的銀行結餘及現金	Bank balances and cash acquired	16,874	141,542
		(37,422)	(277,458)

附註：

(i) 收購提供物業管理服務附屬公司的無形資產人民幣25,763,000元與物業管理合同及客戶關係有關。在業務合併過程中收購的無形資產的公平值由獨立估值師透過應用收入法進行估計。該方法估計物業管理合同及被收購方客戶關係應佔未來經濟利益及成本。經考慮顧客流失率、增長率及折現率後，經濟利益及有關成本轉而按包括預期合同續約等預期合同期間預測。

期內，由於合併成本包括控制權溢價，故收購附屬公司產生商譽。此外，就合併所支付代價實際包括與預期協同效益的利益、收入增長、未來市場發展及業務整體勞動力有關的金額。

預期概無產生自收購事項的商譽將作扣稅用途。產生自收購有關附屬公司的非控股權益經參考於有關收購日期按比例分佔被收購方可識別資產淨值的公平值後進行計量。

計入期內利潤及收入的人民幣22,109,000元及人民幣162,652,000元歸屬於江蘇香江及青島銀盛泰所產生的額外業務。

假設收購事項於年初生效，則本集團截至二零二零年十二月三十一日止年度的收入總額應為人民幣71,833,965,000元，而年內利潤金額應為人民幣11,903,840,000元。備考資料僅供說明之用，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。

(ii) 自收購日期起，青島雅園為本集團年內收入及利潤貢獻人民幣100,350,000元及人民幣38,465,000元。倘收購事項於二零一九年一月一日發生，本集團的收入及利潤將分別為人民幣56,608,380,000元及人民幣9,277,247,000元。備考資料僅供說明之用，不可作為假設收購事項已於二零一九年一月一日完成時本集團實際所達致的收入及經營業績的指標，亦不擬作為未來表現的預測。

Notes:

(i) Intangible assets of RMB25,763,000 in relation to the acquisition of subsidiaries providing property management services relate to property management contracts and customer relationships. The fair value of intangible assets acquired in business combination is estimated by an independent valuer through application of income approach. This approach estimates the future economic benefits and costs attributed to the property management contracts and the customer relationship of the acquires. The economic benefits and related costs are in turn projected over the expected contractual periods including expected contract renewals, taking into consideration of the customer attrition rate, the growth rate and the discount rate.

Goodwill was arisen on the acquisitions of subsidiaries during the period, because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth, future market development and the assembled workforce of the businesses.

None of the goodwill arising on the acquisitions is expected to be deductible for tax purposes. The non-controlling interests arising from the acquisition of respective subsidiaries were measured by reference to the proportionate share of the fair value of the acquiree's net identifiable assets at the respective acquisition dates.

Included in the profit and revenue for the period is RMB22,109,000 and RMB162,652,000 attributable to the additional businesses generated by Jiangsu Xiangjiang 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 2020 would have been RMB71,833,965,000 and the amount of the profit for the year would have been RMB11,903,840,000. 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.

(ii) Since the acquisition date, Qingdao Yayuan has contributed RMB100,350,000 and RMB38,465,000 to the Group's revenue and profit for the year. If the acquisition had occurred on 1 January 2019, the Group's revenue and profit would have been RMB56,608,380,000 and RMB9,277,247,000 respectively. This pro forma information is for illustrative purposes 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 on 1 January 2019, nor is it intended to be a projection of future performance.

40. 出售附屬公司

出售附屬公司權益導致失去控制權

40. DISPOSAL OF SUBSIDIARIES

Disposal of interest in subsidiaries resulting in loss of control

截至二零二零年十二月三十一日止年度

For the year ended 31 December 2020

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/ establishment	本集團於出售事項前持有的股本權益 Equity interest held by the Group before disposal	本集團於出售事項後持有的股本權益 Equity interest held by the Group after disposal	總代價 Total consideration 人民幣千元 RMB'000
濟南輝明房地產開發有限公司 Jinan Huiming Real Estate Property Co., Ltd.	中國 PRC	100%	20%	20,000
石獅昌拓房地產開發有限公司 Shishi Changtuo Real Estate Property Co., Ltd.	中國 PRC	100%	20%	10,000
河北和湖企業管理有限公司(「河北和湖」) Hebei Hehu Management Co., Ltd. ("Hebei Hehu")	中國 PRC	66%	16%(附註i) (Note i)	499,202
長沙輝麓置業發展有限公司 Changsha Huilu Real Estate Development Co., Ltd	中國 PRC	70%	零 Nil	165,660
句容和煜實業有限公司 Jurong Heyu Enterprise Co., Ltd	中國 PRC	100%	27.58%	279,809
句容和揚實業有限公司 Jurong Heyang Enterprise Co., Ltd	中國 PRC	100%	26.44%	134,942
蘇州盛穆商務諮詢有限公司 Suzhou Shengmu Management Co., Ltd.	中國 PRC	100%	20%	29,992
天津新城悅茂房地產開發有限公司 Tianjin Xincheng Yuemao Property Development Co., Ltd.	中國 PRC	50%	50%(附註ii) (Note ii)	零 Nil
重慶金奕輝房地產開發有限公司 Chongqing Jinyihui Property Development Co., Ltd.	中國 PRC	50%	50%(附註ii) (Note ii)	零 Nil
廣州昌泰商務諮詢有限公司 Guangzhou Changtai Management Co., Ltd	中國 PRC	100%	20%(附註iii) (Note iii)	零 Nil

40. 出售附屬公司*(續)*

出售附屬公司權益導致失去控制權*(續)*

截至二零二零年十二月三十一日止年度 *(續)*

40. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal of interest in subsidiaries resulting in loss of control *(Continued)*

For the year ended 31 December 2020 *(Continued)*

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/ establishment	本集團於出售事項前持有的股本權益 Equity interest held by the Group before disposal	本集團於出售事項後持有的股本權益 Equity interest held by the Group after disposal	總代價 Total consideration 人民幣千元 RMB'000
濟南銀盛泰博盛置業有限公司 Jinan Yinshengtai Bosheng Real Estate Co., Ltd.	中國 PRC	23%	23%（附註ii） (Note ii)	零 Nil
佛山市昌重房地產開發有限公司 Foshan Changzhong Real Estate development Co., Ltd.	中國 PRC	33%	33%（附註ii） (Note ii)	零 Nil
佛山雅旭房地產開發有限公司 Foshan Yaxu Real Estate Development Co. Ltd.	中國 PRC	34%	34%（附註ii） (Note ii)	零 Nil
廈門和際商務諮詢有限公司 Xiamen Heji Management Co., Ltd.	中國 PRC	100%	50%（附註iii） (Note iii)	零 Nil
廣州昌哲商務諮詢有限公司 Guangzhou Changzhe Management Co., Ltd.	中國 PRC	100%	50%（附註iii） (Note iii)	零 Nil
長沙和諾商務諮詢有限公司 Changsha Henuo Management Co., Ltd.	中國 PRC	100%	20%（附註iv） (Note iv)	零 Nil
成都和飛企業管理有限公司 Chengdu Hefei Management Co., Ltd.	中國 PRC	100%	30%（附註iii） (Note iii)	零 Nil
				1,139,605

40. 出售附屬公司*(續)*

出售附屬公司權益導致失去控制權*(續)*

截至二零二零年十二月三十一日止年度*(續)*

附註：

(i) 截至二零二零年十二月三十一日止年度，本集團以總代價人民幣499,202,000元向一名獨立第三方出售於河北和湖的50%股本權益。於出售事項後，本集團持有16%股本權益。由於河北和湖的相關活動須獲全體股東一致同意，河北和湖根據股東協議成為本集團的合營企業。

(ii) 截至二零二零年十二月三十一日止年度，有關實體的股東訂立一項補充協議。透過簽立補充協議，策略性財務及經營決策等所有相關活動須獲其全體股東一致同意批准，因此該等實體作為合營企業入賬。

(iii) 截至二零二零年十二月三十一日止年度，有關實體的獨立股東以註冊資本的形式向該實體注資。注資後，本集團及獨立股東各自持有該實體的部分權益。該實體的經修訂組織章程大綱及細則規定，策略性財務及經營決策等所有相關活動須獲其全體股東一致同意批准，因此該等實體作為合營企業入賬。

(iv) 截至二零二零年十二月三十一日止年度，獨立股東以註冊資本的形式向該實體注資。注資後，本集團及該獨立股東各自持有該實體20%及80%的股本權益。該實體的經修訂組織章程大綱及細則規定股東會作出的決策必須獲半數以上投票權批准，因此該實體作為聯營公司入賬。

40. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal of interest in subsidiaries resulting in loss of control *(Continued)*

For the year ended 31 December 2020 *(Continued)*

Notes:

(i) During the year ended 31 December 2020, the Group disposed of 50% equity interest in Hebei Hehu to an independent third party at a total consideration of RMB499,202,000. Subsequent to the disposal, the Group held 16% equity interests. Hebei Hehu became a joint venture of the Group in accordance with the shareholders' agreement, as relevant activities of Hebei Hehu require unanimous consent of all shareholders.

(ii) During the year ended 31 December 2020, the shareholders of the respective entity entered into a supplemental agreement. By execution of the supplemental agreement, all of the relevant activities including the strategic financial and operating decisions required approval by unanimous consent of all of its shareholders and thus the entities are accounted for as joint ventures.

(iii) During the year ended 31 December 2020, the independent shareholders of the respective entity injected capital in the form of registered capital to the entity. After the capital injection, each of the Group and the independent shareholder held partial interest of the entity. The revised Memorandum and Articles of Association of the entity has stipulated that all of the relevant activities including the strategic financial and operating decisions required approval by unanimous consent of all of its shareholders and thus the entities are accounted for as joint ventures.

(iv) During the year ended 31 December 2020, the independent shareholder injected capital in the form of registered capital to the entity. After the capital injection, each of the Group and the independent shareholder held 20% and 80% equity interest of the entity. The revised Memorandum and Articles of Association of the entity has stipulated that decision made by board of shareholders must be approved by over half of voting rights and the entity is accounted for as an associate.

40. 出售附屬公司*(續)*

出售附屬公司權益導致失去控制權*(續)*

40. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal of interest in subsidiaries resulting in loss of control *(Continued)*

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

附屬公司名稱 Name of subsidiary	註冊成立／成立地點 Place of incorporation/ establishment	本集團於出售事項前持有的股本權益 Equity interest held by the Group before disposal	本集團於出售事項後持有的股本權益 Equity interest held by the Group after disposal	總代價 Total consideration 人民幣千元 RMB'000
無錫昌鋒商務諮詢有限公司 Wuxi Changfeng Business Advisory Co., Ltd.	中國 PRC	100%	20%（附註i） (Note i)	230,000
長春和羽房地產開發有限公司 Changchun Heyu Property Development Co., Ltd.	中國 PRC	100%	30%（附註i） (Note i)	480,000
煙台泰恒房地產有限公司 Yantai Taiheng Property Co., Ltd.	中國 PRC	90%	46%（附註i） (Note i)	172,920
煙台泰博房地產有限公司 Yantai Taibo Property Co., Ltd.	中國 PRC	90%	46%（附註i） (Note i)	238,480
北京輝廣企業管理有限公司 Beijing Huiguang Business Management Co., Ltd.	中國 PRC	11.1%	11.1%（附註ii） (Note ii)	零 Nil
湘潭長廈錦城房地產開發有限公司 Xiangtan Changshajincheng PropertyDevelopment Co., Ltd.	中國 PRC	35%	35%（附註ii） (Note ii)	零 Nil
成都市盛部房地產開發有限公司 Chengdu Shengbu PropertyDevelopment Co., Ltd.	中國 PRC	34%	34%（附註ii） (Note ii)	零 Nil
重慶昌格商務資訊諮詢有限公司 Chongqing Changge Commercial Information Consultation Co., Ltd.	中國 PRC	35%	35%（附註ii） (Note ii)	零 Nil
許昌旭輝房地產開發有限公司 Xuchang Xuhui Property Development Co., Ltd.	中國 PRC	100%	50%（附註i） (Note i)	49,020
合肥盛哲房地產開發有限公司 Hefei Shengzhe Property Development Co., Ltd.	中國 PRC	51%	50%（附註i） (Note i)	1,000
合肥昌哲房地產開發有限公司 Hefei Changzhe Property Development Co.,Ltd.	中國 PRC	37.5%	35%（附註i） (Note i)	1,000
				1,172,420

40. 出售附屬公司*(續)*

出售附屬公司權益導致失去控制權*(續)*

截至二零一九年十二月三十一日止年度 *(續)*

附註：

(i) 於出售該等實體的部分股本權益後，由於其相關活動須獲全體股東一致同意，故其根據股東協議被視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，相關實體的股東訂立一項補充協議。透過簽立補充協議，策略性財務及經營決策等所有相關活動須獲其全體股東一致同意批准，因此，其被視為合營企業。

上述交易按出售附屬公司權益導致失去控制權入賬。有關就上述交易出售的資產淨值詳情概述如下：

40. DISPOSAL OF SUBSIDIARIES *(Continued)*

Disposal of interest in subsidiaries resulting in loss of control *(Continued)*

For the year ended 31 December 2019 *(Continued)*

Notes:

(i) Subsequent to the disposal of certain equity interest in these entities, they are regarded as joint ventures of the Group in accordance with the shareholders' agreement since relevant activities require unanimous consent of all shareholders.

(ii) During the year ended 31 December 2019, the shareholders of the respective entity entered into a supplemental agreement. By execution of the supplemental agreement, all of the relevant activities including the strategic financial and operating decisions required approval by unanimous consent of all of its shareholders and thus they are regarded as joint ventures.

The above transactions are accounted for as disposal of interest in subsidiaries resulting in loss of control. Details of the net assets disposed of in respect of the above transactions are summarised below:

40. 出售附屬公司*(續)*

40. DISPOSAL OF SUBSIDIARIES *(Continued)*

出售附屬公司權益導致失去控制權*(續)*

Disposal of interest in subsidiaries resulting in loss of control *(Continued)*

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	1,116	2,231
於聯營公司的權益	Interests in associates	63,204	–
擬作出售的開發中物業	Properties under development for sale	18,770,394	12,280,303
持作出售物業	Properties held for sale	82,083	–
應收本集團款項	Amounts due from the Group	2,520,052	3,108,482
應收合營企業款項	Amounts due from joint ventures	–	1,207,865
應收一間聯營公司款項	Amount due from an associate	788,217	–
應收非控股權益款項	Amounts due from non-controlling interests	–	209,149
持作出售物業土地使用權按金	Deposits for land use rights for properties held for sale	4,607,701	592,202
其他應收款項	Other receivables	6,229,741	750,795
銀行結餘及現金	Bank balances and cash	1,895,208	1,118,722
應付賬款及應計開支	Accounts payable and accrued charges	(2,401,654)	(1,011,115)
應付非控股權益款項	Amounts due to non-controlling interests	(3,776,784)	(2,813,748)
應付一間聯營公司款項	Amount due to an associate	(17,173)	–
應付本集團款項	Amounts due to the Group	(8,650,060)	(3,480,004)
合約負債	Contract liabilities	(5,665,118)	(3,051,020)
應付稅項	Taxation payable	(139,589)	–
銀行及其他借款	Bank and other borrowings	(12,465,445)	(7,675,000)
出售的資產淨值	Net assets disposed of	1,841,893	1,238,862
出售附屬公司的收益：	Gain on disposal of subsidiaries:		
現金代價	Cash consideration	1,139,605	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	435,114	819,910
本集團分佔於聯營公司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 associates	213,745	–
非控股權益	Non-controlling interests	674,806	221,266
出售的資產淨值	Net assets disposed of	(1,841,893)	(1,238,862)
		621,377	974,734
現金(流出)流入淨額：	Net cash (outflow) inflow:		
現金代價	Cash consideration	1,139,605	1,172,420
出售的銀行結餘及現金	Bank balances and cash disposed of	(1,895,208)	(1,118,722)
		(755,603)	53,698

41. 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。

截至二零二零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130,153,000元（二零一九年：人民幣217,597,000元）。

41. 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 RMB130,153,000 (2019: RMB217,597,000) for the year ended 31 December 2020.

42. 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. 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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
投資物業	Investment properties	15,215,150	5,756,790
擬作出售的發展中物業	Properties under development for sale	88,939,631	75,563,893
持作出售物業	Properties held for sale	4,336,747	3,935,311
受限制銀行存款	Restricted bank deposits	101,873	431,695
物業、廠房及設備	Property, plant and equipment	20,549	22,832
		108,613,950	85,710,521

本集團於持有上述若干已抵押的擬作出售的開發中物業的若干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.

43. 經營租賃安排

本集團作為出租人

應收的未貼現租賃付款如下：

43. OPERATING LEASING ARRANGEMENTS

The Group as a lessor

Undiscounted lease payments receivable on leases are as follows:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
一年內	Within one year	347,243	327,760
第二年	In the second year	295,607	323,859
第三年	In the third year	241,380	255,396
第四年	In the fourth year	177,678	203,092
第五年	In the fifth year	152,143	141,788
五年後	After five years	474,837	355,049
		1,688,888	1,606,944

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(二零一九年：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 (2019: 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.

44. 可換股債券

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。

44. CONVERTIBLE BONDS

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.

44. 可換股債券*(續)*

於二零一九年二月一日，餘下未償還本金額為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37)。

44. CONVERTIBLE BONDS *(Continued)*

On 1 February 2019, the remaining outstanding 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 37).

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。

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).

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (restated)
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	2,558,378	3,016,690

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 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	4,356,740	2,442,515

46. 財務擔保

(i) 本集團於二零二零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23,414,713,000元（二零一九年：人民幣22,444,806,000元）的擔保。

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，本公司董事認為，由於物業的市價高於擔保金額，故本集團所提供擔保引致的任何虧損均有可能收回。

(ii) 本公司對開發其項目的合營企業及聯營公司所產生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。於二零二零年十二月三十一日，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11,693,691,000元（二零一九年：人民幣10,122,314,000元）及約人民幣2,084,666,000元（二零一九年：人民幣3,280,164,000元）。

本公司董事認為，該等擔保的虧損率甚低。

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以及於二零二零年及二零一九年十二月三十一日並不重大，故概無於訂立擔保合約時以及於二零二零年及二零一九年十二月三十一日的綜合財務狀況表內確認價值。

46. FINANCIAL GUARANTEES

(i) The Group provided guarantees amounting to approximately RMB23,414,713,000 (2019: RMB22,444,806,000) as at 31 December 2020 in respect of mortgage bank loans granted to purchasers of the Group's developed properties.

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 from the customer and resell the repossessed properties. Therefore, the directors of the Company considers that the Group would likely recover any loss incurred arising from the guarantees provided by the Group as the market price of the properties is higher than the guaranteed amounts.

(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 2020, the Group's aggregate shares of such guarantees provided in respective of loans borrowed by these joint ventures amounted to approximately RMB11,693,691,000 (2019: RMB10,122,314,000) and associates amounted to approximately RMB2,084,666,000 (2019: RMB3,280,164,000).

The directors of the Company consider that the loss rate of these guarantees are low.

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 at 31 December 2020 and 2019, 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 2020 and 2019.

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(作為受託人(「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，包括本集團董事會及高級管理層；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。

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.

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。

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.

董事會不得進一步獎勵任何二零一七年的獎勵股份，以致股份總數將超過不時已發行股份數目的5%。於任何12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%。

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.

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。

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.

47. 以股份支付的交易*(續)*

(a) 股份獎勵計劃*(續)*

於截至二零二零年十二月三十一日止年度，約21,904,000股（二零一九年：21,752,000股）本公司普通股已獲收購，總成本約為117,480,000港元（相當於約人民幣106,717,000元）（二零一九年：98,460,000港元（相當於約人民幣89,325,000元）），及約2,180,000股（二零一九年：584,000股）本公司普通股已透過本公司以股代息分派。於二零二零年十二月三十一日，二零一七年股份獎勵計劃受託人共持有約49,534,000股本公司普通股（二零一九年：34,056,000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。

本集團於截至二零二零年十二月三十一日止年度就本公司根據二零一七年股份獎勵計劃授出的股份獎勵確認總開支人民幣42,660,000元（二零一九年：無）。

年內所授出及所歸屬獎勵股份詳情載列如下：

47. SHARE-BASED PAYMENT TRANSACTION *(Continued)*

(a) Share award scheme *(Continued)*

During the year ended 31 December 2020, approximately 21,904,000 (2019: 21,752,000) ordinary shares of the Company have been acquired at an aggregate cost of approximately HK$117,480,000 (equivalent to approximately RMB106,717,000) (2019: HK$98,460,000 (equivalent to approximately RMB89,325,000)) and approximately 2,180,000 (2019: 584,000) ordinary shares of the Company distributed by scrip dividend of the Company. A total of approximately 49,534,000 ordinary shares of the Company were held by the trustee of the 2017 Share Award Scheme at 31 December 2020 (2019: 34,056,000 ordinary shares). The Trustee shall transfer the relevant shares to those eligible persons on vesting date.

The Group recognised the total expense of RMB42,660,000 (2019: nil) for the year ended 31 December 2020 in relation to share award granted by the Company under the 2017 Share Award Scheme.

Details of the awarded shares granted and vested during the year are as follows:

	獎勵股份數量 Number of awarded shares	歸屬日期 Vesting date	於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： Share award granted to employees:			
－於二零二零年三月三十日 – on 30 March 2020	4,350,000	二零二零年三月三十一日100% 100% on 31 March 2020	5.4港元 HK$5.4
授予僱員的股份獎勵： Share award granted to employees:			
－於二零二零年九月二十四日 – on 24 September 2020	4,255,600	二零二零年九月二十五日100% 100% on 25 September 2020	4.8港元 HK$4.8

47. 以股份支付的交易*(續)*

(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。

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%。

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。

47. SHARE-BASED PAYMENT TRANSACTION *(Continued)*

(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 577,000,000 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.

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授出的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：

47. SHARE-BASED PAYMENT TRANSACTION *(Continued)*

(b) 2012 Share option scheme *(Continued)*

Fair value of share options granted under the 2012 Share Option Scheme were calculated using the binomial model. The inputs into the model were as follows:

		於以下日期授出的購股權 Share options granted on	
		二零一五年七月十三日 13 July 2015 人民幣千元 RMB'000	二零一六年一月二十日 20 January 2016 人民幣千元 RMB'000
授出日期股價	Grant date share price	HK$1.77港元	HK$1.478港元
行使價	Exercise price	HK$1.77港元	HK$1.478港元
購股權年期	Life of share option	3.96年3.96 years	4.44年4.44 years
預期波幅	Expected volatility	55%	56%
股息收益率	Dividend yield	6.21%	9.52%
無風險利率	Risk-free interest rate	0.972%	1.288%

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.

於二零二零年十二月三十一日，概無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(二零一九年：44,395,166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%)。

No shares in respect of which options had been granted and remained outstanding under the 2012 Share Option Scheme as at 31 December 2020 (2019: 44,395,166 shares, representing 0.6% of the shares of the Company as at 31 December 2019).

於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39,125,000元及人民幣30,054,000元。

The estimated fair values of the options granted on 13 July 2015 and 20 January 2016 are RMB39,125,000 and RMB30,054,000 respectively.

本集團於截至二零二零年十二月三十一日止年度並無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(二零一九年：人民幣1,093,000元)。

No expense in relation to share options granted by the Company under the 2012 Share Option Scheme was recognised for the year ended 31 December 2020 (2019: RMB1,093,000).

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
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	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
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	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	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	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	4 years
授予僱員的購股權：－於二零一五年七月十三日	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
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	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	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	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	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
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	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	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 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2020	四年 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	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：

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:

截至二零二零年十二月三十一日止年度

For the year ended 31 December 2020

			購股權數目 Number of Options				
授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	於二零二零年一月一日尚未行使 Outstanding at 1.1.2020	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零二零年十二月三十一日尚未行使 Outstanding at 31.12.2020
購股權 Share option							
二零一六年一月二十日 20 January 2016	1.478	二零一六年七月一日至二零二零年六月三十日 1 July 2016 to 30 June 2020	44,395,166	–	(43,957,167)	(437,999)	–
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$)			1.48	–	1.48	1.48	–
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					5.90		

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)*

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	購股權數目 Number of Options 於二零一九年一月一日尚未行使 Outstanding at 1.1.2019	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一九年十二月三十一日尚未行使 Outstanding at 31.12.2019
購股權 Share option							
二零一五年七月十三日 13 July 2015	1.77	二零一五年七月十三日至二零一九年六月三十日 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 20 January 2016	1.478	二零一六年七月一日至二零二零年六月三十日 1 July 2016 to 30 June 2020	70,009,000	–	(25,613,834)	–	44,395,166
總計 Total			110,059,000	–	(65,658,834)	(5,000)	44,395,166
期末可行使 Exercisable at the end of the period							44,395,166
加權平均行使價(港元) Weighted average exercise price (HK$)			1.58	–	1.66	1.77	1.48
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					5.05		

除上文所披露者外，自二零一二年購股權計劃獲採納以來，概無其他購股權已授出而尚未行使。

Save as disclosed above, no other option was granted and remained outstanding 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%。

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.

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，一批購股權已於二零二零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：

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 2020. 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
購股權年期	Life of share option	5.24年5.24 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%

預期波幅乃根據本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 the Company. 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.

於二零二零年十二月三十一日，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203,240,750股（二零一九年：215,299,000股），佔本公司於二零二零年十二月三十一日股份數目的2.5%（二零一九年：2.7%）。

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 2020 was 203,240,750 (2019: 215,299,000) representing 2.5% (2019: 2.7%) of the shares of the Company as at 31 December 2020.

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)*

本集團於截至二零二零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43,323,000元(二零一九年：人民幣52,580,000元)。

47. SHARE-BASED PAYMENT TRANSACTION *(Continued)*

(c) 2016 Share option scheme *(Continued)*

The Group recognised the total expense of RMB43,323,000 (2019: RMB52,580,000) for the year ended 31 December 2020 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
截至二零一七年十二月三十一日止年度授出： Granted during the year ended 31 December 2017:			
授予董事的購股權：－於二零一七年十月三日 Share options granted to directors: – on 3 October 2017	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 5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	四年 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 10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	四年 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 20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	四年 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 65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	四年 4 years
授予僱員的購股權：－於二零一七年十月三日 Share options granted to employees: – on 3 October 2017	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 5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	四年 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 10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	四年 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 20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	四年 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 65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	四年 4 years

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：

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:

截至二零二零年十二月三十一日止年度

For the year ended 31 December 2020

			購股權數目 Number of Options				
授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	於二零二零年一月一日尚未行使 Outstanding at 1.1.2020	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零二零年十二月三十一日尚未行使 Outstanding at 31.12.2020
購股權 Share option							
二零一七年十月三日 3 October 2017	4.34	二零一九年一月一日至二零二二年十二月三十一日 1 January 2019 to 31 December 2022	215,299,000	–	(12,058,250)	–	203,240,750
期末可行使 Exercisable at the end of the period							16,240,750
加權平均行使價(港元) Weighted average exercise price (HK$)			4.34	–	4.34	–	4.34
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					5.96		

47. 以股份支付的交易*(續)*

(c) 二零一六年購股權計劃*(續)*

47. SHARE-BASED PAYMENT TRANSACTION *(Continued)*

(c) 2016 Share option scheme *(Continued)*

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	購股權數目 Number of Options 於二零一九年一月一日尚未行使 Outstanding at 1.1.2019	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一九年十二月三十一日尚未行使 Outstanding at 31.12.2019
購股權 Share option							
二零一七年十月三日 3 October 2017	4.34	二零一九年一月一日至二零二二年十二月三十一日 1 January 2019 to 31 December 2022	220,000,000	–	(4,701,000)	–	215,299,000
期末可行使 Exercisable at the end of the period							6,299,000
加權平均行使價(港元) Weighted average exercise price (HK$)			4.34	–	4.34	–	4.34
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					5.11		

除上文所披露者外，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.

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量已經或未來現金流量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26) (Note 26)	應付合營企業款項 Amounts due to joint ventures (附註27) (Note 27)	應付聯營公司款項 Amounts due to associates (附註27) (Note 27)	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44) (Note 44)	租賃負債 Lease liabilities (附註32) (Note 32)	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
於二零一九年一月一日(經重列)	At 1 January 2019 (restated)	49,912,841	16,571,325	8,503,506	7,015,610	15,293,614	11,760,137	907,724	107,236	–	110,071,993
融資現金流量	Financing cash flows	17,020,629	(2,320,227)	10,820,819	2,830,720	9,125,280	(662,280)	(894,057)	(62,549)	(1,934,018)	33,924,317
收購附屬公司	Acquisitions of subsidiaries	2,390,000	4,713,889	–	–	–	–	–	315	–	7,104,204
出售附屬公司	Disposal of subsidiaries	(7,675,000)	(2,813,748)	–	–	–	–	–	–	–	(10,488,748)
新訂租賃	New lease entered	–	–	–	–	–	–	–	85,497	–	85,497
外匯換算	Foreign exchange translation	–	–	–	–	728,576	–	(18,468)	–	–	710,108
利息開支	Interest expense	3,433,762	–	–	–	1,673,031	653,938	8,221	8,230	–	5,777,182
就以股代息發行股份	Issue of shares for scrip dividend	–	–	–	–	–	–	–	–	(332,363)	(332,363)
已宣派股息	Dividend declared	–	296,702	–	–	–	–	–	–	2,266,381	2,563,083
衍生金融工具公平值變動	Change in fair value of derivative financial instruments	–	–	–	–	–	–	–	–	–	–
提早贖回優先票據虧損	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（經重列）	At 31 December 2019 (restated)	65,082,232	16,447,941	19,324,325	9,846,330	26,864,544	11,751,795	–	138,729	–	149,455,896
融資現金流量	Financing cash flows	2,991,053	(2,445,417)	2,093,233	1,178,307	2,967,674	32,858	–	(85,912)	(2,343,308)	4,388,488
收購附屬公司	Acquisitions of subsidiaries	2,359,660	1,218,883	–	–	–	–	–	–	–	3,578,543
出售附屬公司	Disposal of subsidiaries	(12,465,445)	(3,776,784)	–	(17,173)	–	–	–	–	–	(16,259,402)
新訂租賃	New lease entered	–	–	–	–	–	–	–	62,358	–	62,358
外匯換算	Foreign exchange translation	–	–	–	–	(1,440,144)	–	–	–	–	(1,440,144)
利息開支	Interest expense	3,593,664	–	–	–	2,182,234	752,443	–	7,397	–	6,535,738
就以股代息發行股份	Issue of shares for scrip dividend	–	–	–	–	–	–	–	–	(485,233)	(485,233)
已宣派股息	Dividend declared	–	762,609	–	–	–	–	–	–	2,828,541	3,591,150
提早贖回優先票據	Loss on early redemption of senior notes	–	–	–	–	42,545	–	–	–	–	42,545
於二零二零年十二月三十一日	At 31 December 2020	61,561,164	12,207,232	21,417,558	11,007,464	30,616,853	12,537,096	–	122,572	–	149,469,939

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：

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) 與關聯方交易

(a) Transactions with related parties

關係 Relationships	交易性質／結餘性質 Nature of transactions/balances	二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
林中先生、林偉先生及林峰先生控制的關聯公司	租金收入		
Related companies controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng	Rental income	2,286	2,286
	設計及裝修服務收入		
	Design and renovation services income	2,102	17,297
	建築材料供應收入		
	Construction material supply income	259	500
	項目管理費用收入		
	Property management service income	–	44
	銷售物業(附註i)		
	Sales of properties (Note i)	1,618,768	–
聯營公司	公寓租賃及裝修服務收入		
Associates	Apartment leasing and renovation services income	7,241	12,566
	物業管理服務收入		
	Property management service income	54,738	57,710
	項目管理費用收入		
	Project management fee income	1,099,220	1,159,914
	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	22,128	8,975
	銷售物業(附註ii)		
	Sales of properties (Note ii)	201,732	–
合營企業	項目管理費用收入		
Joint ventures	Project management fee income	1,795,158	1,653,900
	項目管理服務收入		
	Property management service income	94,768	61,557

49. 關聯方披露*(續)*

(a) 與關聯方交易*(續)*

附註：

(i) 於截至二零二零年十二月三十一日止年度，本集團與林中先生、林偉先生及林峰先生所控制的公司訂立買賣協議，以出售本集團若干全資附屬公司，而該等附屬公司持有香港若干住宅物業，總代價為1,800,000,000港元(相當於約人民幣1,618,768,000元)。有關交易詳情披露於本公司日期為二零二零年五月三十一日發佈的公告。

(ii) 於截至二零二零年十二月三十一日止年度，本集團與一間聯營公司的附屬公司訂立銷售物業的買賣協議，代價為人民幣201,732,000元。有關交易詳情披露於本公司日期為二零二零年六月十二日發佈的公告。

(iii) 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。

49. RELATED PARTY DISCLOSURES *(Continued)*

(a) Transactions with related parties *(Continued)*

Notes:

(i) During the year ended 31 December 2020, the Group entered into a sale and purchase agreement with a company controlled by Mr. Lin Zhong, Mr. Lin Wei and Mr. Lin Feng for the disposal of certain wholly owned subsidiaries of the Group, which holds certain residential properties in Hong Kong at a total consideration of HK$1,800,000,000 (equivalent to approximately RMB1,618,768,000). Details of the transaction are disclosed in an announcement issued by the Company dated 31 May 2020.

(ii) During the year ended 31 December 2020, the Group entered into a sale and purchase agreement with a subsidiary of an associate for sales of properties at a consideration of RMB201,732,000. Details of the transaction are disclosed in an announcement issued by the Company dated 12 June 2020.

(iii) 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.

49. 關聯方披露*(續)*

49. RELATED PARTY DISCLOSURES *(Continued)*

(b) 應收(付)合營企業及聯營公司款項

(b) Amounts due from (to) joint ventures and associates

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000	於二零一九年十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
應收合營企業款項	Amounts due from joint ventures	39,198,680	24,985,046
應收聯營公司款項	Amounts due from associates	18,316,768	11,584,759
		57,515,448	36,569,805
應付合營企業款項	Amounts due to joint ventures	21,417,558	19,324,325
應付聯營公司款項	Amounts due to associates	11,007,464	9,846,330
		32,425,022	29,170,655

(c) 應收(付)由林中先生、林偉先生及林峰先生控制的關聯公司款項

(c) Amounts due from (to) related companies controlled by Mr. Lin Zhong, Mr. Lin Wei & Mr. Lin Feng

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000	於二零一九年十二月三十一日 At 31 December 2019 人民幣千元 RMB'000
其他應收款項	Other receivables	505	3,912
其他應付款項	Other payables	(785,125)	–

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32、33、34、35及36各自所披露的租賃負債、銀行及其他借款、優先票據、公司債券及永續資本工具(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。

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 lease liabilities, bank and other borrowings, senior notes, corporate bonds and perpetual capital instruments disclosed in notes 32, 33, 34, 35 and 36, 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. 金融工具

a. 金融工具的類別

51. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
金融資產	**Financial assets**		
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	374,261	573,761
－於物業項目的投資	– Investments in property projects	286,531	417,688
－其他	– Others	905,388	526,458
		1,566,180	1,517,907
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	739,685	881,832
按攤銷成本列賬的金融資產	Financial assets at amortised cost	139,747,391	118,557,262
金融負債	**Financial liabilities**		
衍生金融工具	Derivative financial instruments	323,416	19,260
攤銷成本	Amortised cost	184,472,453	169,914,213

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、應收賬款、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、於物業項目的投資、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、應付賬款、其他應付款項、銀行及其他借款、優先票據及公司債券。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拖。

51. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies

The Group's major financial instruments include derivative financial instruments, accounts 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, accounts payables, other payables, bank and other borrowings, senior notes and corporate 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. 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)。

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).

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。

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.

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。

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.

本集團旨在將借款保持按不同利率計息。本集團透過根據利率水平及前景評估任何利率變動產生的潛在影響，以管理其利率風險。管理層將審閱固定及浮動利率的借款比例，確保其處於合理範圍內。

The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

51. 金融工具*(續)*

c. 市場風險*(續)*

利率風險(續)

全球正進行主要利率基準的根本性改革，包括以其他近乎無風險比率取代部分銀行同業拆息率。誠如附註33所列示，本集團的數項倫敦銀行同業拆息率／香港銀行同業拆息率銀行貸款收受到利率基準改革的影響。本集團會密切監察新基準利率的換算。

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28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。

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、公司債券以及優先票據有關。然而，管理層於有需要時會考慮對沖重大利率風險。

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，則本集團截至二零二零年十二月三十一日止年度的利潤會減少／增加約人民幣119,452,000元(二零一九年：人民幣214,231,000元)。

51. FINANCIAL INSTRUMENTS *(Continued)*

c. Market risk *(Continued)*

***Interest rate risk** (Continued)*

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates with alternative nearly risk-free rates. As listed in note 33, several of the Group's LIBOR/HIBOR bank loans may be subject to the interest rate benchmark reform. The Group is closely monitoring the transition to new benchmark interest rates.

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 28 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.

The Group's fair value interest rate risk relates primarily to its fixed rate bank and other borrowings, corporate bonds and senior notes. However, the management will consider hedging significant interest rate exposure should the need arise.

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 would decrease/increase by approximately RMB119,452,000 (2019: RMB214,231,000) for the year ended 31 December 2020.

51. 金融工具*(續)*

c. 市場風險*(續)*

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。本集團採納對沖政策，積極管理以非人民幣計值債務的貨幣風險。本集團可視乎情況及匯率走勢，考慮訂立對沖安排以減低人民幣貶值的影響。

於二零二零年十二月三十一日，本集團擁有以外幣計值的按公平值計入損益的金融資產、衍生金融工具、銀行結餘及現金、銀行及其他借款、優先票據及永續資本工具(分別載於附註21、28、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)*

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 has adopted a hedging policy to actively manage its currency risk exposure concerning non-RMB denominated indebtedness. The Group may, depending on the circumstances and trend of currency rates, consider and enter into hedging arrangements to mitigate the impact of RMB depreciation.

As at 31 December 2020, the Group had financial assets at FVTPL, derivative financial instruments, bank balances and cash, bank and other borrowings senior notes and perpetual capital instruments denominated in foreign currencies as set out in notes 21, 28, 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.

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.

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (Restated)
港元	HK$	291,847	397,516
美元	USD	1,428,134	1,435,303
其他貨幣	Other currencies	(147)	582

51. 金融工具*(續)*

d. 信貸風險及減值評估

於二零二零年十二月三十一日，除其賬面值最能代表最大信貸風險的金融資產外，本集團面對因本集團所提供財務擔保的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。

因客戶合約產生的應收賬款

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，就銷售物業及其他物業相關服務產生的應收賬款而言，本集團按預期信貸虧損模式對貿易結餘單獨或集體進行減值評估。就物業管理及其他服務產生的應收賬款而言，本集團根據撥備矩陣集體進行預期信貸虧損評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

其他應收款項以及應收合營企業、聯營公司及非控股權益款項

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。

51. FINANCIAL INSTRUMENTS *(Continued)*

d. Credit risk and impairment assessment

As at 31 December 2020, 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 financial guarantees provided by the Group is disclosed in note 46.

Accounts 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, for accounts receivables arising from sales of property and other property related services, the Group performs impairment assessment under ECL on trade balances individually or on a collective basis. For accounts receivables arising from property management and other services, the Group assesses the expected credit losses collectively based on a provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Other receivables and amounts due from joint ventures, associates and non-controlling interests

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 on the outstanding balances. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

51. 金融工具*(續)*

d. 信貸風險及減值評估*(續)*

其他應收款項以及應收合營企業、聯營公司及非控股權益款項 *(續)*

就賬面總值為人民幣1,276,830,000元的其他應收款項(二零一九年：人民幣1,317,259,000元)而言，本集團按十二個月預期信貸虧損計量虧損撥備。於二零二零年十二月三十一日，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2,517,000元(二零一九年：人民幣2,356,000元)及信貸虧損(十二個月預期信貸虧損)撥備人民幣15,139,000元(二零一九年：人民幣13,425,000元)。

就賬面總值分別為人民幣39,198,680,000元、人民幣18,316,768,000元及人民幣26,359,618,000元(二零一九年：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)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。

財務擔保合約

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。

51. FINANCIAL INSTRUMENTS *(Continued)*

d. Credit risk and impairment assessment *(Continued)*

Other receivables and amounts due from joint ventures, associates and non-controlling interests *(Continued)*

For other receivables with gross carrying amount of RMB1,276,830,000 (2019: RMB1,317,259,000), the Group measures the loss allowance at 12m ECL. As at 31 December 2020, the Group has provided RMB2,517,000 (2019: RMB2,356,000) allowance for credit losses (life-time credit-impaired) and RMB15,139,000 (2019: RMB13,425,000) allowance for credit losses (12m ECL) on other receivables.

For amounts due from joint ventures, associates and non-controlling interests with gross carrying amount of RMB39,198,680,000, RMB18,316,768,000 and RMB26,359,618,000 (2019: RMB24,985,046,000, RMB11,584,759,000 and RMB18,766,941,000), 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.

Financial guarantees contracts

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)*

d. 信貸風險及減值評估*(續)*

銀行結餘、受限制銀行存款

就賬面總值為人民幣51,154,569,000元(二零一九年：人民幣58,968,371,000元)的銀行結餘及受限制銀行存款而言，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。

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。

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。

51. FINANCIAL INSTRUMENTS *(Continued)*

d. Credit risk and impairment assessment *(Continued)*

Bank balances, restricted bank deposits

For bank balances and restricted bank deposits with gross carrying amount of RMB51,154,569,000 (2019: RMB58,968,371,000) 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.

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.

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.

51. 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。本集團衍生金融工具的流動資金分析按照合約結算日期編製，原因為本集團管理層認為結算日期對瞭解衍生工具現金流量時間不可或缺。

51. FINANCIAL INSTRUMENTS *(Continued)*

e. Liquidity risk *(Continued)*

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual settlement dates as the management of the Group considers that the settlement dates are essential for an understanding of the timing of the cash flows of derivatives.

		於二零二零年十二月三十一日的賬面值 Carrying amount at 31 December 2020 人民幣千元 RMB'000	0至60日或按要求償還 0–60 days or repayable on demand 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	未貼現現金流量總額 Total undiscounted cash flows 人民幣千元 RMB'000
二零二零年	2020								
衍生工具–結算淨額	*Derivatives – net settlement*								
外匯遠期合約	Foreign currency forward contracts	266,362	63,336	203,026	–	–	–	–	266,362
利率掉期	Interest rate swaps	57,054	–	–	–	8,189	48,865	–	57,054

		利率 Interest rate	於二零二零年十二月三十一日的賬面值 Carrying amount at 31 December 2020 人民幣千元 RMB'000	0至60日或按要求償還 0–60 days or repayable on demand 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	未貼現現金流量總額 Total undiscounted cash flows 人民幣千元 RMB'000
二零二零年	2020									
非衍生金融負債	*Non-derivative financial liabilities*									
不計息	Non-interest bearing	–	79,757,340	79,750,491	–	–	6,849	–	–	79,757,340
定息工具	Fixed interest rate instruments	1.48% – 10.50%	58,221,271	880,514	7,558,113	9,070,912	13,485,811	13,700,563	23,161,017	67,856,930
浮息工具	Variable interest rate instruments	1.50% – 8.50%	46,493,842	1,858,275	720,392	3,722,003	15,931,950	25,626,449	3,910,656	51,769,725
租賃負債	Lease liabilities	3.50% – 6.00%	122,572	13,937	25,086	30,493	42,667	11,144	4,506	127,833
財務擔保	Financial guarantees	–	–	37,193,070	–	–	–	–	–	37,193,070

51. 金融工具*(續)*

e. 流動資金風險*(續)*

51. FINANCIAL INSTRUMENTS *(Continued)*

e. Liquidity risk *(Continued)*

		於二零一九年十二月三十一日的賬面值 Carrying amount at 31 December 2019 人民幣千元 RMB'000	0至60日或按要求償還 0–60 days or repayable on demand 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	未貼現現金流量總額 Total undiscounted cash flows 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 currency forward contracts	19,260	2,722	13,637	2,901	–	–	–	19,260

		利率 Interest rate	於二零一九年十二月三十一日的賬面值 Carrying amount at 31 December 2019 人民幣千元 RMB'000	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	未貼現現金流量總額 Total undiscounted cash flows 人民幣千元 RMB'000
二零一九年(經重列)	2019 (restated)									
非衍生金融負債	*Non-derivative financial liabilities*									
不計息	Non-interest bearing	–	66,215,642	66,214,377	–	–	1,265	–	–	66,215,642
定息工具	Fixed interest rate instruments	3.00% – 10.60%	52,791,219	3,690,563	4,569,335	3,806,691	21,014,206	14,270,524	12,407,808	59,759,127
浮息工具	Variable interest rate instruments	1.88% – 10.30%	50,907,352	944,486	2,243,774	11,636,182	11,509,193	22,293,926	8,253,069	56,880,630
租賃負債	Lease liabilities	3.50% – 6.00%	138,729	12,647	25,343	29,969	41,215	26,991	11,809	147,974
財務擔保	Financial guarantees	–	–	35,847,284	–	–	–	–	–	35,847,284

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)。

於估計公平值時，本集團使用可得的市場可觀察數據。倘並無第一級輸入數據，則使用來自託管人的市價重估報告(倘適用)。否則，本集團委聘第三方合資格估值師進行估值。估值委員會與合資格外聘估值師緊密合作，以建立適用於模式的估值技術及輸入數據。

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.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, mark-to-market report from the custodian is used where available. Otherwise, the Group engages third party qualified valuers to perform the valuation. The valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

52. 金融工具的公平值計量*(續)*

52. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS *(Continued)*

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)*

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 Financial assets	於以下日期的公平值 Fair value as at 二零二零年 2020 **人民幣千元** RMB'000	二零一九年 2019 人民幣千元 RMB'000	公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
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	**資產** Assets	資產 Assets		
－非上市私人基金 – unlisted private fund	905,388	526,458	第三級 Level 3	基金資產淨值 Fund net assets value
分類為按公平值計入損益的金融資產的股本投資 Equity instruments classified as financial assets at FVTPL	**資產** Assets	資產 Assets		
－在香港上市 – listed in HK	86,841	121,051	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
－在中國上市 – listed in the PRC	287,420	452,710	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
	374,261	573,761		
按公平值計入其他全面收入的股本工具 Equity instruments at FVTOCI	**資產** Assets	資產 Assets		
－在美國上市 – listed in United States	499,446	–	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
－非上市股本投資 – unlisted equity investment	240,239	881,832	第三級 Level 3	經就交易後變動調整的股本融資過往交易價格 Prior transaction price on equity financing with adjustments for changes after transaction
	739,685	881,832		

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 Financial assets	於以下日期的公平值 Fair value as at 二零二零年 2020 **人民幣千元** RMB'000	二零一九年 2019 人民幣千元 RMB'000	公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
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 286,531	資產 Assets 417,688	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約投資成本進行估計，並以反映各物業項目的內部回報率的利率貼現 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 varies property projects.
衍生金融工具－外幣遠期合約 Derivative financial instruments – foreign currency forward contracts	**負債** Liabilities (266,362)	負債 Liabilities (19,260)	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	**負債(指定用於對沖)** Liabilities (designated for hedging) (57,054)	資產 Assets 11,912	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）及合約利率進行估計。 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

除分別於附註34及35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。

Except for the senior notes and corporate bonds with fair value as disclosed in notes 34 and 35, 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.

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。

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.

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:

		二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
非流動資產	**NON-CURRENT ASSETS**		
物業、廠房及設備	Property, plant and equipment	11,030	109
於一間附屬公司的投資	Investment in a subsidiary	2,394,808	2,215,783
應收附屬公司款項	Amounts due from subsidiaries	48,270,376	46,437,683
		50,676,214	48,653,575
流動資產	**CURRENT ASSETS**		
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	189,758	286,556
應收合營企業款項	Amounts due from joint ventures	1,690,580	1,849,297
衍生金融工具	Derivative financial instruments	–	11,912
銀行結餘及現金	Bank balances and cash	1,686,923	1,037,862
		3,567,261	3,185,627
流動負債	**CURRENT LIABILITIES**		
應付賬款及應計開支	Accounts payables and accrued charges	1,718,473	358
應付附屬公司款項	Amounts due to subsidiaries	1,259,056	867,143
應付合營企業款項	Amounts due to joint ventures	673,387	720,655
衍生金融工具－於一年內到期	Derivative financial instruments – due within one year	266,362	19,260
銀行借款－於一年內到期	Bank borrowings – due within one year	4,340,282	4,599,530
優先票據－於一年內到期	Senior notes – due within one year	3,637,114	3,190,356
		11,894,674	9,397,302
流動負債淨額	**NET CURRENT LIABILITIES**	(8,327,413)	(6,211,675)
總資產減流動負債	**TOTAL ASSETS LESS CURRENT LIABILITIES**	42,348,801	42,441,900
資本及儲備	**CAPITAL AND RESERVES**		
股本	Share capital	668,481	639,723
儲備	Reserves	661,683	5,703,122
本公司股東權益應佔股本權益	Equity attributable to equity owners of the company	1,330,164	6,342,845
永久資本工具	Perpetual capital instruments	3,536,877	3,883,572
股本權益總額	**TOTAL EQUITY**	4,867,041	10,226,417
非流動負債	**NON-CURRENT LIABILITIES**		
優先票據－於一年後到期	Senior notes – due after one year	26,979,739	23,674,188
銀行借款－於一年後到期	Bank borrowings – due after one year	10,444,967	8,541,295
衍生金融工具－於一年後到期	Derivative financial instruments – due after one year	57,054	–
		37,481,760	32,215,483
		42,348,801	42,441,900

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 reserve 人民幣千元 RMB'000	對沖儲備 Hedging reserve 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
於二零一九年一月一日	At 1 January 2019	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
確認以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
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	–	–	–	–	–	–	(3,709,603)	(3,709,603)
指定為現金流量對沖的對沖工具公平值變動	Fair value change on hedging instruments designated as cash flow hedge	–	–	–	–	–	(89,227)	–	(89,227)
將指定為現金流量對沖的對沖工具公平值變動重新分類至損益	Reclassification of fair value change on hedging instruments designated as cash flow hedge to profit or loss	–	–	–	–	–	20,260	–	20,260
根據股份獎勵計劃購買股份	Purchase of shares under the share award scheme	–	(106,717)	–	–	–	–	–	(106,717)
已歸屬股份獎勵	Share award vested	–	33,659	(42,660)	–	–	–	9,001	–
配售股份	Placing of shares	1,009,135	–	–	–	–	–	–	1,009,135
行使購股權時發行股份	Issue of shares upon exercise of shares options	121,896	–	–	(22,539)	–	–	–	99,357
就以股代息發行股份	Issue of shares for scrip dividend	477,914	–	–	–	–	–	–	477,914
確認以股本權益結算並以股份付款	Recognition of equity-settled share-based payments	–	–	42,660	43,323	–	–	–	85,983
沒收購股權	Forfeiture of share options	–	–	–	(151)	–	–	151	–
確認為分派股息	Dividend recognised as distribution	–	–	–	–	–	–	(2,828,541)	(2,828,541)
於二零二零年十二月三十一日	At 31 December 2020	5,152,893	(216,314)	–	164,925	39,440	(68,967)	(4,410,294)	661,683

54. 主要附屬公司詳情

本公司的主要附屬公司於二零二零年及二零一九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 2020 and 2019 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 二零二零年 2020 %	二零一九年 2019 %	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
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
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
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

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 二零二零年 2020 %	二零一九年 2019 %	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
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	50 (附註b) (Note b)	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
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	50	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
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	香港 HK	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	香港 HK	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

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 二零二零年 2020 %	二零一九年 2019 %	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
重慶旭中房地產開發有限公司 Chongqing Xuzhong Development Co., Ltd.	中國 二零一三年八月十九日 PRC 19 August 2013	100	100	註冊資本54,615,000美元 實繳資本0美元 Registered USD54,615,000 paid up capital USD0	中國 PRC	房地產開發 Property development
旭輝集團股份有限公司 CIFI Group Co., Ltd	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
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 (附註b) (Note b)	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
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128,000,000元 實繳資本 人民幣128,000,000元 Registered RMB128,000,000 paid up capital RMB128,000,000	中國 PRC	物業建設 Property construction

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 二零二零年 2020 %	二零一九年 2019 %	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
武漢惠譽禦恒置業有限公司 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
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c) (Note c)	50 (附註c) (Note c)	註冊資本 120,000,000美元 實繳資本 120,000,000美元 Registered USD120,000,000 paid up capital USD120,000,000	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
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 Equity interest attributable to the Group at 31 December 二零二零年 2020 %	二零一九年 2019 %	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
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	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
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 (附註b) (Note b)	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
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
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 二零二零年 2020 %	二零一九年 2019 %	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
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	55	34.68 (附註c) (Note c)	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
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
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

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 二零二零年 2020 %	二零一九年 2019 %	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
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
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
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

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 二零二零年 2020 %	二零一九年 2019 %	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
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 (附註b) (Note 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
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
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 (附註b) (Note b)	註冊資本 人民幣40,168,708元 實繳資本 人民幣40,168,708元 Registered RMB40,168,708 paid up capital RMB40,168,708	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	100	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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 (附註b) (Note 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
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
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
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2,600,000,000元 Registered RMB2,600,000,000 paid up capital RMB2,600,000,000	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 二零二零年 2020 %	二零一九年 2019 %	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
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) (Note b)	34 (附註b) (Note b)	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 (附註b) (Note 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
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
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c) (Note c)	34 (附註c) (Note c)	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 二零二零年 2020 %	二零一九年 2019 %	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
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c) (Note c)	34 (附註c) (Note c)	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
武漢鴻源錦置業有限公司 Wuhan Hongyuanjin Properties Co., Ltd.	中國 二零一八年一月二十九日 PRC 29 January 2018	29 (附註c) (Note c)	29 (附註c) (Note c)	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
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c) (Note c)	50 (附註c) (Note c)	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c) (Note c)	34 (附註c) (Note c)	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 二零二零年 2020 %	二零一九年 2019 %	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
長沙恒高房地產開發有限公司 Changsha Henggao Property Development Co., Ltd.	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b) (Note b)	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
西安邦弘置業有限公司 Xi'an Banghong Properties Co., Ltd.	中國 二零一四年四月二十九日 PRC 29 April 2014	80	80	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
武漢輝恒置業有限公司 Wuhan Huiheng Property Co., Ltd.	中國 二零一六年四月十三日 PRC 13 April 2016	84	84	註冊資本 人民幣1,400,000,000元 實繳資本 人民幣1,400,000,000元 Registered RMB1,400,000,000 paid up capital RMB1,400,000,000	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b) (Note b)	50 (附註b) (Note b)	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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c) (Note c)	25.5 (附註c) (Note c)	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 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c) (Note c)	35 (附註c) (Note c)	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c) (Note c)	50 (附註c) (Note c)	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
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	50 (附註c) (Note c)	25.5 (附註c) (Note c)	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 二零二零年 2020 %	二零一九年 2019 %	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
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c) (Note c)	50 (附註c) (Note c)	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
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	25.5 (附註c) (Note c)	35 (附註c) (Note c)	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	60	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	100	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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b) (Note b)	33.5 (附註b) (Note 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
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	70	62.8	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
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c) (Note c)	30 (附註c) (Note c)	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
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	70	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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	100	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	100	註冊資本 人民幣719,130,000.00元 實繳資本 人民幣719,130,000.00元 Registered RMB719,130,000.00 paid up capital RMB719,130,000.00	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	51	100	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
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	51	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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b) (Note b)	50 (附註b) (Note 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
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	100	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
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	100	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
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	100	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 二零二零年 2020 %	二零一九年 2019 %	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
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	100	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	51	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	22 (附註c) (Note c)	32 (附註c) (Note c)	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
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	32 (附註c) (Note c)	41.55 (附註c) (Note c)	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 二零二零年 2020 %	二零一九年 2019 %	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
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	70	100	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
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	70	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
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c) (Note c)	25.31 (附註c) (Note c)	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
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	100	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

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 二零二零年 2020 %	二零一九年 2019 %	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
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	100	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
蘇州旭吳房地產開發有限公司* Suzhou Xuwu Property Development Co., Ltd.*	中國 二零一七年五月十二日 PRC 12 May 2017	40 (附註c) (Note c)	40 (附註c) (Note c)	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
雲南金宏雅房地產開發有限公司 Yunnan Jinhongya Property Development Co., Ltd.	中國 二零一八年四月二十四日 PRC 24 April 2018	51	51 (附註39) (Note 39)	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
重慶旭宇華錦房地產開發有限公司 Chongqing Xuyuhuajin Property Development Co., Ltd.	中國 二零一八年八月十四日 PRC 14 August 2018	33.33	33.33 (附註39及b) (Notes 39 & 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

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 二零二零年 2020 %	二零一九年 2019 %	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
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	25.5 (附註39及c) (Notes 39 & c)	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
東莞盛泰鴻房地產開發有限公司 Dongguan Shengtaihong Real Estate Development Co. Ltd.	中國 二零一七年十二月二十七日 PRC 27 December 2017	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
貴州輝沛企業管理有限公司 Guizhou Huipei Business Management Co., Ltd.	中國 二零一八年一月十一日 PRC 11 January 2018	99.8	99.8	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
杭州興湖置業有限公司 Hangzhou Xinghu Property Co., Ltd	中國 二零二零年一月二十一日 PRC 21 January 2020	100 (附註a) (Note a)	–	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

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 二零二零年 2020 %	二零一九年 2019 %	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
合肥銀弘房地產開發有限公司 Hefei Yinhong Real Estate Development Co., Ltd	中國 二零一八年十一月二十六日 PRC 26 November 2018	50 (附註b) (Note b)	50 (附註b) (Note 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
河南興匯置業有限公司 Henan Xinghui Real Estate Development Co., Ltd	中國 二零二零年一月八日 PRC 8 January 2020	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
臨沂輝盛幾木房地產有限公司 Linyi Huisheng Jimu Real Estate Co., Ltd	中國 二零一八年十二月二十六日 PRC 26 December 2018	45 (附註b) (Note b)	45 (附註b) (Note b)	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
南昌興彰置業有限公司 Nanchang Xingzhang Real Estate Co., Ltd.	中國 二零二零年四月三十日 PRC 30 April 2020	100 (附註a) (Note a)	–	註冊資本 160,000,000美元 實繳資本 160,000,000美元 Registered USD 160,000,000 paid up capital USD 160,000,000	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 二零二零年 2020 %	二零一九年 2019 %	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
青島輝盛置業有限公司 Qingdao Fraser Real Estate Co., Ltd.	中國 二零一九年十一月二十六日 PRC 26 November 2019	50 (附註c) (Note c)	50 (附註c) (Note c)	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
上海和卓置業有限公司 Shanghai Hezhuo Real Estate Co., Ltd	中國 二零一九年十二月二十五日 PRC 25 December 2019	51	51	註冊資本 人民幣980,000,000元 實繳資本 人民幣980,000,000元 Registered RMB980,000,000 paid up capital RMB980,000,000	中國 PRC	房地產開發 Property development
武漢輝卓置業有限公司 Wuhan Huizhuo Real Estate Co., Ltd	中國 二零一六年十二月二日 PRC 02 December 2016	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
義烏聚厲房地產開發有限公司 Yiwu Juli Real Estate Development Co., Ltd	中國 二零一九年五月三十一日 PRC 31 May 2019	34 (附註39及c) (Notes 39 & c)	34	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 二零二零年 2020 %	二零一九年 2019 %	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
銀川旭洲房地產開發有限公司 Yinchuan Xuzhou Real Estate Development Co. Ltd	中國 二零一九年十一月十一日 PRC 11 November 2019	75	75	註冊資本 人民幣500,000,0000元 實繳資本 人民幣500,000,0000元 Registered RMB500,000,000 paid up capital RMB500,000,000	中國 PRC	房地產開發 Property development
長沙興昌房地產開發有限公司 Changsha Xingchang Real Estate Development Co., Ltd	中國 二零二零年二月十一日 PRC 11 February 2020	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

* 該公司為於中國成立的合作合營企業。

* The company is a cooperative joint venture established in the PRC.

54. 主要附屬公司詳情*(續)*

附註：

a) 該等公司為於截至二零二零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) 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12,537,000,000元(二零一九年：人民幣11,752,000,000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 2020.

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 regard as a subsidiary of the Group.

c) 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%.

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 RMB12,537 million (2019: RMB11,752 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：

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:

擁有重大非控股權益的非全資附屬公司詳情：

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 Proportion of ownership interests and voting rights held by non-controlling interests at 31 December		於十二月三十一日分配至非控股權益的利潤 Profit allocated to non-controlling interests for the year end 31 December		於十二月三十一日累計的非控股權益 Accumulated non-controlling interests at 31 December	
			二零二零年 2020 百分比 %	二零一九年 2019 百分比 %	二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000
Coastwise	英屬處女群島 BVI	中國 PRC	50	50	(38)	92,908	4,548,905	4,369,458
個別擁有非控股權益的非重大附屬公司 Individually immaterial subsidiaries with non-controlling interests					3,634,049	2,483,817	39,504,787	29,744,578
					3,634,011	2,576,725	44,053,692	34,114,036

54. 主要附屬公司詳情*(續)*

54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES *(Continued)*

Coastwise

Coastwise

		於二零二零年十二月三十一日 At 31 December 2020 人民幣千元 RMB'000	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	9,876,413	8,426,825
非流動資產	Non-current assets	8,570,731	8,553,937
流動負債	Current liabilities	8,268,731	4,270,302
非流動負債	Non-current liabilities	1,080,603	3,971,544
本公司擁有人應佔股本權益	Equity attributable to owners of the Company	4,548,905	4,369,458
Coastwise的非控股權益	Non-controlling interests of Coastwise	4,548,905	4,369,458

		截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 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 人民幣千元 RMB'000
收入	Revenue	184,754	1,262,295
年內(虧損)／利潤及全面收入(開支)總額	(Loss)/profit and total comprehensive income (expense) for the year	(76)	185,816
本集團應佔(虧損)／利潤	(Loss)/profit attributable to the Group	(38)	92,908
非控股權益應佔(虧損)／利潤	(Loss)/profit attributable to the non-controlling interests of Coastwise	(38)	92,908
年內(虧損)／利潤及全面收入(開支)總額	(Loss)/profit and total comprehensive income (expense) for the year	(76)	185,816
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淨額	Net cash inflow from operating activities	2,713,418	1,270,007
來自投資活動的現金流出淨額	Net cash outflow from investing activities	(7,000)	(317,131)
來自融資活動的現金流出淨額	Net cash outflow from financing activities	(2,911,509)	(1,096,847)
現金流出淨額	Net cash outflow	(205,091)	(143,971)

55. 重大非現金交易

截至二零二零年十二月三十一日止年度，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（二零一九年：十三個月至六年）。於租賃開始日期，本集團確認人民幣62,358,000元（二零一九年：人民幣85,497,000元）的使用權資產及人民幣62,358,000元（二零一九年：人民幣85,497,000元）的租賃負債。

55. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2020, the Group entered into new lease agreements for the use of leased properties/office equipment for thirteen months to six years (2019: thirteen months to six years). On the lease commencement, the Group recognised right-of-use assets of RMB62,358,000 (2019: RMB85,497,000) and lease liability of RMB62,358,000 (2019: RMB85,497,000).

56. 報告期末後事項

(a) 於二零二一年一月，本公司發行面值總額達419,000,000美元有擔保定息優先票據（「二零二七年四月到期票據」），以年利率4.375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。

二零二七年四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) 於二零二一年二月五日，旭輝中國、民航房地產開發有限公司（「民航房地產」）、蕪湖策華企業管理合夥企業（有限合夥）（「蕪湖策華」）及李健先生就透過天津卓新諮詢服務有限公司（「天津卓新」）收購北京五棵松文化體育中心有限公司（「北京五棵松」）的50%股權的計劃簽署協議。本集團透過天津卓新與民航房地產就位於中國北京五棵松的綜合體項目的商業物業經營進行合作。協議項下旭輝中國的交易對手為獨立第三方。

於二零二一年二月二十四日，本集團與相同各方訂立進一步協議以列明條款及代價。根據該協議，旭輝中國須以現金支付總價人民幣2,564,000,000元，同時承擔蕪湖策華的關聯方應付予北京五棵松的若干債務的所有責任及義務。

56. EVENTS AFTER THE END OF THE REPORTING PERIOD

(a) In January 2021, the Company issued guaranteed fixed rate senior notes with aggregate nominal value of USD419,000,000 (the "April 2027 due Notes") carry fixed interest of 4.375% per annum (interest payable semi-annually in arrears) and will be fully repayable by 16 July 2025.

The April 2027 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) On 5 February 2021, an agreement was signed among CIFI PRC, Minhang Real Estate Development Co., Ltd. (the "Minhang Real Eestate"), Wuhu Cehua Corporate Management Partnership (Limited Partnership) (the "Wuhu Cehua") and Mr. Li Jian in respect of the plan to acquire 50% equity interest of Beijing Wukesong Culture & Sports Centre Co., Ltd (the "Beijing Wukesong") through Tianjin Zhuoxin Consultancy Service Co., Ltd (the "Tianjin Zhuoxin"). Through Tianjin Zhuoxin, the Group cooperates with Minhang Real Estate in the commercial property operations of the complex projects located in Wukesong, Beijing of the PRC. The counterparties of CIFI PRC under the agreement are independent third parties.

On 24 February 2021, the Group entered into a further agreement with the same parties to specify the terms and consideration. Pursuant to the agreements, CIFI PRC is obliged to make payment in cash for the sum of RMB2,564,000,000, and also assume all liabilities and obligations under the certain debts due by a related party of Wuhu Cehua to Beijing Wukesong.

56. 報告期末後事項*(續)*

(c) 於二零二一年三月一日，本集團以相等於100%本金額另加任何應計及未付利息的價格贖回並隨後註銷本金總額246,908,000美元的二零一七年十二月永久資本工具。本集團於贖回時支付總額約253,544,000美元。贖回後，概無已發行的二零一七年十二月永久資本工具的未償還本金額。

(d) 於二零二一年三月二日，二零二一年三月到期票據的餘下未償還本金額240,400,000美元已於到期時以本金額另加任何應計及未付利息贖回。

(e) 於二零二一年三月十日，旭輝中國發行公開公司債券人民幣1,484,800,000元(「二零二六年三月到期人民幣債券」)，於上交所上市。二零二六年三月到期人民幣債券以年利率4.40%計息並每年支付利息。二零二六年三月到期人民幣債券將於二零二六年三月十二日按面值悉數償還。

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，而二零二六年三月到期人民幣債券的持有人可選擇於利率調整後的三個交易日內按其本金額向旭輝中國售回全部或部分債券。

56. EVENTS AFTER THE END OF THE REPORTING PERIOD *(Continued)*

(c) On 1 March 2021, the Group redeemed and subsequently cancelled an aggregate principal amount of USD246,908,000 of the December 2017 Perpetual Capital Instruments at a price equal to 100% of the principal amount plus any accrued and unpaid interest. The total amount paid by the Group on redemption is approximately USD253,544,000. Subsequent to the redemption, no outstanding principal amount of the December 2017 Perpetual Capital Instruments are in issue.

(d) On 2 March 2021, the remaining outstanding principal amount of USD240,400,000 of the March 2021 due Notes were redeemed at its principal amount plus any accrued and unpaid interest upon maturity.

(e) On 10 March 2021, CIFI PRC issued public corporate bonds of RMB1,484,800,000 ("March 2026 due RMB Bond") which are listed on the SSE. March 2026 due RMB Bond carry interest at rate of 4.40% per annum and interest is payable annually. March 2026 due RMB Bond will be fully repayable on 12 March 2026 at par value.

At the end of the third year subsequent to the inception date, CIFI PRC as the issuer is entitled to adjust interest rate of and the holders of March 2026 due RMB Bond may at their options to sell back the bonds to CIFI PRC in whole or in part at their principal amount within three days of trading upon the interest adjustment.

五年財務概要附錄
Five Years' Financial Summary Appendix

業績 RESULTS

		截至十二月三十一日止年度 For the year ended 31 December				
		二零一六年 2016 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 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000 (經重列) (restated)	二零二零年 2020 人民幣千元 RMB'000
收入	Revenue	22,224,447	31,824,288	42,367,647	56,451,103	71,798,663
除稅前利潤	Profit before taxation	4,836,765	10,041,162	11,316,993	13,836,726	16,169,767
所得稅開支	Income tax expense	(1,672,390)	(3,892,645)	(4,198,668)	(4,594,879)	(4,274,234)
年內利潤	Profit for the year	3,164,375	6,148,517	7,118,325	9,241,847	11,895,533
其他全面收入(開支)	Other comprehensive income (expense)	–	–	312,479	(28,629)	(148,906)
年內全面收入總額	Total comprehensive income for the year	3,164,375	6,148,517	7,430,804	9,213,218	11,746,627
以下人士應佔：	Attributable to:					
本公司股東權益	Equity owners of the Company	2,807,549	4,828,105	5,408,991	6,443,305	8,031,895
永久資本工具擁有人	Owners of perpetual capital instruments	–	–	215,078	221,817	229,627
非控股權益	Non-controlling interests	356,826	1,320,412	1,494,256	2,576,725	3,634,011
		356,826	1,320,412	1,709,334	2,798,542	3,863,638
		3,164,375	6,148,517	7,118,325	9,241,847	11,895,533
每股盈利(人民幣元)	Earnings per share, in RMB					
基本	Basic	0.42	0.68	0.70	0.82	1.00
攤薄	Diluted	0.42	0.66	0.68	0.81	0.99

五年財務概要附錄
Five Years' Financial Summary Appendix

資產及負債 ASSETS AND LIABILITIES

		截至十二月三十一日止年度 For the year ended 31 December				
		二零一六年 2016 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 人民幣千元 RMB'000 (經重列) (restated)	二零一九年 2019 人民幣千元 RMB'000 (經重列) (restated)	二零二零年 2020 人民幣千元 RMB'000
總資產	Total assets	88,480,209	151,757,534	242,349,445	324,855,160	379,299,406
總負債	Total liabilities	(71,197,196)	(117,487,394)	(192,193,764)	(256,658,215)	(295,657,156)
		17,283,013	34,270,140	50,155,681	68,196,945	83,642,250
本公司股東權益應佔股本權益	Equity attributable to equity owners of the Company	14,980,162	20,903,598	25,630,092	30,199,337	36,051,681
永久資本工具擁有人	Owners of perpetual capital instruments	–	3,847,932	3,883,572	3,883,572	3,536,877
非控股權益	Non-controlling interests	2,302,851	9,518,610	20,642,017	34,114,036	44,053,692
		2,302,851	13,366,542	24,525,589	37,997,608	47,590,569
		17,283,013	34,270,140	50,155,681	68,196,945	83,642,250

附註： 截至二零二零年十二月三十一日止兩個年度各年的業績以及截至二零一八年、二零一九年及二零二零年十二月三十一日的資產及負債乃摘錄自二零二零年年報，已進行調整以按合併基準計入永升生活(見綜合財務報表附註1)。

截至二零一八年十二月三十一日止年度止三個年度各年的業績以及截至二零一六年及二零一七年十二月三十一日的資產及負債並未因收購永升生活而作出調整。

Note: The results for each of the two years ended 31 December 2020 and the assets and liabilities as of 31 December 2018, 2019 and 2020 are extracted from the 2020 annual report and they have been adjusted for the inclusion of Ever Sunshine Lifestyle on a merger basis (see Note 1 to the consolidated financial statements).

The results for each of the three years ended 31 December 2018 and the assets and liabilities as of 31 December 2016 and 2017 have not been adjusted for the acquisition of Ever Sunshine Lifestyle.

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。

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.

意見的基礎

吾等已根據香港會計師公會(「香港會計師公會」)頒布的香港審計準則(「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布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。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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.

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
投資物業估值 **Valuation of investment properties**	
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。 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。 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。	吾等就投資物業估值的程序包括： • 評估估值師的資歷、能力和客觀性； • 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； • 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 • 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。
We identified the valuation of investment properties as a key audit matter due to the management's judgements associated with determining the fair value. 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. 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.	Our procedures in relation to the valuation of investment properties included: • Evaluating the Valuers' competence, capabilities and objectivity; • 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; • 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 • Reperforming sensitivity analysis on the significant unobservable inputs to evaluate the fluctuations of their impacts on the fair values of the investment properties.

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
擬作出售的開發中物業及持作出售物業的估值 **Valuation of properties under development for sale and properties held for sale**	
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。 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。 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。 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。 根據管理層對物業的可變現淨值分析，概無撇減需要。	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： • 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 • 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。
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. 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. 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. 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. Based on the management's analysis of the NRV of the Properties, no write-downs were considered to be necessary.	Our procedures in relation to assessing the appropriateness of the valuation of the PUD and PFS included: • 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 • 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.

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
銷售物業已確認收入 **Revenue recognised from sales of properties**	
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。 於中國銷售物業的收入於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。	吾等有關銷售物業已確認收入的程序包括： • 瞭解並測試管理層對向買家交付物業程序的控制； • 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 • 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。
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. 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.	Our procedures in relation to revenue recognised from sales of properties included: • Obtaining an understanding of and testing the management's control over the process of properties delivery to buyers; • 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 • 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.

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
土地增值稅計算的準確性 **Accuracy of land appreciation tax calculations**	
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。 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。	吾等有關土地增值稅計算準確性的程序包括： • 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； • 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 • 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。
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. 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.	Our procedures in relation to the accuracy of LAT calculations included: • 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; • 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 • 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.

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。

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.

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。

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 HKSAs 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 HKSAs, 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.

- 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。

- 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.

- 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。

- 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.

- 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。

- 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。

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.

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 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。

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.

本獨立核數師報告的審核項目合夥人為謝鳳珍。

The engagement partner on the audit resulting in the independent auditor's report is Tse Fung Chun.

德勤 • 關黃陳方會計師行
執業會計師
香港

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

二零二零年三月二十七日

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
收入	**Revenue**	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)
毛利	**Gross profit**		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)
除稅前利潤	**Profit before taxation**		13,556,293	11,316,993
所得稅開支	**Income tax expense**	9	(4,515,321)	(4,198,668)
年內利潤	**Profit for the year**	10	9,040,972	7,118,325
其他全面(開支)收入：	**Other comprehensive (expense) income:**			
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
年內全面收入總額	Total comprehensive income for the year		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
每股盈利(人民幣元)：	**Earnings per share, in RMB:**			
基本	**Basic**	13	0.82	0.70
攤薄	**Diluted**	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

		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
非流動資產	**NON-CURRENT ASSETS**			
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
流動資產	**CURRENT ASSETS**			
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
流動負債	**CURRENT LIABILITIES**			
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
流動資產淨值	**NET CURRENT ASSETS**		110,345,197	84,006,507
總資產減流動負債	**TOTAL ASSETS LESS CURRENT LIABILITIES**		152,943,378	117,717,214

		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
資本及儲備	**CAPITAL AND RESERVES**			
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
股本權益總額	**TOTAL EQUITY**		67,215,583	49,446,171
非流動負債	**NON-CURRENT LIABILITIES**			
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	**林峰**	**LIN ZHONG**	**LIN FENG**
董事	*董事*	*DIRECTOR*	*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

		本公司股東權益應佔 Attributable to equity owners of the Company													
		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	總計 Total 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	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38)	Issue of shares upon exercise of share options (note 38)	15,302	325,102	–	–	–	–	–	(90,228)	–	–	250,176	–	–	250,176
就以股代息發行股份(附註38)	Issue of shares for scrip dividend (note 38)	1,397	87,729	–	–	–	–	–	–	–	–	89,126	–	–	89,126
確認為分派股息(附註12)	Dividend recognised as distribution (note 12)	–	–	–	–	–	–	–	–	–	(1,690,701)	(1,690,701)	–	–	(1,690,701)
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	(53,931)	–	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	Recognition of equity-settled share-based payments	–	–	–	–	–	–	–	53,673	–	–	53,673	–	–	53,673
可換股債券轉換時發行股份(附註36)	Issue of shares upon conversion of convertible bonds (note 36)	39	3,381	–	–	–	–	–	–	–	–	3,420	–	–	3,420
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

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
經營活動	**OPERATING ACTIVITIES**		
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

		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
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)
經營活動所用現金淨額	**NET CASH USED IN OPERATING ACTIVITIES**		(12,025,378)	(2,838,411)
投資活動	**INVESTING ACTIVITIES**			
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
投資活動所用現金淨額	**NET CASH USED IN INVESTING ACTIVITIES**		(18,635,683)	(15,077,584)

		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
融資活動	FINANCING ACTIVITIES		
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)
融資活動所得現金淨額	NET CASH FROM FINANCING ACTIVITIES	44,560,558	31,046,589
現金及現金等價物增加淨額	NET INCREASE IN CASH AND CASH EQUIVALENTS	13,899,497	13,130,594
年初現金及現金等價物	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	43,327,561	29,786,870
外匯影響	Effect of foreign exchanges	25,976	410,097
年末現金及現金等價物	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	57,253,034	43,327,561
現金及現金等價物結餘分析	ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
銀行結餘及現金	Bank balances and cash	57,253,034	43,327,561

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。

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. 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。

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;

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。

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.

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%。

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.

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
流動資產	**Current assets**			
使用權資產	Right-of-use assets	–	79,419	79,419
流動負債	**Current liabilities**			
租賃負債	Lease liabilities	–	(33,865)	(33,865)
非流動負債	**Non-current liabilities**			
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.

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[1]
國際財務報告準則第3號(修訂本)	業務的定義[2]
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[3]
國際會計準則第1號(修訂本)	即期及非即期貸款之分類[5]
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[4]
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[4]

1 於二零二一年一月一日或之後開始的年度期間生效
2 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
3 於待定日期或之後開始的年度期間生效
4 於二零二零年一月一日或之後開始的年度期間生效
5 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[1]
Amendments to IFRS 3	Definition of a Business[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[5]
Amendments to IAS 1 and IAS 8	Definition of Material[4]
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform[4]

1 Effective for annual periods beginning on or after 1 January 2021
2 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
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after 1 January 2020
5 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.

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，而僅在特別情況下方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.

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.

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.

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.

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 polices.

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.

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.

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。

於估計可使用年期內撇銷物業、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.

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.

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.

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, corporates 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.

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兑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。所產生的匯兑差額(如有)乃於其他全面收入確認，並在匯兑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.

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.

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.

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.

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期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:

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.

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 date 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.

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.

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.

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.

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)。年內概無進行物業撇減(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.

4. 重大會計判斷及估計不明朗因素的主要來源*(續)*

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

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。

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.

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。

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.

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。

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。

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. 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：

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

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		
		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	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
確認收入的時間	**Timing of revenue recognition**			
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
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
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

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".

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。

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.

		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。

(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
收入	**Revenue**		
可呈報分部及綜合收入	Reportable segment and consolidated revenue	54,766,176	42,367,647
利潤	**Profit**		
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.

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
匯兑虧損淨額	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)

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)

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
董事薪酬	**Directors' emoluments**		
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
截至二零一九年十二月三十一日止年度	Year ended 31 December 2019						
執行董事姓名	Name of executive director						
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
獨立非執行董事姓名	Name of independent non-executive director						
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
非執行董事姓名	Name of non-executive director						
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 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
截至二零一八年十二月三十一日止年度	Year ended 31 December 2018						
執行董事姓名	Name of executive director						
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
獨立非執行董事姓名	Name of independent non-executive director						
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
非執行董事姓名	Name of non-executive director						
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.

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：

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

Five highest paid individuals

The five highest paid individuals included 3 directors (2018: 2 directors) for the year ended 31 December 2019. The emoluments of the remaining 2 (2018: 3) highest paid individuals for the year ended 31 December 2019 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
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.

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
盈利	**Earnings**		
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
股份數目	**Number of shares**		
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.

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.

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:

		第三級 Level 3 人民幣千元 RMB'000	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

		第三級 Level 3 人民幣千元 RMB'000	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.

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 – Jiaxing CIFI Square 二零一九年：人民幣3,170,000,000元 2019: RMB3,170,000,000 二零一八年：人民幣3,170,000,000元 2018: RMB3,170,000,000	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%).	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.
			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.

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）。 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).	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.

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 二零一九年：人民幣1,908,690,000元 2019: RMB1,908,690,000 二零一八年：人民幣1,901,700,000元 2018: RMB1,901,700,000	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5%(二零一八年：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% (2018: 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.
			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.

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)。 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).	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.

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 二零一九年：人民幣8,400,000,000元 2019: RMB8,400,000,000 二零一八年：人民幣8,000,000,000元 2018: RMB8,000,000,000	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%).	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.
			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.

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）。 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).	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.

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 二零一九年：人民幣1,180,000,000元 2019: RMB1,180,000,000 二零一八年：人民幣1,331,500,000元 2018: RMB1,331,500,000	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) 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.
			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.
			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.

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
成本	COST				
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
累計折舊	ACCUMULATED DEPRECIATION				
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
賬面值	CARRYING VALUES				
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

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。

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. 使用權資產

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賬面值	As at 1 January 2019 Carrying amount	79,086	333	79,419
於二零一九年十二月三十一日賬面值	As at 31 December 2019 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。

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. 於聯營公司的權益

本集團於聯營公司的權益詳情如下：

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

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	本集團所持投票權比率 本集團應佔股權 Equity interest attributable to the Group 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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 Place of incorporation/establishment	經營地點 Place of operation	本集團應佔股權 Equity interest attributable to the Group 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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

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 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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。

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.

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

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

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

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 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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 Xuyuhuajin Property Development Co., Ltd. ("Chongqing Xuyuhuajin") (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

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 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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

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 二零一九年 2019	二零一八年 2018	本集團所持投票權比率 Proportion of voting power held by the Group 二零一九年 2019	二零一八年 2018	主要業務 Principal activities
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

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%股權及於無錫昌峰的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。

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.

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

天津和隆及其附屬公司

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

18. 於合營企業的權益*(續)*

18. INTERESTS IN JOINT VENTURES *(Continued)*

重大合營企業的財務資料概要*(續)*

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

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)*

18. INTERESTS IN JOINT VENTURES *(Continued)*

非個別重大合營企業的匯總資料

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

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：

(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。

Notes:

(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。

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。

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.

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.

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.

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：

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:

		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。

Before accepting any corporate customer, the Group uses an internal credit assessment system to assess the potential customers' credit quality.

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。

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.

有關貿易及其他應收款項的減值評估詳情載於附註51。

Details of impairment assessment of trade and other receivables are set out in note 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。

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. 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。

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.

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於中國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.

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：

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:

		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。

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

31. CONTRACT LIABILITIES

		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
應付租賃負債：	**Lease liabilities payable:**	
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

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	As at 31 December 2019	3,402

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：

33. BANK AND OTHER BORROWINGS *(Continued)*

Notes:

(a) The borrowings are repayable:

		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
		65,082,232	49,903,560
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	(13,941,253)	(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.

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：

(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：

Notes:

(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.

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先票據」)，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，本公司可於二零二零年一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，本公司可於二零二零年一月二十三日前隨時及不時，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二零二零年一月二十三日的贖回價加(ii)直至二零二零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，則本公司可於二零二零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：

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:

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. 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前隨時及不時，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：

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:

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. 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，本公司可於二零二零年四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，本公司可於二零二零年四月二十三日前隨時及不時，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二零二零年四月二十三日的贖回價加(ii)直至二零二零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。

本公司可於二零二零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美元的有擔保定息優先票據(「二零二零年五月到期票據」)，按固定年利率6.375厘計息(須每半年支付一次利息)，並將於二零二零年五月二日悉數償還。

就二零二零年五月到期票據而言，本公司可於二零二零年五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，按二零二零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)，贖回二零二零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，本公司可於二零二零年五月二日前隨時及不時，按二零二零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二零二零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二零二零年五月到期票據。

「二零二零年五月適用溢價」指於任何贖回日期，就二零二零年五月到期票據而言，(1)二零二零年五月到期票據本金額的1.00%與(2)(A)(i)二零二零年五月到期票據於二零二零年五月二日的贖回價加(ii)直至二零二零年五月二日二零二零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)於有關贖回日期二零二零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.

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：

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:

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. 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先票據(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.

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：

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:

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原先票據」)，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原先票據(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：

(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:

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. 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。

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.

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。

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.

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。

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.

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。

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).

34. 優先票據 *(續)*

優先票據的實際年利率載列如下：

34. SENIOR NOTES *(Continued)*

The effective interest rate per annum of the senior notes are set out below:

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：

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)	–
匯兑虧損	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：

(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。

Notes:

(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.

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：

35. CORPORATE BONDS *(Continued)*

The effective interest rate per annum of the corporate bonds are set out below:

首期二零二零年十月到期人民幣債券	First Tranche October 2020 due RMB Bond	5.04%
第二期二零二零年十一月到期人民幣債券	Second Tranche November 2020 due RMB Bond	6.06%
首期二零二一年九月到期人民幣債券	First Tranche September 2021 due RMB Bond	4.41%
第二期二零二一年九月到期人民幣債券	Second Tranche September 2021 due RMB Bond	5.61%
首期二零二二年三月到期人民幣債券	First Tranche March 2022 due RMB Bond	6.62%
第二期二零二三年三月到期人民幣債券	Second Tranche March 2023 due RMB Bond	6.90%
二零二一年八月到期人民幣債券	August 2021 due RMB Bond	5.61%
二零二二年九月到期人民幣債券	September 2022 due RMB Bond	6.51%

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。

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.

年內公司債券的變動載列如下：

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).

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)
匯兑虧損	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	–
匯兑收益	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。

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.

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。

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.

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。

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. 永久資本工具

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：

(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。

Notes:

(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股)每股面值0.1港元(二零一八年：每股面值0.1港元)的普通股	10,000,000,000 (2018: 10,000,000,000) ordinary shares of HK$0.1 each (2018: 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	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

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：

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:

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 最高 Highest	最低 Lowest	所付總代價 Aggregate consideration paid
	27,316,000	3.35港元	2.89港元	85,619,000港元
十月 October	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。

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

(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。

(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

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 人民幣千元 RMB'000	投資物業公平值 Fair value of investment properties 人民幣千元 RMB'000	其他物業公平值 Fair value of other properties 人民幣千元 RMB'000	稅務虧損 Tax losses 人民幣千元 RMB'000	土地增值稅撥備的臨時差額 Temporary differences on LAT provision 人民幣千元 RMB'000	租賃 Leases 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	(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：

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:

		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。

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.

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。

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.

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 Xuyuhuajin 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 Xuyuhuajin. During the year ended 31 December 2019, all shareholders of Chongqing Xuyuhuajin 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 Xuyuhuajin, Chongqing Xuyuhuajin 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.

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.

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)
		579,732
轉讓予本集團的股東貸款	Shareholders' loans assigned to the Group	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)

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.

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。

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.

於收購日期的已收購資產及已確認負債如下：

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
於蘇州旭悦的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.

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.

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.

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.

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.

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

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.

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

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)

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）。

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. 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：

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.

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

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。

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. 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。

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.

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：

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:

		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。

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.

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%)。

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.

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。

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.

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)。

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
截至二零一三年十二月三十一日止年度授出： **Granted during the year ended 31 December 2013:**			
授予董事的購股權： －於二零一三年二月二十六日 Share options granted to directors: – on 26 February 2013	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 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	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	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
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	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 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 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 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	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
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	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 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 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 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2019	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	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	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 25%: vested on 1 July 2018 and exercisable from 1 July 2018 to 30 June 2020	四年 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	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：

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:

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

			購股權數目 Number of Options				
授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	於二零一九年一月一日尚未行使 Outstanding at 1.1.2019	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一九年十二月三十一日尚未行使 Outstanding at 31.12.2019
購股權 Share option							
二零一五年七月十三日 13 July 2015	1.77	二零一五年七月十三日至二零一九年六月三十日 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 20 January 2016	1.478	二零一六年七月一日至二零二零年六月三十日 1 July 2016 to 30 June 2020	70,009,000	–	(25,613,834)	–	44,395,166
總計 Total			110,059,000	–	(65,658,834)	(5,000)	44,395,166
期末可行使 Exercisable at the end of the period							44,395,166
加權平均行使價(港元) Weighted average exercise price (HK$)			1.58	–	1.66	1.77	1.48
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					5.05		

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 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	購股權數目 Number of Options 於二零一八年一月一日尚未行使 Outstanding at 1.1.2018	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一八年十二月三十一日尚未行使 Outstanding at 31.12.2018
購股權 Share option							
二零一三年二月二十六日 26 February 2013	1.684	二零一四年七月一日至二零一八年六月三十日 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 29 October 2013	1.55	二零一四年七月一日至二零一八年六月三十日 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 13 July 2015	1.77	二零一五年七月十三日至二零一九年六月三十日 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 20 January 2016	1.478	二零一六年七月一日至二零二零年六月三十日 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.

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：

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:

		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。

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
於截至二零一七年十二月三十一日止年度授出： Granted during the year ended 31 December 2017:			
授予董事的購股權：－於二零一七年十月三日 Share options granted to directors: – on 3 October 2017	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 5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	四年 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 10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	四年 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 20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	四年 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 65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	四年 4 years
授予僱員的購股權：－於二零一七年十月三日 Share options granted to employees: – on 3 October 2017	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 5%: vested on 1 January 2019 and exercisable from 1 January 2019 to 31 December 2022	四年 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 10%: vested on 1 January 2020 and exercisable from 1 January 2020 to 31 December 2022	四年 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 20%: vested on 1 January 2021 and exercisable from 1 January 2021 to 31 December 2022	四年 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 65%: vested on 1 January 2022 and exercisable from 1 January 2022 to 31 December 2022	四年 4 years

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：

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:

截至二零一九年十二月三十一日止年度

For the year ended 31 December 2019

			購股權數目 Number of Options				
授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	於二零一九年一月一日尚未行使 Outstanding at 1.1.2019	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一九年十二月三十一日尚未行使 Outstanding at 31.12.2019
購股權 Share option							
二零一七年十月三日 3 October 2017	4.34	二零一九年一月一日至二零二二年十二月三十一日 1 January 2019 to 31 December 2022	220,000,000	–	(4,701,000)	–	215,299,000
期末可行使 Exercisable at the end of the period							11,000,000
加權平均行使價(港元) Weighted average exercise price (HK$)			4.34	–	4.34	–	4.34
於行使日期的加權平均股價(港元) Weighted average share price at the dates of exercise (HK$)					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 Date of grant	每股行使價 Exercise price per share 港元 HK$	行使期間 Exercisable period	購股權數目 Number of Options 於二零一八年一月一日尚未行使 Outstanding at 1.1.2018	年內授出 Granted during the year	年內已行使 Exercised during the year	年內已失效 Lapsed during the year	於二零一八年十二月三十一日尚未行使 Outstanding at 31.12.2018
購股權 Share option							
二零一七年十月三日 3 October 2017	4.34	二零一九年一月一日至二零二二年十二月三十一日 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.

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：

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) 與關聯方交易

(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
	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	–
聯營公司 Associates	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
合營企業 Joint ventures	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.

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。

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. 金融工具

(a) 金融工具的類別

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
金融資產	**Financial assets**		
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
金融負債	**Financial liabilities**		
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

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拖。

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) 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)。

(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).

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。

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.

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。

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.

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。

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.

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。

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.

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。

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.

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。

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.

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兑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.

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。

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 2019 人民幣千元 RMB'000	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	未貼現現金流量總額 Total undiscounted cash flows 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

		利率 Interest rate	於二零一九年十二月三十一日的賬面值 Carrying amount at 31 December 2019 人民幣千元 RMB'000	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	未貼現現金流量總額 Total undiscounted cash flows 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	12,407,808	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	56,880,630
租賃負債	Lease liabilities	5.81%	117,539	11,285	21,975	25,999	32,422	22,027	11,809	125,517
財務擔保	Financial guarantees	–	–	23,600,667	46,397	543,502	6,130,846	3,646,458	1,879,414	35,847,284

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 Carrying amount at 31 December 2018 人民幣千元 RMB'000	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	未貼現現金流量總額 Total undiscounted cash flows 人民幣千元 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

		利率 Interest rate	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	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	未貼現現金流量總額 Total undiscounted cash flows 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	6,329,452	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	4,947,883	47,837,302
財務擔保	Financial guarantees	–	–	19,070,896	57,060	140,280	1,226,302	5,989,220	1,015,988	27,499,746

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).

52. 金融工具的公平值計量*(續)*

52. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS *(Continued)*

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)*

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 **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	公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
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	**資產** Assets	資產 Assets		
－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	**資產** Assets	資產 Assets		
－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	**資產** Assets	資產 Assets		
－在香港上市 – listed in HK	121,051	255,431	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
－在中國上市 – listed in the PRC	452,710	449,955	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
	573,761	705,386		
按公平值計入其他全面收入的股本工具 Equity instruments at FVTOCI	**資產** Assets	資產 Assets		
－非上市股本投資 – unlisted equity investment	881,832	779,774	第三級 Level 3	過往交易法－股本融資資料 Prior transaction method – Equity financing information
－於中國上市的股本投資 – listed equity investments in the PRC	–	139,500	第一級 Level 1	活躍市場所報買入價。 Quoted bid prices in an active market.
	881,832	919,274		

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 **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	公平值等級 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key inputs
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 varies 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。

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.

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。

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.

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
非流動資產	**NON-CURRENT ASSETS**		
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
流動資產	**CURRENT ASSETS**		
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
流動負債	**CURRENT LIABILITIES**		
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
流動負債淨額	**NET CURRENT LIABILITIES**	(6,211,675)	(3,817,279)
總資產減流動負債	**TOTAL ASSETS LESS CURRENT LIABILITIES**	42,441,900	38,521,568
資本及儲備	**CAPITAL AND RESERVES**		
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
股本權益總額	**TOTAL EQUITY**	10,226,417	14,498,387
非流動負債	**NON-CURRENT LIABILITIES**		
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 reserve 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	–
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
確認以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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
上海旭亘實業有限公司 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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 Xinchen 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 Equity interest attributable to the Group at 31 December **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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. 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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 Tianjinxu Xuke 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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 Equity interest attributable to the Group at 31 December **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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5000,000元 Registered RMB5,000,000 paid up capital RMB5000,000	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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 Equity interest attributable to the Group at 31 December 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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」） 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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 Huituochang 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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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
上海展驤 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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 RMB100,000,00	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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 實繳資本 無 Registered RMB10,000,000.00 paid up capital Nil	中國 PRC	物業管理 Property management

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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
上海和贇實業有限公司 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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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
清鎮金地昊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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 二零一九年 2019 %	二零一八年 2018 %	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
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

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 **二零一九年** 2019 %	二零一八年 2018 %	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
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 Xuyuhuajin	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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 RMB180,630,00	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

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 二零一九年 2019 %	二零一八年 2018 %	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
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
寧波寶龍華灃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

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 二零一九年 2019 %	二零一八年 2018 %	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
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 **二零一九年** 2019 %	二零一八年 2018 %	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
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.

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 regard 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：

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:

擁有重大非控股權益的非全資附屬公司詳情：

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 Proportion of ownership interests and voting rights held by non-controlling interests at 31 December		於十二月三十一日分配至非控股權益的利潤 Profit allocated to non-controlling interests at 31 December		於十二月三十一日累計的非控股權益 Accumulated non-controlling interests at 31 December	
			二零一九年 2019 **百分比** %	二零一八年 2018 百分比 %	**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 **人民幣千元** RMB'000	二零一八年 2018 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

54. 主要附屬公司詳情*(續)*

54. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES *(Continued)*

Coastwise

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。

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. 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。

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.

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